

Lilli Pilli Football Club Inc

Constitution

PART I PRELIMINARY

1 NAME

- 1.1 The name of the Association shall be: **Lilli Pilli Football Club Inc.**
- 1.2 The name of the Association may also be known in the abbreviated form of Lilli Pilli FC.
- 1.3 Club colours shall be Yellow and Bottle Green.
- 1.4 Club colours and uniform may be changed only by special resolution tabled at an Annual General Meeting.

2 OFFICE

- 2.1 The office of the Association shall be Lilli Pilli Oval in the State of New South Wales or at such other place as the Committee may from time to time determine.

PART II DEFINITIONS

3 DEFINITIONS

In the interpretation of these Rules, the following words and expressions shall have the meanings hereinafter specified, unless the context requires otherwise:

- 3.1 "ACT" means the Association Incorporation Act, 1984, as amended.
- 3.2 "Association" means the Lilli Pilli FC Inc.
- 3.3 "Auditor" means such auditor or firm as is appointed at a General Meeting of the Association to audit the Association's financial records.
- 3.4 "Committee" means the members for the time being of the Committee of Management of the Association constituted in accordance with these Rules.
- 3.5 "Financial Member" means a Member whose subscriptions are not more than 90 days in arrears and, in the case of a player member, has also paid his or her registration and insurance fees by the due date set by the Association in each football season or such later date as the Committee may resolve.
- 3.6 "Financial year" means the period commencing 1st July in any year and ending on 30th June in the following year.
- 3.7 "Majority" means a simple majority of all members present and eligible to vote in accordance with these Rules.
- 3.8 "Member" means, unless otherwise specified, ordinary members, player members, parent members, life members and player life members.
- 3.9 "Office" means the office of the Association.

- 3.10 "Rules" means the Rules of the Association as set out herein, as amended.
- 3.11 "Secretary" means:
- (a) the person holding office under the Rules as Secretary of the Association: or
 - (b) where no such person holds that office - the Public Officer of the Association.
- 3.12 "Special General Meeting" means a general meeting of the Association other than an Annual General Meeting.
- 3.13 "S.S.J.S.F.A." means the Sutherland Shire Junior Soccer Football Association.
- 3.14 "Standing Sub-Committee" means any one of the standing sub-committees referred to in rule 20.1.
- 3.15 "The Regulation" means the Associations Incorporation Regulation, 1985, as amended.
- 3.16 In these Rules -
- (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty;
 - (c) words importing the singular number only include the plural and vice versa;
 - (d) words importing the masculine gender only include the feminine gender and vice versa.
- 3.17 The Provisions of the Interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.
- 3.18 "Uniform" is the playing strip approved by the S.S.J.S.F.A and any other apparel as stipulated by the Association.

4 OBJECTS OF THE ASSOCIATION

Its objects are:

- 4.1 to encourage, develop and teach the principles of, and the playing of, football in all its facets within the Sutherland Shire of Sydney in the State of New South Wales and /or elsewhere;

