

Hinchinbrook Sports Club Inc.

Constitution

Under the *Associations Incorporation Act 2009*

As Amended 29th March 2017

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Part 1 Preliminary

1 *Introduction and Definition*

- 1-1 The name of the club shall be “Hinchinbrook Sports Club Inc.”
- 1-2 The objects of the club shall be
- (a) To organise, control and foster the game in the junior and senior grades
 - (b) To organise, control and foster other sports for junior and senior grades as the club sees fit.
 - (c) To hire, rent, lease, purchase or otherwise acquire, maintain, develop club home grounds and facilities.
 - (d) To buy, lease, rent, sell and generally deal in sporting equipment and/or material, food stuffs and beverages.
 - (e) To join, amalgamate or enter into partnership or ventures with sporting bodies or organisation to promote the sport.
 - (f) To alone or in co-operation with others, assist, promote, invest and foster the establishment and maintenance of junior-senior unlicensed or licensed club facilities.
 - (g) To carry out all activities as may be deemed necessary and desirable by the Management Committee to achieve the objectives of the Club.
- 1-3 The Club may affiliate with the Southern Districts Soccer Football Association, Football NSW, or their successors or any other relevant sporting bodies, and shall adopt the laws of the game, and any decisions, interpretations and amendments thereof, approved by those controlling bodies.
- 1-4 The Club shall do all things necessary to implement and enforce any decisions of the relevant sporting bodies relating to any Player, Official or Person who is a Member, Player, or seeks to be a Member or Player of the Club.
- 1-5 The jurisdiction of the club shall cover all Club Officials, Teams, Players, Officials, Spectators, the allocated home grounds, and matches played thereon. The jurisdiction of the Club may be extended beyond its boundaries by arrangement with other relevant sporting associations and governing bodies.
- 1-6 The colour of the Club shall be Sky Blue, Black and White.
- 1-7 In this constitution:

Director – General means the Director – General of the Department of Services, Technology and Administration.

Ordinary Committee Member means a member of the committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office – the public officer of the association.

Special General Meeting means a general meeting of the association other than an Annual General Meeting.

The Act means the *Association Incorporation Act 2009*.

The Regulation means the *Association Incorporation Regulation 2010*.

The Association means *Hinchinbrook Sports Club Inc.*

1-8 In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

1-9 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

1-10 The phrases “these rules” and “the club rules” and any such similar terminology shall be taken to mean The Constitution, By-Laws and Club Rules as promulgated by this Club.

1-11 For the purpose of these rules any reference to “year”, unless the context otherwise indicates, shall mean the period from January 1st up to and including the December 31st of the calendar year.

Where the following abbreviations appear throughout these rules, they shall have meanings set here under:

A.G.M.	Annual General Meeting
E.C.M.	Executive Committee Meeting
G.M.	General Meeting
S.G.M.	Special General Meeting
M.C.	Management Committee
M.C.M.	Management Committee Meeting
FNSW	Football New South Wales Ltd.
FFA	Football Federation of Australia
DHC	Disciplinary Hearing Committee
S.D.S.R.I.	Southern Districts Soccer Referee Association Inc.
S.D.S.F.A.	Southern Districts Soccer Football Association Inc.

Part 2 Membership

1 Membership nomination and general

1-1 All persons wishing to become a Member under the following membership categories:

- (a) Player
- (b) Coach or Manager
- (c) Committee Member
- (d) Ground Marshall

Must complete an approved online Registration Form as required by relevant sport governing body and submit it to the Registrar for Approval by the Management Committee.

1-2 Players, Coaches, Managers, and Committee Member will follow rules as determined by relevant sport governing body controlling competition being entered such as S.D.S.F.A., FNSW, FFA, FUTSAL, or others as may apply from time to time. The club will comply with rules including but not restricted to competition rules, fees, age groups, registration, transfers, and uniform.

1-3 Other person shall be eligible to apply for membership, subject to the requirements laid down in this constitution as follows:

- (a) Any person who is elected to or accepted in position on the Management Committee automatically assumes Membership for the term of the appointment.
- (b) Any one parent of a junior player who has not reached the age of 18 years automatically assumes membership on behalf of said player for the registration period.
- (c) Any person who does not fall into one of the above categories may apply for Membership to the Management Committee as an Associated Member in writing in form set out in Appendix 1 of this constitution and must be lodged with the Secretary.
- (d) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee to determine whether to approve or to reject the nomination.
- (e) As soon as practicable after the Committee makes that determination, the Secretary must notify the nominee, in writing, that the Committee approved or rejected the nomination (whichever is applicable). If the committee approve the nomination, the nominee must pay (within the period of 21 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (f) The Secretary must, on payment by the nominee of the amounts within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.
- (g) Any person as described in Part 2 Section 1-3 above shall not have voting rights as a Member until the second General Meeting after becoming an Associate Member. The Management Committee may at the absolute

discretion consider and/or grant Members exception to this rule if written request is made.

