

# Heathcote Waratah Football Club Inc. Est. 1962

## CONSTITUTION

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RESPONSIBILITY: CLUB SECRETARY

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# The Club

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## 1. THE CLUB

The name of the Club is Heathcote Waratah Football Club Incorporated New South Wales Incorporated (“Club”).

The Club is a not for profit organisation.

The Club colours shall be Red and Green.

The Club colours and uniform may be changed only by special resolution at an Annual General Meeting.

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

“Act” means the Clubs Incorporation Act 2009 (NSW).

“Annual General Meeting” means the Annual General Meeting of the Club.

“Association” means the organisation controlling Football in the Sutherland Shire, of which the Club is a Member, or is otherwise affiliated with the Club, either directly, or through a Region.

“Club” means Heathcote Waratah Football Club Incorporated.

“Constitution” means this Constitution of the Club.

“Delegate” means the person(s) appointed from time to time to act for and on behalf of the Club and to represent the Club at Association Meetings.

“Executive Committee” means the Office Bearers of the Club.

“Financial Year” means the year ending on the next 30 June following incorporation and thereafter a period of 12 months commencing on 1 July and ending on 30 June each year.

“Football” means the sport of Soccer.

“General Committee” means the member(s) for the time being, of the Committee of Management of the Club constituted in accordance with these rules.

“General Meeting” means the general operational meetings of the Club.

“Governing Body” means the organisation controlling Football in the Sutherland Shire, of which the Club is a Member, or is otherwise affiliated with the Club, either directly, or through a Region.

“HWFC” means Heathcote Waratah Football Club Incorporated.

“IF” means the International Federation for the Sport FIFA.

“Intellectual Property” means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in New South Wales.

“Life Member” means an individual appointed as a Life Member of the Club under Clause 5.3.

“Management Committee” means the group responsible for the day to day running of the Club and included the Executive Committee Members and the elected General Committee members.

“Members” means a member for the time being of the Club under Clause 5.

“NSO” means National Sporting Organisation Football Federation Australia.

“Objects” means the objects of the Club in Clause 2.

“Office Bearers” means the elected Executive Committee Members of the Club.

“Public Officer” means the person appointed to be the Public Officer of the Club in accordance with the Act.

“Register” means a register of Members kept and maintained in accordance with Clause 8.

“Rules, Regulations, Codes of Conduct, Policies” means any Rules, Regulations, Codes of Conduct, Policies made by the Executive Committee under Clause 36.

“Seal” means the common seal of the Club.

“Special General Meeting” means a special meeting called as per Clause 21, which is not an Annual General Meeting or General Meeting.

“Sport” means the sport known as Football / Soccer.

“Sub Committee” a sub branch, reporting to the Committee for various special roles, eg. fundraising, building, that may or may not include General Committee members.

## 2.2 Interpretation

In this Constitution:

- (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 the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) Words importing the singular include the plural and vice versa;
- (d) Words importing a gender include the other genders;
- (e) References to persons include corporations and bodies politic;
- (f) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) A reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) A reference to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## 2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

### **3. OBJECTS OF THE CLUB**

The Club is established solely for the Objects. The Objects of the Club are to:

- (a) Participate as a member of NSO to conduct, encourage, promote, advance and administer Football in the Sutherland Shire;
- (b) Ensure the maintenance and enhancement of the Club, NSO, the Members and Football, its standards, quality and reputation for the benefit of the Members and Football;
- (c) At all times promote mutual trust and confidence between the Club, Governing Body, NSO and the Members in pursuit of these Objects;
- (d) At all times act on behalf of, and in the interest of, the Members and Football in New South Wales;
- (e) Promote the economic and community service success, strength and stability of the Club, the Members and Football in New South Wales
- (f) Affiliate and liaise with Governing Body, NSW and adopt its rule and and policy framework to further these Objects and Football;
- (g) Use and protect the Intellectual Property;
- (h) Apply the property and capacity of the Club towards the fulfilment and achievement of these Objects;
- (i) Review and/or determine any matters relating to Football which may arise, or be referred to it, by any Member;
- (j) Act as arbiter (as required) on all matters pertaining to the conduct of Football within the Club, including disciplinary matters;
- (k) Pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of Football in the Club
- (l) Adopt and implement such policies as may be developed by the Governing Body of NSO, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious disease and such other matters as may arise as issues to be addressed in football;
- (m) Represent the interests of its Members and of football generally in an appropriate forum in Sutherland Shire;
- (n) Have regard to the public interest in its operations;
- (o) Do all that is reasonably necessary to enable these Objects to be achieved and enable Members to receive the benefits which these Objects are intended to achieve;
- (p) Promote the health and safety of Members and all other participants in Football in the Sutherland Shire.
- (q) Seek and obtain improved facilities for the enjoyment of Football in the Club; and
- (r) Undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

### **4. POWERS OF THE CLUB**

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under Section 25 of the Act, the legal capacity and powers of a company as set out under Section 124 of the Corporations Act 2001 (Cth).

### **5. MEMBERS**

## 5.1 Categories of Members

The Members of the Club shall consist of:

- (a) 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 financial by the Club and is admitted to membership under these Rules.
- (b) An Ordinary Member shall consist of any person with an interest in football as may from time to time be admitted to membership under these Rules.
- (c) A Parent Member is a person who is not a player member or an ordinary member and who has a child or is the guardian of a person under the age of 18 years who is a Player Member of the Club.
- (d) A Life Member is a person elected under Clause 5.3
- (e) Every Member shall be bound to further, to the best of their ability, the Objects, interests and standing of the Club and shall observe the Constitution, Rules, Regulations, Codes of Conduct and Policies of the Club in force from time to time.
- (f) Such new or other categories of Members as may be established by the Management Committee. Any new category or Member established by the Management Committee cannot be granted voting rights without the approval of the Club in a General Meeting.