- 4.2 to take over any assets and liabilities of any nature as may appear to be incidental or conducive to the objects of the Association or any of them;
- 4.3 to promote, hold, take part in and exercise control of competitions, sporting events, trials and social events in conjunction with football ;
- 4.4 to enter into any affiliation or alliance with any other body having objects compatible with those of this Association or calculated to benefit the interests of the Association or its Members;
- 4.5 to act in conjunction with and to appoint representatives to any association, company, club or body either in Australia or abroad;
- 4.6 to purchase, take on, lease or exchange, or otherwise acquire any lands, buildings, easements, rights of way or property - real or personal - which may be requisite with any of the objects of the Association, and to sell, demise, mortgage, give in exchange, or dispose of the same;
- 4.7 to seek, obtain, acquire and hold any rights, licenses, concessions, privileges, official powers or other authorities for the purpose of enabling the Association to carry any of its objects into effect;
- 4.8 to provide within the Sutherland Shire of Sydney in the State of New South Wales and/or elsewhere any football grounds and to maintain the same for football or other purposes of the Association and to provide club houses, pavilions, workshops, sheds or other conveniences as may be required by the Association, and to furnish and maintain the same, and to permit the same or other property of the Association to be used by Members and other persons either gratuitously or for payments;
- 4.9 to purchase, hire, make or provide and maintain all kinds of equipment, vehicles, furniture, implements, tools, machinery, utensils, papers, periodicals and all other things required or which may be conveniently used in connection with the objects of the Association, the football grounds, club houses and other premises of the Association by persons frequenting the same, whether Members of the Association or not;
- 4.10 to buy, procure, prepare, make, supply, sell or deal in all kinds of chattels, equipment, services and all apparatus used in connection with football and all kinds of refreshments required or used by Members of the Association or other persons frequenting the football grounds, club houses, premises or events of the Association;
- 4.11 to invest the monies of the Association, not immediately required, upon such securities as are permitted by law as trustee investments as may from time to time be determined;
- 4.12 to raise and borrow money by any means lawful, whether specifically provided by these Rules or not, to further any of the objects of the Association;
- 4.13 to raise funds by means of subscriptions, fees, advertising, donations and levies from or on Members, and to take such steps by personal or written appeals, public meetings, social gatherings, or otherwise as may from time to

time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, advertising, sponsorship, subscriptions or other receipts;

- 4.14 to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the Association;
- 4.15 to print and publish any newspapers, website media, periodicals, books, programs or leaflets that the Association may think desirable for the promotion of its objects;
- 4.16 to provide instructions to train managers, trainers, coaches, referees and other personnel to teach the ideals and principles of football and for that purpose to hire, employ or obtain the services of qualified instructors and other qualified personnel;
- 4.17 to provide the facilities within the State of New South Wales to train managers, trainers, coaches, referees and other personnel to obtain a license or licenses or endorsements to obtain the service of qualified instructors;
- 4.18 to prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or its Members;
- 4.19 to do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.

PART III MEMBERSHIP

5. PATRONS AND MEMBERSHIP

- 5.1 A Patron of the Association shall be as recommended by the Committee and appointed at an Annual General Meeting.

6 MEMBERS

- 6.1 Ordinary members shall consist of any person with an interest in football r as may from time to time be admitted to membership under these Rules.
- 6.2 A player member is a person who undertakes to play and does play football (subject to any injury or disability) for a team sponsored and/or financed by the Association and is admitted to membership under these Rules.
- 6.3 A parent member is a person who is not an ordinary member or a player member and who has a son or daughter or is the guardian of a person under the age of 18 years who is a Player Member of the Club.
- 6.4 Every Member (including Honorary Members) shall be bound to further, to the best of his or her ability, the objects, interests and standing of the Association and shall observe the rules and regulations of the Association in force from time to time.

7 **ADMISSION OF MEMBERS**

- 7.1 ` Subject to this rule 7, all nominations for ordinary membership must be nominated by a proposer and a seconder who are ordinary members of the Association and to whom the candidate is personally known. All nominations shall be on the form provided by the Secretary and signed by the proposer and seconder and shall, in the case of Members (other than members for honorary membership), be lodged with the Secretary accompanied by the nomination fee if a fee has been set by the Association.
- 7.2 In the case of candidates not personally known to ordinary members who are prepared to sign the nomination, the Committee may, after inquiry, resolve that any such candidates be deemed to be duly nominated.
- 7.3 As soon as practicable after receiving a nomination for ordinary membership, the Secretary shall refer the nomination to the Committee which shall determine whether to approve or reject the nomination by means of a vote by ballot.
- 7.4 Where the Committee determines to approve a nominee for ordinary membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after issue of the notification by the Secretary, if applicable, the sum payable under these Rules by a Member as subscription.
- 7.5 Upon gaining membership, an ordinary Member shall not participate in any of the advantages or privileges of the Association unless his nomination fee and subscription (if any) has been paid.
- 7.6 Upon submission of a nomination form and nomination fee, a nominee for ordinary membership shall be deemed to have agreed to be bound by these Rules. This also applies should the nominee be elected to ordinary membership.
- 7.7 Life membership for any Member who has served the Association in an outstanding manner for a minimum period of 5 years may be recommended by the Committee and such recommendation may only be ratified for bestowment at an Annual General Meeting or any such other meeting as determined by the Committee. Election of a life member shall require a two-thirds majority of the vote of members present and eligible to vote. Life members may be entitled to any privileges as deemed appropriate by the Association.
- 7.8 Each player member is accepted as a member by completing a player registration form as required by the Association at the beginning of every football season. Such registration form shall be on the form provided by the Registration Officer or otherwise by the Committee and signed by the player member "If the player is eighteen years or older" or, if the player member is unable to sign, the parent or guardian of the player member and shall, in all cases, be lodged with the Registration Office on or before the due date set down by the Association, accompanied by the nominated registration fee for the particular football season, which fee shall be set from time to time by the