- 1-4 Each new Member will be supplied with a copy of these rules (for which acknowledgement shall be given) such acknowledgement being regarded as sufficient proof that the member is aware of all incurred responsibilities.
- 1-5 Membership of the Club is from 1st January to 31st December.
- 1-6 Associate Members shall have all the rights of an ordinary Member.
- 1-7 All persons wishing to apply for membership with the Club may be required to show proof that they are free from debt from this or any other Association or Club.
- 1-8 Any person who has rendered special services to the Club may be elected a Life Member at the A.G.M. of a G.M. Life Members shall be entitled to all the privileges of a Member. Only one (1) Life Member may be elected in one year.

2 *Cessation of Membership*

- 2-1 A person ceases to be a Member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association, or
 - (d) fails to pay the annual membership fee and registration fees as required under clause 8 (2) within 3 months after the fee is due.

3 *Membership entitlements not transferable*

- 3-1 A right, privilege or obligation which a person has by reason of being a member of the association:
 - (a) is not capable of being transferred or transmitted to another person, and
 - (b) terminates on cessation of the person's membership.

4 *Resignation of membership*

- 4-1 A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one (1) month (or such other period as the Committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be member.
- 4-2 If a member of the association ceases to be a member under Part 2 Section 1-3, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceases to be a member.

5 ***Register of Members***

- 5-1 The Public Officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- 5-2 The register of members must be kept in New South Wales:
- (a) at the main premises of the association, or
 - (b) if the association has no premises at the association's official address.
- 5-3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- 5-4 A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$2 for each page copied.
- 5-5 If a Member requests that any information contained on the register about the Member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- 5-6 A Member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

6 ***Fees and Subscriptions***

- 6-1 A Member of the Association wishing to join the club as Player must, on admission to membership, pay the Association prescribed registration fee as published annually as at 15th January, if some other amount is determined by the committee, that other amount within 21 days of acceptance. Registration fees will be determined by Committee prior to commencement of each season.
- 6-2 In addition to any amount payable by the Member under Part 2 Section 1-3, a member of the association must pay to the association an annual membership fee of \$5 or, if some other amount is determined by the Committee, that other amount:
- (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the Member becomes a Member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

6-3 The Club reserves the right to pursue any outstanding debts, fees and/or liabilities through any legal means as deemed necessary by the Club

7 *Members' liabilities*

7-1 The liabilities of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the association is limited to the amount if any, unpaid by the Member in respect of membership of the association as required by clause 7.

8 *Resolution of disputes*

8-1 Where a dispute arises between members, members and team officials or committee, the parties involved should in the first instance try to resolve the issue at hand. If this is not successful then matter is to be referred to Club Secretary for listing....

8-2 In the case of disputes

- (a) The onus of proof shall be upon the club official or person making such a claim.
- (b) The complaint shall be lodged in writing with the Club Secretary within forty-eight (48) hours of the incident or occurrence in which the dispute arose.
- (c) The Club Secretary will forward all disputes received to the Chairman of the DHC and they will be dealt with by the Committee.
- (d) Details of complaint and any evidence shall be provided to all parties concerned in a dispute.

8-3 Notwithstanding any rules or process in this constitution members may still be able to refer their dispute to a community justice centre for mediation under the Community Justice Centres Act 1983. If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration. The Commercial Arbitration Act 1984 applies to any such dispute referred to arbitration.

9 *Disciplining of Members*

9-1 A complaint may be made to the committee in writing by any person that a member of the association has:

- (a) refused or neglected to comply with a provision or provisions of this constitution, or
- (b) wilfully acted in a manner prejudicial to the interest of the association.

9-2 The committee may refuse to deal with a complaint and/or impose a fine of no more than \$100 if it considers the complaint to be trivial or vexatious in nature.