## 5.2 Admission of Members

- (a) Subject to this Rule 5.2, all nominations for Ordinary Members must be nominated by a Proposer and a Secunder who are Members of the Club 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 Secunder and be lodge with the Secretary accompanied by the nomination fee, it a fee has been set by the Club.
- (b) In the case of candidates not personally known to the Members who are prepared to sign the nomination, the Executive Committee may, after inquiry, resolve that any such candidates be deemed to by duly nominated.
- (c) As soon as practicable after receiving a nomination for Ordinary Membership, the Secretary shall refer the nomination to the Management Committee which shall determine whether to approve or reject the nomination by means of a vote by ballot.
- (d) Where the Management 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 twenty eight (28) days after issue of the notification by the Secretary, if applicable, the sum payable under these Rules by a Member as subscription.
- (e) Upon gaining membership, an Ordinary Member shall not participate in any of the advantages or privileges of the Club until their nomination fee and subscription fee (if applicable) has been paid.
- (f) Upon submission of a nomination form and nomination fee, a nominee for Ordinary Member shall be deemed to have agreed to be bound by Rules. This also applies should the nominee be elected to Ordinary Member.
- (g) Each Player Member is accepted as a Member by completing a player registration form as required by the Club, Governing Body or NSO at the beginning of every football season and paying the appropriate registration fee, which is set from time to time by the Club.
- (h) To be accepted as a Player Member a person must be approved by the Committee. If the person is listed on an official Team Sheet of the Club they are deemed to be accepted by the Committee.

- (i) A Parent Member must have their name recorded in the Clubs records associated with the Player. Their listing in the Clubs records is deemed to be acceptance by the Committee.
- (j) Any person elected to the General Committee or as an Executive Committee of the Club who is not a Player Member or a Parent Member is automatically elected as an Ordinary Member.
- (k) No restriction shall be imposed on any person by virtue of religion, political beliefs, sex, race or age, but the Executive Committee shall have the right to refuse membership to any person without giving reason therefore.
- (l) However, any such person shall have the right to appeal to the Management Committee. Such appeal shall be lodged in writing with the Secretary within seven (7) days of receiving notice of the Executive Committee decision.
- (m) Entitlement to vote is restricted to financial members 18 years and over.

### 5.3 Life Members

- (a) The Executive Committee may recommend to the Annual General Meeting that any natural person who has rendered distinguished service to the Club or football, where such service is deemed to have assisted the advancement of football in New South Wales, be appointed as a Life Member.
- (b) For Life Membership to be eligible to be considered by the Executive Committee for recommendation to the AGM, the Member must have:
  - i) Ten (10) consecutive years active service within the Club or
  - ii) A player and/or active service for thirty (30) years, or
  - iii) Exceptional active service, at the discretion of the Executive Committee
- (c) A resolution of the Annual General Meeting to confer life membership (subject to Clause 5.3c) on the recommendation of the Executive Committee must be a Special Resolution.
- (d) An appointment must be made by a majority of Seventy Five Percent (75%) of Members at the AGM, who are eligible to vote and shall be elected by secret ballot.
- (e) A person must accept or reject the Club's resolution to confer life membership in writing. Upon written acceptance, the person's details shall be entered upon the Register, and from the time of entry on the Register the person shall be a Life Member.
- (f) Life Members shall enjoy all privileges of a Full Member, including full voting rights, with free entry for them and their partners to all functions organised by the Club, and shall be presented with a Club jacket.

## 6. PATRONS & VICE PATRONS

The Club at its General Meeting may appoint annually on the recommendation of the Management Committee a maximum of three (3) Patrons, subject to the approval of that person or persons.

## 7. AFFILIATION

The Club will affiliate with the Governing Body for football in the Sutherland Shire.

## 8. REGISTER OF MEMBERS

### 8.1 Club to Keep Register

The Club shall keep and maintain a Register in which shall be entered (as a minimum):

- (a) The full name, address, category of membership and date of entry to membership of each Individual Member, Executive Committee Member or Life Member; and
- (b) Where applicable, the date of termination of membership of any Individual Member, Executive Committee Member or Life Member;
- (c) All members are required to advise complete, correct and up to date details within one month of any such change.

## 8.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Individual Member, Life Member or Executive Committee Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

## 8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Executive Committee considers appropriate.

## 9. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (a) This Constitution constitutes a contract between each Member and the Club and that they are bound by this Constitution, the Rules, Regulations, Codes of Conduct and Policies of the Club and the Governing Body and NSO Constitution and regulations.
- (b) They shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Executive Committee or other entity with delegated authority.
- (c) By submitting to this Constitution, Rules, Regulations, Codes of Conduct and Policies they are subject to the jurisdiction of the Club, Governing Body and NSO.
- (d) The Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of football in the Sutherland Shire; and
- (e) They are entitled to all benefits, advantages, privileges and services of Club membership.

