

# **Wahroonga FC Inc. Constitution**

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**DEFINITIONS**

- (1) In these rules:
- Director-General* means the Director-General of the Department of Fair Trading.
- ordinary member* means a member of the committee who is not an office-bearer of the association, as referred to in rule 8(b).
- secretary* means:
- (a) the person holding office under these rules as secretary of the association, or
  - (b) if no such person holds that office – the public officer of the association.
- Special general meeting* means a general meeting of the association other than an annual general meeting.
- the Act* means the *Associations Incorporation Act 1984*.
- the regulation* means the *Associations Incorporation Regulation 1999*.
- (2) In these rules:
- (a) a reference to a function includes a reference to a power, authority and duty, and
  - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (3) 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 the Act.
- (4) For the purpose of these rules, **a notice may be served** on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

## CONSTITUTION

### WAHROONGA FC INCORPORATED

#### 1. NAME

The name of the Association shall be the **WAHROONGA SOCCER CLUB INCORPORATED (REFERRED TO IN THESE RULES AS “THE ASSOCIATION”)**, (FORMERLY WAHROONGA SOCCER CLUB, EST 1957)

#### 2. OBJECTS

The objects of the Association, subject to the Associations Incorporation Act 1984, shall be:-

- a) To organise, control and foster the game of *Association* Football in the Junior and Senior grades.
- b) To hire, rent, lease, purchase or otherwise acquire, maintain and develop grounds and facilities.
- c) To buy, lease, rent or sell and generally deal in services, sporting equipment and/or materials, foodstuffs and beverages.
- d) To join, affiliate with, amalgamate or enter into partnerships or ventures with sporting bodies or organisations to promote any type of sport or past-time.
- e) To carry on all such activities as may be deemed necessary and desirable by the Management Committee (Committee) to achieve the objects of the Association.

#### 3. MEMBERSHIP

- a) Subject to these rules the members of the Association shall be -
  - (i) Persons awarded life membership;
  - (ii) Currently registered and financial players;
  - (iii) Parent(s) / guardian(s) of each currently registered and financial player under eighteen years of age;
  - (iv) Other people and organisations as the Committee may admit to membership. Membership under this sub clause must be renewed annually by the Management Committee.
- b) Membership is open to all individuals and organisations who accept the Objects and Rules of the Association. An unincorporated organisation is not capable of being a member of the Association, but it may nominate individuals to be members to represent it.

- c) Individuals and organisations wishing to become members of the Association shall apply to the Committee for membership.
- d) No more than two non-playing persons from a family can be members unless approved by the Committee.
- e) The Committee shall determine whether or not to accept an application for membership. The Committee is not required to supply reasons for accepting or rejecting an application for membership.
- f) Members shall pay such fees as are determined by the Committee
- g) A register of members shall be kept by the Association showing the name, address and date of commencement for each member. Provision for noting the date of cessation of membership shall also be contained in the register.
- h) Membership fees shall fall due on the first day of February each calendar year.
- i) Membership shall cease upon resignation, death, expulsion or failure to pay outstanding membership fees within three months of the due date.
- j) The financial year of the Association shall run from 01 October to 30 September or other such period as may be determined by the Committee.
- k) The Committee may award life membership to members in recognition of their work with the Association. The nominee should have at least ten years membership of the Association and/or have rendered outstanding service to the Association.

#### **4. REGISTER OF MEMBERS**

- a) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.

#### **5. MEMBERS' LIABILITY**

The members of the Association shall have no liability to contribute towards the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association except to the amount of any unpaid membership fees.

#### **6. DISCIPLINING OF MEMBERS OR PLAYERS**

- a) Where the Committee is of the opinion that a member or player of the Association:

- (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, or
  - (iii) has persistently and wilfully breached the Association's Codes of Conduct, as published from time to time, or
  - (iv) has committed an act that can be reasonably regarded as being of a serious nature and is prejudicial to the interests of the Association, the Committee may act as it sees fit.
- b) Anyone who wishes to appeal against a decision refusing them membership, expelling them from membership or otherwise disciplining them, may do so at the next General Meeting of the Association.
- c) Any person may make a complaint to the Committee that a member or player with the Association:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these rules, or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association, or
  - (iii) has committed an act that can be reasonably regarded as being of a serious nature and is prejudicial to the interests of the Association.
- d) On receiving such a complaint, the Committee:
  - (i) must cause notice of the complaint to be served on the member or player concerned; and
  - (ii) must give the member or player at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - (iii) must take into consideration any submissions made by the member or player in connection with the complaint.
- e) The Committee may, by resolution, expel the member or player from the Association or suspend the member or player from membership or playing with the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- f) If the Committee expels or suspends a member or player, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member or player of the action taken, of the reasons given by the Committee for having taken that action and of the member's or player's right of appeal under rule 7.

- g) The expulsion or suspension does not take effect:
- (i) until the expiration of the period within which the member or player is entitled to appeal against the resolution concerned, or
  - (ii) if within that period the member or player exercises the right of appeal, unless and until the Association confirms the resolution under rule 7(e),
- whichever is the later.