- 9-3 If the committee decides to deal with the complaint, the committee:
- (a) must cause notice of the complaint to be served on the member concerned, by telephone, facsimile or electronic mail and if requested, will be confirmed by letter, and
 - (b) must give the member at least 48 hours' notice to allow him to make submissions to the committee in connection with the complaint prior to appearing before committee no later than twenty-one (21) days after the incident or occurrence., and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
 - (d) the case may be heard in the person's absence upon receipt of their written consent. If no consent is received and member does not appear, membership rights shall be suspended until member appears before DHC.
 - (e) should a person not appear upon being cited, his Membership rights shall be suspended until he appears.
 - (f) notwithstanding the fact that a person may have been found guilty of any offence the committee may issue a caution, fine or suspension as it sees fit.
- 9-4 The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 9-5 If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under Part 2 Section 10.
- 9-6 The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the members exercises the right of appeal, unless and until the association confirms the resolution under Part 3 Section 1-1, whichever is later.
- 9-7 The Committee may at its absolute discretion appoint or elect a Disciplinary Hearings Committee (DHC) as set out below:
- (a) The Vice-President shall be the Chairman, or, in his absence a Chairman shall be elected from the members present.

- (b) Should a member of the Committee person's family or team be on trial the said committee person shall take no part in the hearing or the voting.
- (c) Any person elected or requested to sit in the DHC shall be obligated to declare any interest in a team matter being heard or in a person who is appearing before the said Committee.
- (d) All members of the DHC must be existing Members of the Club.
- (e) No more than two (2) persons from the same family or team shall be allowed on the DHC at any one time.
- (f) The DHC shall only be required to meet upon notice from the Committee or from the show of hands at a G.M. or S.G.M.
- (g) The meeting shall convene with a quorum of two (2) members.
- (h) The DHC are delegated to head any or all matters, and make decisions and determinations, relating to the following:
 - (i) Any player who is ordered from the field of play by the officiating referee.
 - (ii) Any player, coach, manager or Club Official reported to the Club by the referee, Ground Marshall or Southern Districts SFA official, who indulged in violent or ungentlemanly conduct to Referee or Lineman, Player of the same or opposition team or Official or spectator from this or any visiting Club.
 - (iii) Adjudicate on any disputes between members, players, parents or officials.
- (i) Each member of the DHC shall have one deliberate vote, and the Chairman a casting vote. The Chairman shall report in writing on all matters of the DHC to the M.C.

10 *Right of appeal of disciplined member*

- 10-1 A member may appeal to the association against a resolution of the committee under clause 10, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- 10-2 The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for that purpose of the appeal.
- 10-3 On receipt of a notice from a member under Part 2 Section 1-1, the secretary must notify the appeals committee which is to convene within 21 days after the date on which the secretary received the notice.
- 10-4 The process to be followed by appeals committee at the convened meeting is:
 - (a) no business other than the question of the appeal is to be transacted, and

- (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
- (c) the result is to be determined by a simple majority of votes cast by members of the appeal committee.

Part 3 The Committee

1 Powers of the committee

- 1-1 Subject to the Act, the Regulation and the constitution and to any resolution passed by the association in general meeting, the committee:
- (a) is to control and manage the affairs of the association, and
 - (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
 - (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

2 Composition and membership of committee

- 2-1 The committee is to consist of:
- (a) the office-bearers of the association, and
 - (b) at least 2 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- 2-2 The total number of committee members is to be 5.
- 2-3 The office-bearers of the association are as follows:
- (a) the President
 - (b) the Vice-President
 - (c) the Treasurer
 - (d) the Secretary
 - (e) the Registrar
- 2-4 A Committee member may hold up to 2 officers (other than both the president and vice-president offices)
- 2-5 Each member of the Committee is, subject to this constitution, to hold office for a period of 2 years until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

3 *Election of committee members*

- 3-1 Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- 3-2 If insufficient nominations are received to fill all vacancies on the committee, the candidates, nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- 3-3 If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- 3-4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 3-5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 3-6 The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- 3-7 A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

4 *Functions and duties of Club Officials.*

- 4-1 **President:** The President shall be Chairman at all meetings, but not necessarily those of the DHC and shall conduct such meetings in accordance with the Rules of the Club. He shall have a casting vote at all meetings. The President shall be an ex-office member of all subcommittees.
- 4-2 **Vice-President:** In the absence of the President at any meeting, the Vice-President shall be Chairman. The Senior Vice-President, upon appointment, shall automatically assume the position of Chairman of Disciplinary Hearings Committee and will automatically be ex-officio member of Fields and Improvements sub-committee.
- 4-3 **Secretary:** The secretary of the association must, as soon as practicable after being appoint as secretary, lode notice with the association of his or her address. It is the duty of the secretary to:
- (a) Attend the general business of the Club
 - (b) Hold the Official Stamp