## 10. DISCONTINUANCE OF MEMBERSHIP

### 10.1 A Person Ceases to be a Member of the Club in Person

- (a) Dies;
- (b) Resigns that membership; or
- (c) Is expelled or suspended from the Club; or

- (d) Unless the Management Committee otherwise resolves, being a playing member, plays Football for another Club whilst a Member of the Club; or
- (e) Unless the Executive Committee otherwise resolves, being a playing member, has not paid his or her registration fees to the Club on or before the due date for payment of the same, set by the Club in each football season.

#### 10.2 Discontinuance for Breach

- (a) Membership of the Club may be discontinued by the Executive Committee upon breach of any Clause of this Constitution, Rules, Regulations, Codes of Conduct or Policies, including but not limited to the failure to pay any monies owed to the Club, failure to comply with the Regulations or any resolutions or determinations made or passed by the Executive Committee or any authorised committee.
- (b) Membership shall not be discontinued by the Executive Committee under Clause 10.2 without the Executive Committee first giving the accused Member the opportunity to explain the breach and/or remedy the breach (refer Clause 10).
- (c) Where a Member fails, in the Executive Committee's view to adequately explain the breach, that Member's membership shall be discontinued under Clause 10.2 by the Club giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this Clause as soon as practicable.

#### 10.3 Member to Re-Apply

A Member whose membership has been discontinued under Clauses 10.2:

- (a) Must seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) May be re-admitted at the discretion of the Executive Committee.

#### 10.4 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Club and its property and shall not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member shall be returned to the club immediately.

#### 10.5 Position Lapses

Any position held within the Club, shall lapse immediately on cessation of membership of the Club.

#### 10.6 Membership May Be Re-Instated

Membership which has been discontinued under this Clause 10 may be re-instated at the discretion of the Executive Committee, with such conditions as it deems appropriate.

#### 10.7 Refund of Membership Fees

At the discretion of the Executive Committee, membership fees or subscriptions paid by the discontinued Member shall be refunded, excluding any unrecoverable fees, on a pro-rata basis to the Member upon discontinuance.

## 11. DISCIPLINE

- (a) Where the Executive Committee is advised or considers that a Member has allegedly:
  - i) Breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the Association, Governing Body or NSO Constitution or regulations or any resolution or determination of the Executive Committee or any duly authorised Committee; or
  - ii) Acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the Club, Association, Governing Body, NSO and/or football; or
  - iii) Brought the Club, Association, Governing Body, and NSO, any other Member or football into disrepute.

The Executive Committee may commence or cause to be commenced, disciplinary proceedings against that Member, and that Member, will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club set out in the Regulations.

- (b) An allegation must be:
  - i) Made in writing, and;
  - ii) Signed by the person submitting the allegation
- (c) The Executive Committee must appoint a Judiciary Committee to deal with any disciplinary matter referred to it no later than 14 days after receiving the complaint. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations to be subject always to the Act.
- (d) Judiciary committee must:
  - i) Advise the respondent within 14 days with a set time and place to conduct a disciplinary hearing
  - ii) Not be a person who:
    - 1) Is involved in the events leading or related to the investigation
    - 2) Will give evidence in the disciplinary hearing
    - 3) Has cause for conflict of interest being that related to the complainant, respondent or persons giving evidence.
  - iii) Allow the respondent to be supported and assisted by others
  - iv) Keep minutes of the hearing
- (e) The Judiciary Committee can:
  - i) Dismiss the claim and notify both parties by writing with reason
  - ii) Make a decision and notify parties by writing with reason
  - iii) Make a decision in the respondents absence
- (f) The Judiciary Committee must at the conclusion:
  - i) Take no longer than 14 days to conclude and decide an outcome
  - ii) If found guilty, set recommendations and report back to the Executive Committee to ratify.
- (g) The Respondent can:
  - i) Appeal the decision within 14 days by writing to the Secretary
- (h) The Executive Committee must:
  - i) On receiving an appeal appoint an Appeal Committee (which is different membership from the Initial Judiciary Panel)

- ii) The appeal panel must execute all of the previous clause points and determine the decision within 14 days of appeal receipt.

## **12. SUBSCRIPTIONS AND FEES**

The Annual membership subscript (if any) and any fees or other levies payable by Members to the Club, the time for and manner of payment, shall be as determined by the Executive Committee. The Nomination Fee payable by a Member under these Rules shall be Nil or, where some other amount has been determined by the Executive Committee, that other amount.

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 Executive Committee, that amount so determined PROVIDED THAT no Subscription Fee shall be payable by Members who are parents or guardians of any Player Member. Membership fees shall be given sixty (60) days from Registration to pay membership fees before being declared un-financial.

Financial membership shall not be effective until fourteen (14) days after payment of such fees.

## **13. POWERS OF THE EXECUTIVE & MANAGEMENT COMMITTEES**

13.1 The affairs of the Club shall be controlled by the following:

- (a) The Executive Committee
- (b) The General Committee (of which up to twenty (20) may be elected)

13.2 The Executive Committee

- (a) Subject to the Act and this Constitution, the business of the Club shall be managed, and the powers of the Club shall be exercised, by the Executive Committee. In particular, the Executive Committee as the governing body for football within the Club shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the district and shall govern football in the district in accordance with this Constitution and in particular the Objects.
- (b) The Executive Committee shall meet at such times and places as may be determined.

The Executive Committee shall be summoned:

- i) If in opinion of the President or Secretary a meeting of such committee is necessary, or
- ii) By the Secretary at the request of two (2) members of such committee
- iii) All decisions and resolutions made at an Executive Committee meeting shall be presented for endorsement at the next M.C. Meeting
- iv) A quorum at any meeting of the Executive Committee shall consist of four (4) members thereof.