Association.

- 7.9 Any registration from not returned to the Registration Officer prior to the return date to be set from time to time by the Association, shall render the player member ineligible to play for the Association during that particular Football season provided that in certain circumstances the Committee or the delegate of the Committee, in the Committee's or delegate's sole discretion, may extend the time for lodgement in relation to any player member who has not registered by the due date.
- 7.10 To be accepted as a player Member a person must be approved by the Committee. If the person is listed on the team sheet they are deemed accepted by the Committee.
- 7.11 A parent member must have their name recorded in the Club's records associated with the Player. Their listing in the Club's records is deemed to be acceptance by the Committee.
- 7.12 Any person elected to the Committee or as an Officer Bearer of the Club who is not a Player Member or a Parent Member is automatically elected as an ordinary member.
- 7.13 Player Life membership is granted for any male player completing 25 years participation and for any female player completing 15 years participation.

8. NOMINATION FEES, SUBSCRIPTION AND REGISTRATION FEES

- 8.1 The nomination fee payable by a Member under these Rules shall be NIL or, where some other amount has been determined by the Committee, that amount so determined.
- 8.2 The subscription fee payable by a Member under these Rules shall be one dollar (\$1) or, where some other amount has been determined by the Committee, that amount so determined **PROVIDED THAT** no subscription fee shall be payable by Members who are the parents or guardians of any player member.
- 8.3 Registration and insurance fees shall be set by the Committee from time to time and shall be payable by player members only in accordance with the registration provisions set out in rules 7.8 and 7.9 hereof.
- 8.4 The Association's fees for Life Members and Player Life Members are NIL.

9 PAYMENT OF FEES

- 9.1 The first subscription fee, if applicable, shall be payable on election or on otherwise becoming a Member (other than an Honorary Member).
- 9.2 In the case of a nomination fee not being paid within 28 days of lodgement of the nomination form and failing a satisfactory explanation, the Committee may determine that the nominee shall not be entitled to resubmit a nomination within 90 days of the date of lodgement.

- 9.3 In the case of a subscription fee not being paid within 28 days of election to membership and failing a satisfactory explanation, the election may be cancelled and the candidate's name removed from the register of members. The candidate shall not be entitled to submit a nomination for election within 90 days of the date his name was removed from the register.
- 9.4 Unless the Committee otherwise resolves, no player member shall be eligible to play football for the Association in any football season if he or she is not a Financial Member of the Association.

10 CESSATION OF MEMBERSHIP

- 10.1 A person ceases to be a Member of the Association if the person:
- (a) dies;
 - (b) resigns that membership; or
 - (c) is expelled or suspended from the Association; or
 - (d) unless the Committee otherwise resolves, being a player member, plays for another Club or association whilst a Member of the Association; or
 - (e) unless the Committee otherwise resolves, being a player member, has not paid his or her registration fees to the Association on or before the due date for payment of the same set by the Association in each soccer season.

11 MEMBERS ENTITLEMENTS NOT TRANSFERABLE

- 11.1 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 upon cessation of the person's membership.