- (c) Accept any money due, and issue official receipt.
- (d) Pay the Hon Treasurer all monies received within seven (7) days.
- (e) Record any action taken by the Executive Committee between Meetings, and submit a report to the M.C.
- (f) Attend to correspondence.
- (g) Prepare the Annual Report.
- (h) Be Delegate to Sport Governing Body Inc., and/or nominate alternate.
- (i) Arrange appropriate insurance cover in respect of Club Property if or when required.
- (j) Be an ex-officio member of all subcommittees
- (k) Keep true minutes of all meetings.
- (l) Distribute information to coaches re comps/events that may come up during the year
- (m) Friendly matches during pre-season or free weekends: All need to go thru Secretary to be approved by committee before proceeding
- (n) Undertake any other duties found necessary in the carrying out of the above functions
- (o) This position may have an Assistant Secretary to assist with duties in the absence of the Secretary or as otherwise required.
- (p) Minutes of proceedings at a meeting must be signed by the chairman of the meeting or the chairperson of the next succeeding meeting.

4-4 **Treasurer:** It is the duty of the treasurer to :

- (a) Received all monies, giving an official receipt in return, and bank same in the Club's Bank Account within seven (7) days.
- (b) Have charge of the bank books.
- (c) Produce the bank books at each M.C.M. and G.M.
- (d) Prepare a financial statement and submit it to each M.C.M. and G.M.
- (e) Pay all accounts passed for payment by committee in accordance with these rules.
- (f) Present an audited financial statement and submit it to the A.G.M.
- (g) This position may have an Assistant Treasurer to assist with duties in the absence of the Treasurer or as otherwise required.

4-5 **Registrar:** It is the duty of the Registrar to:

- (a) Register all players, coaches, and members as approved by committee.
- (b) Keep a register of all players
- (c) Furnish a report at each M.C.M. and G.M.
- (d) Keep a register of all defaulting and disqualified players as received from the FNSW Ltd, FFA, S.D.S.F.A. Inc., or the M.C.

5 *Executive Committee*

5-1 The Executive Committee of the Club shall consist of the Executive Officials of the Club, i.e.:

- (a) The President
- (b) The Honorary Secretary
- (c) The Treasurer

5-2 The Executive Committee shall be empowered to deal with all matters of urgency in the interest of the Club. They shall report their actions to the next G.M. or M.C.M. whichever occurs first.

5-3 Assistant Secretary and Assistant Treasurer may fill these positions where the executive committee member has requested leave of absence and such request has been received in writing.

6 *Management Committee*

6-1 The M.C. of the Club shall be as per Part 3 Section 2.

6-2 The order of business at any M.C.M. shall be the same as described herein for A.G.M.

6-3 The duties and functions of the M.C. shall include the following:

- (a) Admission or rejection of applications by persons for membership
- (b) Admission or rejection of applications for registration of players, coaches and managers.
- (c) Approval or rejection of a player's application for transfer.
- (d) The suspension or expulsion of any team, player, coach, manager, member or person, from participation in any function, competition match or activity under the Jurisdiction of this Club.
- (e) The imposition of fines on any Member, Team, Player, Coach or Manager.
- (f) The suspension or expulsion of any Club Official from participation in the Club's affairs which such a Club Official is deemed guilty of conduct considered prejudicial to the interest of the Club.
- (g) The control and management of all finances of the Clubs.

6-4 The M.C. when elected shall declare their current position or anticipated involvement with all Club Teams, also to advise any changes to their position at the next M.C.M. or G.M. whichever comes first.

7 *Casual vacancies*

7-1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

7-2 A casual vacancy in the office of a member of the committee occurs if the member:

- (a) dies, or

- (b) ceases to be a member of the association, or
- (c) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporation Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under Part 3 Section 8, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months.

8 *Removal of committee members*

- 8-1 The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the members so removed.
- 8-2 If a member of the committee to whom a proposed resolution referred to in Part 3 Section 8-1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the association, the secretary or the president may send a copy of the representations to entitled to require that the representation be read out at the meeting at which the resolution is considered.

9 *Committee meetings and quorum*

- 9-1 The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- 9-2 Additional meetings of the committee may be convened by the president or by any member of the committee.
- 9-3 Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- 9-4 Notice of a meeting given under Part 3 Section 9-3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.