13.3 The Management Committee

- (a) Subject to the Act and this Constitution, the Management Committee shall work with the Executive Committee to manage the business of the Club. In particular, the Management Committee shall operate in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the district and shall govern football in the district in accordance with this Constitution and in particular the Objects.
- (b) The M.C. shall meet at such times and places as may be determined and shall be responsible for the administration and interpretation of matters covering the rules of the Club, and the determination of any matter not considered adequately defined in such rules.
- (c) A quorum at any meeting of the Management Committee shall consist of ten (10) members thereof.

## 14. COMPOSITION OF THE EXECUTIVE COMMITTEE

### 14.1 Composition of the Executive Committee

The Executive Committee shall comprise:

- (a) Six (6) elected Office Bearers, and
- (b) One (1) Office Bearer (the Technical Director) selected by the Executive Committee from suitably qualified applicants who must all be Individual Members and who shall be elected under Clause 15; and
- (c) The Composition of the Executive Committee shall be:
  - i) President
  - ii) Vice President
  - iii) Secretary
  - iv) Treasurer
  - v) Senior Registrar
  - vi) Junior Registrar
  - vii) Technical Director
- (d) Duties of the Executive Committee members
  - i) The President shall be Chairman at all meetings, and shall conduct such meetings in accordance with the current rules of the Club. They shall have unlimited authority on every point of order. They shall have the right to vote on any motion and where the voting is equal; they shall have in addition of their deliberate vote, a casting vote, which they must exercise.
  - ii) The Vice President, in the absence of the President at any meeting shall act as Chairman. They shall have a casting vote, only when acting as Chairman, but at other times they shall have a deliberate vote. In the absence of the President, a Chairman shall be elected from the meeting, and they shall have, in addition to their deliberate vote, a casting vote when as Chairman.
  - iii) The Secretary shall attend to the general business of the Club and carry out all directions given by the M.C. They shall attend to the correspondence, keep the minutes of all meetings they are required to attend, and prepare the Annual Report. They shall undertake any other duties found necessary in the carrying out of the above functions. The Secretary shall act as and carry out the duties of Secretary and Public Officer of the Club and shall administer and manage the Club in accordance with the Act and this Constitution.

- iv) The Treasurer shall receive all monies for the and on behalf of the Club, giving a receipt therefore, bank all monies received into such bank or banks as the Club may from time to time determine, in the name of the Club. They shall have charge of all bankbooks and pay all accounts by Cheque passed by the M.C. They shall submit a prepared financial statement to each M.C. meeting. They shall also prepare an audited annual financial statement and submit it to the M.C. to be incorporated in the Annual Report.
- v) The Senior Registrar shall record all Senior registrations of the Club and comply with the current regulations of the SSFA. Collect all monies in connection with the registration and membership, and without due delay, hand such monies to the Club Treasurer for banking. Compile and maintain a register of players and financial members including recipients of the “service award” and twenty year player award”
- vi) The Junior Registrar shall record all Junior registrations of the Club and comply with the current regulations of the SSFA. Collect all monies in connection with the registration and membership, and without due delay, hand such monies to the Club Treasurer for banking. Compile and maintain a register of players and financial members including recipients of the “service award”
- vii) The Technical Director shall be responsible for Football matters at each Club. This would include:
  - a) In house coach education particularly Grassroots for Small Sided Football.
  - b) Conduit for all Football information, eg. Coach Education, FFA updates, trial information, and Game knowledge.
  - c) Running a Club based Development Squad similar to that run for the elite kids but allowing club kids access to extra development.
  - d) Times and grading involvement.

#### 14.2 Election and Appointment of Executive Committee Members

The elected Executive Committee members shall be elected under Clause 0.

### 15. **ELECTED EXECUTIVE COMMITTEE & GENERAL COMMITTEE MEMBERS**

#### 15.1 Nominations

- (a) Nominations for elected Executive Committee positions shall be called for at least (30) days prior to the Annual General Meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions shall also be provided. Qualifications and job descriptions shall be as determined by the Executive Committee from time to time.
- (b) Nominees for elected Executive Committee positions must declare any position they hold which may conflict with the Executive Committee Member position they are nominating for.

#### 15.2 Form of Nomination

Nominations must be:

- (a) In writing;
- (b) On the prescribed form (if any) provided for that purpose;

- (c) Signed by an authorised representative from two (2) financial individual Members or Life Members
- (d) Certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which she is nominated; and
- (e) Delivered to the Club not less than seven (7) days before the date fixed for the Annual General Meeting.
- (f) No further nominations shall be made at the AGM, except where there are insufficient nominations for the Executive Committee positions. In this case, nominations will be accepted verbally at the AGM.

### 15.3 Elections

- (a) If the number of nominations received for each Executive Committee position is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Executive Committee, then those nominated shall be declared elected only if approved by the majority of Members entitled to vote.
- (b) If there are insufficient nominations received to fill a vacancy on the Executive Committee, or if a person is not approved by the majority of Members under Clause 15.3(a), the positions will be deemed casual vacancies under Clause 15.
- (c) If the number of nominations for each Executive Committee position exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy on the Executive Committee.
- (d) Voting shall be conducted by secret ballot, with majority vote.
- (e) In electing positions the President does not hold a deciding vote on a deadlock, voting will be decided by a second ballot. If a position is not declared the two (2) names will be drawn out of a hat.