12 RESIGNATION OF MEMBERS

- 12.1 A Member of the Association is not entitled to resign that membership except in accordance with this rule.
- 12.2 A Member of the Association who has paid all amounts payable by the Member to the Association in respect of the Member's membership may resign from membership of the Association by first giving notice (being not less than one month or not less than such other period as the Committee may determine) in writing to the Secretary of the Member's intention to resign and, upon the expiration of the period of the notice, the Member ceases to be a Member.

- 12.3 Where a Member of the Association ceases to be a Member pursuant to rule 12.2 and in every other case where a Member ceases to hold membership, the Secretary shall make the appropriate entry in the register of members recording the date on which the Member ceased to be a Member.

13 REGISTER OF MEMBERS

- 13.1 The Association shall establish and maintain a register of active members of the Association specifying the name and address of each person who is a Member of the Association.
- 13.2 The register of members shall be kept at the office of the Association. All access will be subject to the Privacy Act.

14. MEMBER'S LIABILITIES

- 14.1 The liability 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 Rules 8 and 9.

15 RESOLUTION OF INTERNAL DISPUTES

- 15.1 Disputes between Members (in their capacity as Members) of the Association and disputes between Members and the Association are to be referred to the Committee for mediation and, if not resolved, then to a community justice centre for mediation in accordance with the Community Justices Centres Act, 1983.

16 DISCIPLINING MEMBERS

- 16.1 Where the Committee is of the opinion that a Member of the Association:
- (a) has brought the game of soccer or the name of the Association into disrepute. In this regard a majority decision of the Committee of the Association shall be sufficient in deciding if a Member has so acted; or
 - (b) has not conducted him or herself in accordance with the principles of the Association and the constitution of the S.S.J.S.F.A.; or
 - (c) has persistently and wilfully acted in a manner prejudicial to the interests of the Association; or
 - (d) has persistently refused or neglected to comply with a provision or provisions of these Rules or the Code of Conduct; or
 - (e) has been guilty of conduct derogatory to the character of a Member;
- the Committee may, by resolution –

- (i) expel the Member from the Association; or
 - (ii) suspend the Member from membership of the Association for a specified period.
- 16.2 A resolution of the Committee under rule 16.1 is of no effect unless the Committee, at a meeting held not earlier than fourteen (14) days and not later than 28 days after service on the Member of a notice under rule 16.3, confirms the resolution in accordance with this Rule.
- 16.3 Where the Committee passes a resolution under rule 16.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the Member -
 - (a) setting out that resolution of the Committee and the grounds on which it is based;
 - (b) stating that the Member may address the Committee at a meeting to be held not earlier than 14 days and not later than 28 days after the service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the Member that the Member may do either or both of the following:
 - (ii) attend and speak at the meeting;
 - (iii) submit to the Committee at or prior to the date of that meeting written representations relating to the resolution.
- 16.4 At a meeting of Committee held as referred to in rule 16.3, the Committee shall
 - (a) give to the Member an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted to the Committee by a Member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or revoke the resolution.
- 16.5 Where the Committee confirms the resolution under rule 16.4, the Secretary shall, within seven (7) days after that confirmation, by notice in writing, inform the Member of the fact and of the Member's right of appeal under rule 17.
- 16.6 A resolution confirmed by the Committee under rule 16.4 does not take effect:
 - (a) until expiration of the period within which the Member is entitled to appeal against the resolution where the Member does not exercise the right of appeal within that period; or

- (b) where within that period the Member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 16.4

17 RIGHT OF APPEAL OF DISCIPLINED MEMBERS

- 17.1 A Member may appeal to the Association in general meeting against a resolution of the Committee which is confirmed under rule 16.5, within 7 days after notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.
- 17.2 Upon receipt of a notice from a Member under rule 17.1, the Secretary shall notify the Committee which shall convene a general meeting of the Association to be held within one (1) month after the date on which the Secretary received the notice.
- 17.3 At a general meeting of the Association convened under rule 17.2:
 - (a) the committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (b) the Members present in person shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 17.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

PART 1V THE COMMITTEE

18. POWERS, ETC., OF COMMITTEE

- 18.1 The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting -
 - (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules 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.