- 9-5 Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- 9-6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 9-7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 9-8 At a meeting of the committee:
- (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.
 - (c) a member may attend a meeting of the committee by internet connection, arranged at least 24 hrs prior to the schedule meeting with the secretary. The member must not be counted as part of a quorum, but may perform all other rights of a member at the meeting.

10 *Delegation by committee to sub-committee*

- 10-1 The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
- (a) this power of delegation, and
 - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- 10-2 A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 10-3 A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 10-4 Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- 10-5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.

10-6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

10-7 A sub-committee may meet and adjourn as it thinks proper.

11 *Voting and decisions*

11-1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

11-2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

11-3 Subject to Part 3 Section 9-5 the committee may act despite any vacancy on the committee.

11-4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

Part 4 General Meetings

1 *Annual general meeting – holding of*

1-1 The association must hold its first annual general meeting within 18 months after its registration under the Act.

1-2 The association must hold its annual general meeting:

- (a) Within 6 months after the close of the associations financial year, or
- (b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

2 *Annual general meetings – calling of and business act*

2-1 The annual general meeting of the association is, subject to the Act and to Part 4 Section 1, to be convened on such date and at such place and time as the committee thinks fit.

2-2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
- (b) to receive from the committee reports on the activities of the association during the last preceding financial year,

- (c) to elect office-bearers of the association and ordinary committee members as required,
- (d) to receive and consider any financial statement or report required to be submitted to members under the Act.

2-3 An annual general meeting must be specified as such in the notice convening it.

3 Special general meeting – calling of

3-1 The committee may, whenever it thinks fit, convene a special general meeting of the association

3-2 The committee must, on the requisition in writing of at least 5 per cent of the total number of members convene a special general meeting of the association

3-3 A requisition of members for a special general meeting

- (a) must state the purposes of the meeting, and
- (b) must be signed by the members making the requisition, and
- (c) must be lodged with the secretary, and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

3-4 If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

3-5 A special general meeting convened by a member or members as referred to in Part 4 Section 3-4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

4 Notice

4-1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

4-2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Part 4 Section 4-1, the intention to propose the resolution as a special resolution.

4-3 No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Part 4 Section 2-2.

4-4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

5 *Quorum for general meetings*

5-1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

5-2 Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

5-3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved, and

(b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

5-4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

6 *Presiding member*

6-1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

6-2 If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

7 *Adjournment*

7-1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

7-2 If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

7-3 Except as provided in Part 4 Section 7-1 and Section 7-2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

8 *Making of decisions*

8-1 A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands, or

(b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

8-2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

8-3 If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

9 *Special resolutions*

9-1 A special resolution may only be passed by the association in accordance with section 39 of the Act.

10 *Voting*

10-1 On any question arising at a general meeting of the association a member has one vote only.

10-2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

10-3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

10-4 A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

10-5 A member is not entitled to vote until the second AGM after becoming a member.

11 ***Proxy votes***

11-1 Proxy voting will be allowed at or in respect of a general meeting.

11-2 Each member can hold a maximum of 2 proxies.

12 ***Postal ballots***

12-1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

12-2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 **Miscellaneous**

1 ***Insurance***

1-1 The association may effect and maintain insurance.

2 ***Funds - source***

2-1 The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.

2-2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

2-3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

3 ***Funds - management***

3-1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.

3-2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the executive committee or as authorised to do so by the committee.

4 ***Change of name, objects and constitution***

4-1 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

5 ***Custody of books etc.***

5-1 Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

6 *Inspection of books etc.*

6-1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour within 48hrs of written notification:

- (a) records, books and other financial documents of the association,
- (b) this constitution,
- (c) minutes of all committee meetings and general meetings of the association.

6-2 A member of the association may obtain a copy of any of the documents referred to in Part 4 Section 6-1 on payment of a fee of not more than \$2 for each page copied.

7 *Service of notices*

7-1 For the purpose of this constitution, a notice may be served on or given to a person:

- (a) by delivering it to the person personally, or
- (b) by sending it by pre-paid post to the address of the person, or
- (c) by sending it by facsimile transmission or some other form of electronic transmission, including email, to an address specified by the person for giving or serving the notice.
- (d) by publishing on the clubs website

7-2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

8 *Financial year*

- 8-1 The financial year of the association is:
- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
 - (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

9 43. *Surplus property*

- 9-1 Any surplus property remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association shall be distributed as per Section 65 of the Associations Incorporations Act 2009 No 7.
- 9-2 In the event that no suitable Club or Association qualifies under Section 65, any surplus property will be transferred to FFA.