### 15.4 Term of Appointment for Elected Executive Committee Members

- (a) Executive Committee Members elected under this Clause 0 shall be elected for a term of one (1) year. Subject to provisions in this Constitution relating to earlier retirement or removal of Executive Committee Members, elected Executive Committee Members shall remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting following.
- (b) All Executive Committee Members positions shall be declared Vacant at each subsequent AGM, with new Executive Committee Members appointed as per this Constitution.

### 15.5 Nominations for General Committee Positions

- (a) Nominations for General Committee positions may be nominated before or at the Annual General Meeting. Nominees will be appointed only if approved by the majority of Members entitled to vote.

## 16. **VACANCIES ON THE EXECUTIVE COMMITTEE**

### 16.1 Casual Vacancies

A single casual vacancy occurring in the position of Executive Committee shall be filled by the remaining Executive Committee from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Executive Committee Member's term under this Constitution. Any further casual vacancy may only be filled at a Special General Meeting, with the approval of the Management Committee.

Approval of the appointment of an Executive Committee member to fill a casual vacancy will be by simple majority.

#### 16.2 Grounds for Termination of Executive Committee Member

In addition to the circumstances in which the office of an Executive Committee member becomes vacant by the virtue of the Act, the office of an Executive Committee Member becomes vacant if the Executive Committee member:

- (a) Dies;
- (b) Becomes bankrupt or makes any arrangement or composition with her creditors generally;
- (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) Resigns her office in writing to the Club;
- (e) Is absent without the consent of the Executive Committee from meetings of the Executive Committee held during a period of three (3) months;
- (f) Holds any office of paid employment with the Club;
- (g) Is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of their interest;
- (h) In the opinion of the Executive Committee (but subject always to this Constitution);
  - i) Has acted in a manner unbecoming or prejudicial to the Objects and Interests of the Club; or
  - ii) Has brought the Club into disrepute;
  - iii) Is removed by Specialist Resolution at a General Meeting; or
  - iv) Would otherwise be prohibited from being an Executive Committee Member of a corporation under the Corporations Act 2001 (Cth).

### 17. **MEETINGS OF THE EXECUTIVE COMMITTEE**

#### 17.1 Executive Committee to Meet

The Executive Committee shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit. An Executive Committee Member may at any time convene a meeting of the Executive Committee within a reasonable time.

#### 17.2 Decisions of Executive Committee

Subject to this Constitution, questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and a determination of a majority of Executive Committee members shall for all purposes be deemed a determination of the Executive Committee. All Executive Committee

members shall have one (1) vote on any question. Where voting is equal, the President may exercise a casting vote. If the President does not exercise a casting vote, the motion will be lost.

### 17.3 Resolutions not in Meeting

- (a) A resolution in writing signed or assented which includes written letter, fax or email or other form of visible or other electronic communication by all the Executive Committee members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Executive Committee members duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Executive Committee members.
- (b) Without limiting the power of the Executive Committee to regulate its meetings as it thinks fit, a meeting of the Executive Committee may be held where one (1) or more of the Executive Committee members is not physically present at the meeting, provided that:
  - i) All persons participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communications;
  - ii) notice of the meeting is given to all the Executive Committee members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Executive Committee or this Constitution and such notice specifies that Executive Committee members are not required to be present in person;
    - a) If a failure in communications prevents Clause 18.3 from being satisfied by that number of Executive Committee members which constitutes a quorum, and none of such Executive Committee members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held then the meeting shall be suspended until Clause 18.3 is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and
    - b) Any meeting held where one (1) or more of the Executive Committee members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided an Executive Committee members is there present and if no Executive Committee member is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

### 17.4 Quorum

At meetings of the Executive Committee the number of Executive Committee members whose presence is required to constitute a quorum is four (4).

### 17.5 Notice of Executive Committee Meetings

Unless all Executive Committee members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than seven (7) days written notice of the meeting of the Executive Committee shall be given to each Executive Committee Member. The agenda shall be forwarded to each Executive Committee member not less than four (4) days prior to such meeting.

## 17.6 Chairperson

The Executive Committee shall appoint a chairperson from amongst its number, or a suitably qualified person for the circumstances. The chairperson shall be the nominal head of the Club and will act as chair of any Executive Committee meeting or General Meeting at which he is present. If the chairperson is not present, or is unwilling or unable to preside at an Executive Committee meeting the remaining Executive Committee members shall appoint another Executive Committee member to preside as Chair for that meeting only.

## 17.7 Executive Committee Interests

An Executive Committee member is disqualified by holding any place of profit or position of paid employment in the Club or in any company or incorporated Club in which the Club is a shareholder or otherwise interested or from contracting with the Club either as vendor, purchaser or otherwise except with express resolution or approval of the Management Committee. Any such contract or any contract or arrangement entered into by or on behalf of the Club in which any Executive Committee Member is in any way interested will be void unless approved by the Management Committee.

## 17.8 Conflict of Interest

A Committee Member (Executive or General) shall declare his interest in any:

- (a) Contractual matter;
- (b) Selection matter;
- (c) Disciplinary matter; or
- (d) Financial matter

In which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Executive Committee, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Committee member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Committee member to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Executive Committee, or if this is not possible, the matter shall be adjourned or deferred.

## 17.9 Disclosure of Interests

- (a) The nature of the interest of such Committee member must be declared by the Committee Member at the meeting of the Committee (Executive or General) at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Committee after the acquisition of the interest. If a Committee member becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Committee held after the Committee member becomes so interested.
- (b) All disclosed interests must also be disclosed to each Annual General Meeting in accordance with the Act.