19. CONSTITUTION AND MEMBERSHIP

- 19.1 Subject in the case of the first members of the Committee to section 21 of the Act, the Committee shall consist of -

- (a) the office-bearers of the Association; and
- (b) a member, representing the interest of the player members, each of whom shall be elected at the Annual General Meeting of the Association pursuant to rule 21.

19.2 The office-bearers of the Association shall be –

- (a) the President;
- (b) the Vice President Operations
- (c) the Vice President Competitions
- (d) the Vice President Communications
- (e) the Secretary
- (f) the Treasurer
- (g) the Assistant Secretary
- (h) the Registrar-Juniors
- (i) the Registrar-Seniors
- (j) the Player Development Officer

or amended as deemed necessary. Deletion or inclusion of an office bearer's position may only be approved at an Annual General Meeting or Special General Meeting.

The Committee shall elect from its members four delegates to the Sutherland Shire Junior Soccer Football Association Council.

19.3 Each member of the Committee shall, subject to these Rules, hold office until the conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.

19.4 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 shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

19.5 Subject to these Rules, the roles and duties of each office bearer are to be determined by the Committee from time to time.

20. STANDING SUB-COMMITTEES

20.1 There shall be 4 Standing Sub-Committees namely:

- (a) the Operations Sub-Committee, to be chaired by the VP Operations;
- (b) the Competitions Sub-Committee, to be chaired by the VP Competitions;
- (c) the Communications Sub-Committee, to be chaired by the VP Communications; and

- (d) the Player Development Sub-Committee, to be chaired by the Player Development Officer.
 - (e) Or other sub-committees from time to time as seen fit by Management Committee
- 20.2 A Member can be a member of not more than 2 standing Sub-Committees and can hold not more than 2 positions in any one Standing Sub-Committee.
- 20.3 The functions and powers of each Standing Sub-Committee shall be those approved from time to time at an Annual General Meeting.
- 20.4 Subject to these Rules, the roles and duties of each member of a Standing Sub-Committee are to be determined by the Standing Sub-Committee from time to time.
- 20.5 A standing Sub-Committee may meet and adjourn as it thinks proper.
- 20.6 Rules 19.3 and 19.4 shall apply equally to members of a Standing Sub-Committee as if the reference therein to "Committee" were a reference to "Standing Sub-Committee".

21 ELECTION OF MEMBERS

- 21.1 Nominations of candidates for election as office-bearers of the Association or as members of the Committee or of a Standing Sub-Committee -
- (a) shall be made in writing,
 - (b) signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 21.2 If the number of nominations received is equal to the number of vacancies to be filled for each position, the persons nominated can be deemed to be elected.
- 21.3 If insufficient nominations are received to fill any vacancies on the Committee or Standing Sub-Committees, further nominations for the unfilled positions shall be received at the Annual General Meeting.
- 21.4 If insufficient further nominations are received, any vacant positions remaining on the Committee or Standing Sub-Committees shall be deemed to be casual vacancies.
- 21.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 21.6 The ballot for the election of office-bearers and members of the Committee and Standing Sub-Committees shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

22 SECRETARY

- 22.1 The Secretary of the Association shall, as soon as is practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 22.2 It is the duty of the Secretary to:
- (a) keep minutes of
 - 22.2.a.1 all appointments of office-bearers and members of the Committee and Standing Sub-Committees;
 - 22.2.a.2 the names of members of the Committee present at a committee meeting or a general meeting; and
 - 22.2.a.3 all proceedings at committee meetings and general meetings.
 - (b) present the annual report;
 - (c) conduct all correspondence and file all documents connected with the Association;
 - (d) have control of the property of the Association
 - (e) act as the delegate of the Association at meetings of the S.S.J.S.F.A.
- 22.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

23 TREASURER

- 23.1 It is the duty of the Treasurer of the Association to ensure that -
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

24 CASUAL VACANCIES

- 24.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Committee or a Standing Sub-Committee occurs if the member -
- (a) dies;
 - (b) ceases to be a member of the Association;

- (c) becomes an insolvent under administration within the meaning of Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 25;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Committee or Standing Sub-Committee from all meetings of the Committee or Standing Sub-Committee (as the case may be) held during a period of 6 months.