## 17.10 General Disclosure

A general notice that an Executive Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Clause 17.8 as regards such Executive Committee Member and the said transactions. After such general notice it is not necessary for such Executive Committee Member to give a special notice relating to any particular transaction with that firm or company.

#### 17.11 Recording Disclosures

Any declaration made, any disclosure or any general notice given by an Executive Committee Member in accordance with Clauses 17, 17.9 and/or 17.10 must be recorded in the minutes of the relevant meeting.

### 18. DELEGATIONS

#### 18.1 Executive Committee May Delegate Functions

The Executive Committee may by instrument in writing create or establish or appoint special committees, individual officers and consultants to carry out such duties and functions, and with such powers, as the Executive Committee determines from time to time. In exercising its power under this Clause the Executive Committee must take into account broad stakeholder involvement.

#### 18.2 Delegation by Instrument

The Executive Committee may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) This power or delegation; and
- (b) A function imposed on the Executive Committee or Secretary by the Act or any other law, or this Constitution or by resolution of the Club in General Meeting.

#### 18.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under this clause, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

#### 18.4 Procedure of Delegated Entity

The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Executive Committee under Clause 17 above. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Executive Committee with details of all material decisions and shall provide any other reports, minutes and information as the Executive Committee may require from time to time.

#### 18.5 Delegation May be Conditional

A delegation under this Clause may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

#### 18.6 Revocation of Delegation

The Executive Committee may be instrument in writing, at any time revoke wholly or in part any delegation made under this Clause, and may amend or repeal any decision made by such body or person under this Clause.

### 19. **SEAL**

- (a) The Club may have a Seal upon which its corporate name shall appear in legible characters.
- (b) The Seal shall not be used without the express authorisation of the Executive Committee and every use of the Seal shall be recorded in the minute books of the Clubs. The affixing of the Seal must be witnessed by two (2) Executive Committee Members, unless the Executive Committee determines otherwise.

### 20. **ANNUAL GENERAL MEETING**

- (a) An Annual General Meeting of the Club shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Executive Committee, but not later than the last Sunday in the month of November in each and every year.
- (b) Notice of the AGM shall be given at least thirty (30) days before the due date.
- (c) A quorum of the AGM shall be fifteen (15) financial members
- (d) The business to be transacted at the Annual General Meeting shall be:
  - i) Apologies for absence;
  - ii) Minutes of previous AGM;
  - iii) Business arising out of minutes
  - iv) Correspondence
  - v) Presentation of Annual Reports and Audited Financial Statements
  - vi) Adoption of Annual Reports and Financial Statements
  - vii) Other reports
  - viii) Motions of which notice has been given at least seven (7) days before the AGM
  - ix) Declaration of all positions vacant
  - x) Appointment of Returning Officer and Scrutineer
  - xi) Election of Executive Committee member
  - xii) Acceptance of General Committee members
  - xiii) General business
- (e) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

### 21. **SPECIAL GENERAL MEETINGS**

#### 21.1 Special General Meetings May Be Held

The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Club and, where, but for this Clause more than fifteen (15) months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

#### 21.2 Requisition of Special General Meetings

- (a) The Executive Committee shall on the requisition in writing of not less than a majority of the Management Committee or ten percent (10%) of voting Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Members making the requisition and be sent to the Club and may consist of several documents in a like form, each signed by one or more of the Members taking the requisitions.
- (c) If the Executive Committee does not cause a Special General Meeting to be held within one (1) month after the date on which the requisition is sent to the Club, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.
- (d) A Special General Meeting convened by Members under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Executive Committee.

#### 22. **GENERAL MEETING**

- (a) General Meetings of the Club shall be held monthly except for December, at a place and time to be determined.
- (b) Notice of a schedule of General Meeting dates shall be advertised throughout the season, including the place and day and hour of meeting.
- (c) At least four (4) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:
  - i) The agenda for the meeting;
  - ii) Any notice of motion received from Members entitled to vote; and
- (d) Notice of every General Meeting shall be given in the manner authorised in Clause 22.
- (e) The business to be transacted at the General Meeting shall be:
  - i) Apologies for absence
  - ii) Reading and confirmation of previous minutes
  - iii) Correspondence in and out
  - iv) Reports
  - v) Special business
  - vi) General business
- (f) A quorum at any General Meeting of the Club shall be ten (10) members

#### 23. **BUSINESS**

- (a) the business to be transacted at the Annual General Meeting and General Meetings are detailed in Clause 20 (d) and 22 (e)

- (b) All business that is transacted at a General Meeting and all business that is transacted at an Annual General Meeting, with the exception of those matters set down in Clause 23 (a) shall be special business.
- (c) No business other than that stated on the notice for an Annual General Meeting or General Meeting shall be transacted at that meeting.

## 24. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting. All notices of motion must be submitted in writing to the Secretary not less than seven (7) days (excluding receiving date and meeting date) prior to the General Meeting.

## 25. PROCEEDINGS AT GENERAL MEETINGS

### 25.1 Chairperson to Preside

The Chairperson of the Executive Committee shall, subject to this Constitution, preside as chair at every General Meeting except:

- (a) In relation to any election for which the chairperson is a nominee; or
- (b) Where a conflict of interest exists

If the chairperson is not present, or is unwilling or unable to preside another Executive Committee member will preside as chairperson for that meeting only.