25 REMOVAL OF MEMBER

- 25.1 The Association in a general meeting may by resolution remove any member of the Committee or a Standing Sub-Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another member to hold office until the expiration of the term of office of the member so removed.
- 25.2 Where a member of the Committee or a Standing Sub-Committee to whom a proposed resolution referred to in rule 25.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or publish on the Association's website or, if they are not so sent or published, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26 MEETINGS AND QUORUM

- 26.1 The Committee shall meet at least 4 times in each period of 12 months at such place and time as the Committee may determine.
- 26.2 Additional meetings of the Committee may be convened by the President or by any office bearer of the Association.
- 26.3 Oral or written notice of a meeting of the Committee shall be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Committee) before the time appointed for the holding of the meeting.
- 26.4 Notice of a meeting given under rule 26.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the

committee members present at the meeting unanimously agree to treat as urgent business.

- 26.5 Any 5 office bearers of the Association constitute a quorum for the transaction of the business of a meeting of the Committee.
- 26.6 No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week (or such earlier date as may be agreed).
- 26.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 26.8 At a meeting of the Committee -
- (a) the President or, in the President's absence, the Vice-President Competitions shall preside; or
 - (b) if the President and the Vice-President Competitions are absent or unwilling to act, such one of the remaining office-bearers of the Association as may be chosen by the members present at the meeting shall preside.

27. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 27.1 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.
- 27.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.
- 27.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.

- 27.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 27.7 A sub-committee may meet and adjourn as it thinks proper.

28. VOTING AND DECISIONS

- 28.1 Questions arising at a meeting of The Committee, of a Standing Sub-Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee, Standing Sub-Committee or sub-committee present at the meeting.
- 28.2 Each member present at a meeting of the Committee, of a Standing Sub-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.
- 28.3 Subject to rule 26.5, the Committee may act notwithstanding any vacancy on the Committee.
- 28.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee, by a Standing Sub-Committee or by a sub-committee appointed by the Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee, the Standing Sub-Committee or sub-committee.

PART V GENERAL MEETINGS

29 ANNUAL GENERAL MEETINGS - HOLDING OF

- 29.1 With the exception of the first Annual General Meeting of the Association, the Association shall, at least once in each calendar year and within the period of 6 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its Members.
- 29.2 Rules 29.1 have effect subject to any extension or permission granted by the Commission under section 26(3) of the Act.

30 ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 30.1 The Annual General Meeting of the Association shall, subject to the Act and rule 29, be convened on such date and at such place and time as the Committee thinks fit.
- 30.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -

- (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 upon the activities of the Association during the last preceding Financial Year;
- (c) to receive the financial statement;
- (d) to elect office-bearers of the Association and members of the Committee and the Standing Sub-Committees;
- (e) to deal with any business or motion of which due and proper notice has been given in accordance with these Rules;
- (f) if required, determine the level of subscription and nomination fees to be payable by Members;
- (g) to deal with such other business as may be accepted by a majority of members present at the meeting; and
- (h) to receive and consider the statement which is required to be submitted to Members pursuant to section 26(6) of the Act.

30.3 An Annual General Meeting shall be specified as such in the notice convening it.

31 SPECIAL GENERAL MEETINGS - CALLING OF

31.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.

31.2 The Committee shall, on the requisition in writing of not less than five per cent (5%) of the total number of members, convene a Special General Meeting of the Association.

31.3 A requisition of members for a Special General Meeting -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall 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.

31.4 If the Committee fails to convene a Special General Meeting to be held within 1 month after the 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.

- 31.5 A special General Meeting convened by an member or members as referred to in rule 31.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

32 VISITORS

- 32.1 The Committee may admit or exclude visitors from any meeting as it sees fit. Any visitor may address the meeting upon invitation from the Chairman with the consent of the majority of the members present, but no visitor shall have the right to vote.