### 25.2 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the meeting, a quorum is not present the meeting shall be adjourned until the same day in the next week at the same time and place or to such other day and at such other time and place as the Chairperson may determine and it at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, if the meeting will lapse.
- (b) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjournment meeting shall be given as in the case of an original meeting.
- (d) Except as provided in Clause 25 if shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### 25.3 Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands or secret ballot, as deemed appropriate by the Chairperson (before or on the declaration of the result of the show of hands) demanded by:

- (a) The chairperson, or
- (b) A simple majority of members unless otherwise stated

#### 25.4 Recording of Determinations

Unless a secret ballot is demanded under Clause 25.3, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

#### 25.5 Where a Secret Ballot Demanded

If a secret ballot is duly demanded under Clause 25.3 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the secret ballot shall be the resolution of the meeting at which the secret ballot was demanded.

### 26. **VOTING AT GENERAL MEETINGS**

#### 26.1 Members Entitled to Vote

Each Financial Member of the Club shall be entitled to one (1) vote at General Meetings which, subject to this Clause shall be exercised by the Member. No other Member shall be entitled to vote but shall subject to this Constitution have, and be entitled to exercise, those rights set out in Clause 5.1. Life Members shall have the right to vote at Annual General Meetings, Special Meeting and General Meetings.

#### 26.2 Chairperson May Exercise Casting Votes

Where voting at General Meetings is equal the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

### 27. **STRATEGIC FORUM OF CLUB**

#### 27.1 Strategic Forums

The Club shall hold a strategic forum at least once per year. This may replace one of the General Meetings. The object of the strategic forum is to:

- (a) Inform the Executive & Management Committees of significant membership issues;

- (b) Assist the Executive & Management Committees to design or review the Club's strategic plan and direction;
- (c) Discuss issues that impact the overall membership;
- (d) Provide feedback to the Executive & Management Committees on the results of its governance decisions in practice at Member level.

#### 27.2 Attendees at Strategic Forums

The following persons may attend strategic forum of the Club:

- (a) Representatives from the various classes of Membership and Participants of the Club;
  - i) Parents of players in small sided football teams (Under 6 to 11)
  - ii) Parents of players in junior teams (Under 12 to 18)
  - iii) Members of senior teams (Under 21 & Over)
  - iv) Coaches
  - v) Life Members
- (b) The committee members; and
- (c) Such other persons the Executive Committee considers should be invited.

### 28. **GRIEVANCE PROCEDURE**

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and;
  - i) Another Member; or
  - ii) The Club
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- (c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute to for resolution to an independent tribunal established by the Executive Committee in accordance with the procedures determined by the Executive Committee from time to time.
- (d) The Executive Committee may prescribe additional grievance procedures in Regulations consistent with this Rule.

### 29. **RECORDS AND ACCOUNTS**

The Financial Year of the Club shall end on the thirty (30<sup>th</sup>) June each and every year.

#### 29.1 Records

The Club shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Club and the Executive Committee and shall produce these as appropriate at each Executive Committee or General Meeting.

#### 29.2 Records Kept in Accordance with Act

Property accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer and or Secretary.

#### 29.3 Club to Retain Records

The Club shall retain such records for seven \*7) years after the completion of the transactions or operations to which they relate.

#### 29.4 Executive Committee to Submit Accounts

The Executive Committee shall submit to the Members at the Annual General Meeting the statements of account of the Club in accordance with this Constitution and the Act.

#### 29.5 Accounts Conclusive

The statements of account when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within three months (3) after such approval or adoption.

#### 29.6 Accounts to be Made Available to Members

The Secretary shall cause to be made available to all persons entitled to receive notice of Annual General Meetings in accordance with this Constitution, a copy of the statements of account, the Executive Committee's report, the auditor's report and every other document required under the Act (if any).

#### 29.7 Negotiable Instruments

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, shall be signed, drawn accepted, endorsed or otherwise executive, as the case may be, by any two (2) duly authorised Executive Committee members or in such other manner as the Executive Committee determines.

### 30. **AUDITOR**

- (a) A properly qualified auditor or auditors shall be appointed by the Club in General Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act and general accepted principles, and/or any applicable code of conduct. The auditor may be removed by the Club in General Meeting.
- (b) The accounts of the Club shall be examined and the correctness of the profit and lose accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.
- (c) The auditor shall not be a member of the Executive Committee or Management Committee.

### 31. **SOLICITOR**

- (a) Honorary Solicitors may be appointed at the discretion of the Management Committee.
- (b) The Solicitor shall not be a Member of the Executive Committee or Management Committee.

### **32. INCOME**

32.1 Income and property of the Club shall be derived from such sources as the Executive Committee determines.

32.2 The income and property of the Club shall be applied solely towards the promotion of the Objects.

32.3 Except as prescribed in this Constitution or the Act:

- (a) No portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member; and
- (b) No remuneration or other benefit in money or monies worth shall be paid or given by the Club to any Member who holds any office of the Club.

32.4 Nothing in Clause 32.2 shall prevent payment in good faith of or to any Member for:

- (a) Any services actually rendered to the Club whether as an employee, Executive Committee Member or otherwise;
- (b) Goods supplied to the Club in the ordinary and usual course of operation;
- (c) Interest on money borrowed from any Member;
- (d) Rent for premises demised or let by any Member to the Club;
- (e) Any out-of-pocket expenses incurred by the Member on behalf of the Club;

Provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **33. WINDING UP**

- (a) Subject to this Constitution the Club may be wound up in accordance with the Act.
- (b) The liability of the Members of the Club is limited.
- (c) Every Member undertakes to contribute to the assets of the Club if its wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which it ceases to be a Member and the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

### **34. DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to another Organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among it s or their organisation (s) to be determined by the

Members in General Meeting at or before the time of dissolution, and in default thereof by such Judge of the Supreme Court of New South Wales or other Court as may have or acquire jurisdiction in the matter.