33 NOTICE

- 33.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post or hand delivery to each member at that member's address appearing in the register of members or published in the official publication of the Association and or its website, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 33.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice in writing to be sent to each member or published in the manner provided in rule 33.1 specifying, in addition to the matter required under rule 33.1, the intention to propose the resolution as a special resolution. Notice in the Goalmouth, on the club's website or similar Club Journal will be deemed as a notification to all members.
- 33.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 30.2.
- 33.4 A Member desiring to bring any business or motion before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

34 PROCEDURE

- 34.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

- 34.2 Five (5) members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 34.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall 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.
- 34.4 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 meeting shall be dissolved.

35 PRESIDING MEMBER

- 35.1 The President or, in the President's absence, the Vice-President Competitions, shall preside as chairperson at each general meeting of the Association.
- 35.2 If the President and the Vice-President Competitions are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

36 ADJOURNMENT

- 36.1 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall 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.
- 36.3 Except as provided in rules 36.1 and 36.2, 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.

37 MAKING OF DECISIONS

- 37.1 A question arising at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, 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.

- 37.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- 37.3 Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

38 SPECIAL RESOLUTION

- 38.1 A resolution of the Association is a special resolution if -
- (a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
 - (b) where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

39 VOTING

- 39.1 Upon any question arising at a general meeting of the Association a member has one vote only.
- 39.2 All votes shall be given personally or by proxy but no Member may hold more than 5 proxies.
- 39.3 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.
- 39.4 A parent member may only exercise a vote on behalf of and instead of the associated player member. For this purpose the parent Member is deemed to have the automatic proxy of the associated player Member.
- 39.5 Regardless of the number of player members associated with a parent member, each parent member can cast only one vote.

- 39.6 A Member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

40. APPOINTMENT OF PROXIES

- 40.1 Each ordinary, Life or Player Member over the age of 18 years shall be entitled to appoint another ordinary member, Life or Player Member over the age of 18 years as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 40.2 A player Member that has an Associated Parent Member can only give their proxy to their Parent member
- 40.3 The notice appointing the proxy shall be in such form as the Committee may decide from time to time.

PART V1 MISCELLANEOUS

41 INSURANCE

- 41.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- 41.2 In addition to the insurance required under rule 41.1, the Association may effect and maintain other insurance.

42 FUNDS - SOURCE

- 42.1 The funds of the Association shall be derived from entrance fees and annual subscription of Members, donations, sponsorship, advertising, hire fees, levies on Members and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.
- 42.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- 42.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

43 FUNDS - MANAGEMENT

- 43.1 Subject to any resolution passed by the Association in general meeting and subject to these Rules, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Committee

determines.

- 43.2 The assets and income of the Association shall be applied solely in the furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association
- 43.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- 43.4 Such surplus funds as may exist from time to time may be invested in a fund approved by the Committee.
- 43.5 Funds which are surplus to the Association's requirements at the conclusion of the Financial Year shall be retained for use in promoting the objects of the Association or meeting the Association's future obligations.
- 43.6 Unless, in the discretion of the Committee, circumstances exist warranting reimbursement of the Member's direct expenses incurred in attending to the business of the Association, the Association shall not disburse or distribute any funds to Members by way of profit, gain, dividend or similar means whatsoever.

44 ACCOUNTS

- 44.1 Accounts properly recording all money received and expended by, or on behalf of the Association, and the circumstances under which such money has been received or expended by or on behalf of the Association, and a register of the assets and liabilities of the Association shall be retained by the Association and shall be available for examination by a member as prescribed in Rule 49.
- 44.2 Financial statements carried to the last day of **June in** each calendar year shall be prepared and submitted to the Association's auditors for examination and report.
- 44.3 The audited **accounts can** be made available, upon request, to the members not less than three days prior to the Annual General Meeting.

45 LEVIES

- 45.1 The Association may, at any time, make a levy on any class of members of the Association for the purpose of meeting particular expenses or expenditure of the Association.
- 45.2 Any such levy or levies shall -
 - (a) be determined and apportioned solely by the Committee;

- (b) be calculated on the basis of expenses or expenditure incurred by the class of Members in pursuance of the objects of the Association;
- (c) become payable at such time and place as may be determined by the Association;
- (d) be reported to Members at the next succeeding Annual General Meeting as part of the Committee's reports required under Rule 30.2(b).

46. ALTERATION OF OBJECTS AND RULES

- 46.1 Subject to rule 46.2, these Rules may be altered, rescinded or added to only by a special resolution of the Association.
- 46.2 The Code of Conduct and statement of objects may be altered, rescinded or added to only with the approval of all Patrons and by a two-thirds majority of the votes of the members present and eligible to vote at a general meeting.

47. COMMON SEAL

- 47.1 The common seal of the Association shall be kept in the custody of the Secretary.
- 47.2 The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures of 2 office bearers.

48. CUSTODY OF BOOKS, ETC.

- 48.1 Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

49. INSPECTION OF BOOKS ETC.

- 49.1 The records, books and other documents of the Association shall be open to inspection, free of charge; by a member of the Association at any reasonable hour provided that at least 48 hours prior notice of such requirement for inspection is given to the Secretary.

50. SERVICES OF NOTICES

- 50.1 For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of members or by publication in the official publication of the Association.

- 50.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

51 SURPLUS PROPERTY

- 51.1 At the first general meeting of the Association, the Association shall pass a special resolution nominating an incorporated Association as the association in which it is to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the incorporation of the Association.
- 51.2 In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation (per 51.1) with similar purposes which is not carried on for profit or gain of its individual members.
- 51.3 The incorporated association so nominated shall be one which fulfils the requirements specified in section 53(2) (a) -(c) of the Act.

52 AUDIT

- 52.1 An auditor shall be appointed by the Association at a general meeting of the Association and, unless such auditor resigns or is removed from office by resolution of the Committee, shall remain in office until the next succeeding Annual General Meeting.

53 INDEMNITY

- 53.1 If any prosecution, action or suit at law is commenced against any member of the Committee or of a Standing Sub-Committee or any other officer, servant or agent of the Association for anything done by them in the proper discharge of their duties such person or persons shall be indemnified by the Association for all damage , costs and expenses which may be incidental to, or result from such prosecution, action or suit at law and the Association shall be empowered to apply the property and funds of the Association for such purposes.
- 53.2 No member of the Committee or of a Standing Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or Standing Sub-Committee or other officer or for joining in any receipt or other act for the sake of conformity of for any loss or expense happening to the Association through the insufficiency or deficiency of title of any property acquired by order of the Committee for or on behalf of the Association in or upon which any money of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his

or her respective office or in relation thereto, unless the same shall happen through his own act or wilful default.

54 CODE OF CONDUCT

54.1 The Code of Conduct shall be binding on all Members of the Association. All Members must comply with the terms of the Code of Conduct.

55 AFFILIATION

55.1 Affiliations shall be made each year to the S.S.J.S.F.A. and through it to Soccer NSW Limited. The whole or any part of its constitution shall form part of these Rules. In the event of any inconsistency between these Rules and the constitution of the S.S.J.S.F.A., then the latter shall prevail.

PART V11 ADDITIONAL RULES APPLICABLE TO CHARITIES

56 APPLICATION OF PART

56.1 This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Collections Act, 1934.

57. PAYMENT, ETC., OF OFFICE BEARERS AND MEMBERS

57.1 A Member of the Committee shall not be appointed to any salaried office of the Association or of any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except -

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association;
- (c) reasonable and proper rent for premises let to the Association; and
- (d) Honoriums endorsed at an Annual General Meeting.

58 VACATION OF OFFICE

- (a) Without limiting the operation of rule 24, the office of a member of the Committee shall become vacant if -
 - (a) the member holds an office of profit in the Association; or

- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

59. NOTIFICATION OF PROPOSED ALTERATIONS OF RULES

- 59.1 A proposed alteration of the Rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Collections Act, 1934, in the manner required by the regulations under that Act.

60. COMPLIANCE WITH CHARITABLE COLLECTIONS ACT, 1934.

- 60.1 The Association shall comply with such of the provisions of the Charitable Collections Act, 1934, and the regulations thereunder as are applicable to it.