### **35. ALTERATION OF CONSITUTION**

Alterations or amendments to this Constitution may be made at any AGM. Any such alteration or amendment shall be made in writing in form of a motion on notice, and should be in the hands of the Secretary at least seven (7) days prior to the AGM. This Constitution shall only be altered or amended by a majority of seventy-five percent (75%) of the financial members present.

### **36. REGULATIONS**

#### **36.1 Executive Committee to Formulate Rules, Regulations, Codes of Conduct & Policies**

The Executive Committee may formulate issue, adopt, interpret and amend such Regulations for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club and Football in New South Wales as it thinks necessary or desirable. Such Regulations must be consistent with the Constitution, the Governing Body and NSO Constitution, any regulations made by the Governing Body, NSW and any policy directives of the Executive Committee.

Any new Regulations or changes to existing Regulations shall be presented at the next General Committee Meeting for ratification. Only after ratification by the Management Committee shall the Regulations come into force.

#### **36.2 Rules, Regulations, Codes of Conduct & Policies Binding**

All Rules, Regulations, Codes of Conduct & Policies are binding on the Club and all Members.

#### **36.3 Rules, Regulations, Codes of Conduct & Policies Deemed Applicable**

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution insofar as such clauses, rules, by-laws and regulations are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be Regulations and shall continue to apply.

#### **36.4 Bulletins Binding on Members**

Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by Means of Bulletins approved by the Executive Committee and prepared and issued by the Secretary, Regions and Clubs shall take reasonable steps to distribute information in the Bulletins to Individual Members. The matters in the Bulletins are binding on all Members.

### **37. STATUS AND COMPLIANCE OF CLUB**

#### **37.1 Recognition of Club**

The Club is a member of the Governing Body and is recognised by the Governing Body as the controlling authority for football in the Club and subject to compliance with this Constitution and the Governing Body Constitution shall continue to be so recognised and shall administer football in the Club in accordance with the Objects.

### 37.2 Compliance of Club

The members acknowledge and agree the Club shall:

- (a) Be or remain incorporated in New South Wales;
- (b) Apply its property and capacity solely in pursuit of the Objects and football;
- (c) Do all that is reasonably necessary to enable the Objects to be achieved;
- (d) Act in good faith and loyalty to ensure the maintenance and enhancement of football, its standards, quality and reputation for the benefit of the Members and football;
- (e) At all times act in the interests of the Members and football;
- (f) Not resign, disaffiliate or otherwise seek to withdraw from Governing Body without approval by Special Resolution, and;
- (g) Abide by the Governing Body Constitution and the rules of football.

### 37.3 Operation of Constitution

The Club and the Members acknowledge and agree:

- (a) That they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and football are to be conducted, promoted, encouraged, advanced and administered throughout the Club, and;
- (b) To ensure the maintenance and enhancement of football, its standards, quality and reputation for the benefit of the Members and football;
- (c) Not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of football and its maintenance and enhancement;
- (d) To promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
- (e) To act in the interests of football and the Members;
- (f) That should a Member have administrative, operational or financial difficulties the Club may act to assist the Member in whatever manner the Club considers appropriate.

## 38. CLUB'S CONSTITUTION

### 38.1 Constitution of the Club

This Constitution will clearly reflect the objects of the Club and will conform to the Governing Body Constitution, subject always to the Act.

### 38.2 Operation of Governing Body Constitution

- (a) The Club will take all reasonable steps to ensure this Constitution conforms to the Governing Body Constitution subject always to the Act.
- (b) The Club shall provide to Governing Body a copy of this Constitution and all amendments to this document. The Club acknowledges and agrees that the Governing Body has power to veto any provision in its Constitution which, in Governing Body's opinion, is contrary to the objects of Governing Body.

### 38.3 Register

The Club shall maintain, in a form acceptable to the Governing Body but otherwise in accordance with the Act, a Register of all individual members.

## 39. NOTICE

- (a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or fax transmission or where available, by e-mail, to the Member's registered address, fax number or e-mail address, or in the case of a Delegate, to the last notified address, fax number or email address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three (3) days after posting.
- (c) Where a notice is sent by fax transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the fax was sent to/or received at the fax number to which it was sent.
- (d) Where a notice is sent by e-mail, service of the notice shall be deemed to be effected the next business day after it was sent.

## 40. INDEMNITY

- (a) Every Executive Committee Member, Management Committee Member, Sub Committee Member and employee of the Club shall be indemnified out of the property and assets of the Club against any liability, incurred by them in their capacity as Executive Committee Member or employee in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The Club shall indemnify its Executive Committee Members, Management Committee Members, Sub Committee Member and employees against all damages and losses (including legal costs) for which any such Executive Committee Member or employee may be or become liable to any third party in consequence of any act or omission except wilful misconducts:
  - i) in the case of an Executive Committee Member, performed or made whilst acting on behalf of and with the authority, express or implied of the Club; and
  - ii) In the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

**41. CONSTITUTION TO TAKE EFFECT**

- (a) This Constitution shall take effect immediately upon acceptance at an AGM
- (b) This Constitution renders null and void any Constitution prior to 18<sup>th</sup> October 2010.