## **7. RIGHT OF APPEAL OF DISCIPLINED MEMBER OR PLAYER**

- a) A member or player may appeal to the Association in general meeting against a resolution of the Committee under rule 6, within 7 days after notice of the resolution is served on the member or player, by lodging with the Secretary a notice to that effect.
- b) The notice may, but need not, be accompanied by a statement of the grounds on which the member or player intends to rely for the purposes of the appeal.
- c) On receipt of a notice from a member or player under clause a), the Secretary must notify the Committee, which is to convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- d) At a general meeting of the Association convened under clause c):
  - (i) no business other than the question of the appeal is to be transacted, and
  - (ii) the Committee and the member or player must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (iii) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

## **8. MANAGEMENT BY COMMITTEE (Management Committee)**

- a) Subject to any resolution passed by the Association in a general meeting, the Committee:
  - (i) Shall control and manage the affairs of the Association;
  - (ii) 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 the Association;

- (iii) Has the 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.
  - (iv) May develop by-laws consistent with the Constitution subject to Clause 17(g)
- b)
  - (i) The Office Bearers of the Association, who are referred to as “the Executive” shall be a President, Vice President, General Manager, Secretary and Treasurer. A member shall hold only one of the above named office bearer positions at any one time (a member may hold one of the above named office bearer positions and also hold a committee position).
  - (ii) The Executive may meet as required to discuss matters of relevance to the Association. Any matters arising from such meetings which would commit the Association to a specific course of action must be referred to the Management Committee for a decision.
  - (iii) The Executive may invite other Committee members to attend Executive Meetings as required.
  - (iv) The Executive may conduct the authorised business of the club between committee meetings as required (this will generally be limited to administrative matters that cannot be held over to the next committee meeting and/or matters that are not being addressed in a timely manner by the relevant committee members or volunteers).
  - (v) There shall be up to twelve other members of the Committee including a Manager Operations, Manager Marketing, Manager Facilities, Director of Coaching, Co-ordinators for Sub Junior (Under 6 to Under 9), Junior (Under 10 to Under 14), Youth (Under 15 to Under 21), Women, All Age and Over 35. A member shall hold only two of the above named coordinator positions at any one time (a member may hold only one of the above named coordinator positions and also an office bearer position).
- c) The Office Bearers and the other members of the Committee shall be elected at each Annual General Meeting. Nominations for the Office Bearers and other Members of the Committee may be made and accepted from the floor at the Annual General Meeting. Any casual vacancy occurring in the Committee may be filled by a member appointed by the Committee.
- d) Each member of the Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- e) Retiring Committee Members are eligible for re-election.
- f) The Committee shall meet as often as is necessary to conduct the business of the Association, but not less than six times in each period of twelve months.

- g) Oral or written notice of a meeting of the Committee shall be given by the Secretary to each Committee Member 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.
- h) A quorum of the Committee is required for the transaction of the business of a meeting of the Committee. A quorum shall comprise:
  - (i) At least three members of the 5-position Executive, including either of the President or Vice President; plus
  - (ii) At least half of the remaining Committee Members who have been elected or appointed to fill roles on the Committee. For the avoidance of doubt, if a Committee role is vacant, it shall not be counted towards the forming of a quorum until filled.
- i) Notice of the next Committee Meeting shall be given at the previous Committee Meeting or by other such means as the Committee may decide upon.
- j) A Committee Member shall be deemed to have vacated their position if he or she:
  - (i) dies, or
  - (ii) ceases to be a member of the Association, or
  - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (iv) resigns office by notice in writing given to the secretary, or
  - (v) is removed from office, or
  - (vi) becomes a mentally incapacitated person, or
  - (vii) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.
- k) The Committee may function validly provided its number is not reduced below the quorum. Should Committee numbers fall below the quorum the remaining Committee members may act only to appoint new Committee members.
- l) Questions arising at any meeting of the Committee shall be decided by a two-thirds majority of the Committee members present.
- m) If within half an hour of the time appointed for a Committee meeting a quorum is not present the meeting shall be dissolved.
- n) Additional meetings of the Committee may be convened by the President or any two members of the Committee.



## 9. GENERAL MEETINGS

- a) An Annual General Meeting of the Association shall be held each year within six months from the end of the financial year of the Association (except the first Annual General Meeting which shall be held within two months from the end of the first financial year and within eighteen months of incorporation).
- b) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association. A Special General Meeting must be convened within three months of receiving a written request to do so from at least 10% of the membership of the Association.
- c) A Special General Meeting shall be convened within 21 days of an appeal being received under Clause 7.
- d) At least 14 days notice of all Special General Meetings shall be given to Members. In the case of Special General Meetings where a special resolution is proposed, notice of the resolution must be given to members at least 21 days before the meeting.
- e) In the case of the Annual General Meeting the following business shall be transacted –
  - (i) confirmation of the minutes of the last Annual General Meeting and any other recent special General Meeting, since the last Annual General Meeting;
  - (ii) Receipt of the Committee's report upon the activities of the Association since the last Annual General Meeting;
  - (iii) Election of Office Bearers and other members of the Committee;
  - (iv) Receipt and consideration of a statement from the Committee which is not misleading and gives a true and fair view for the last financial year of the Association's –
    - income and expenditure
    - assets and liabilities
    - mortgages, charges and other securities
    - trust properties.
- f) The quorum for all General Meetings shall be ten members present in person. If within half an hour of the time appointed for a General Meeting a quorum is not present the meeting shall be dissolved.
- g) Voting at General Meetings shall be by show of hands unless a secret ballot is demanded. Decisions shall be made a two-thirds vote except for those matters

which must be decided by a special resolution where a three quarter majority is required.

- h) All votes shall be given personally and there shall be no voting by proxy.
- i) Members under the age of 18 are entitled to 1 (one) vote, which may be exercised on their behalf by one of the parent/guardian members appointed under sub clause 3a) iii) and present at the meeting. All members of the Association over the age of eighteen years present at a General Meeting of the Association are entitled to one vote each.”
- j) Nominations of candidates for election as Office Bearers or other Committee Members may be made at the Annual General Meeting or in other such ways as may be determined by the Association at a General Meeting
- k) Written notice of all General Meetings shall be given to members by postal delivery to the member’s last known address, by email or by publication in the Association’s Newsletter or Website.

## **10. SPECIAL RESOLUTIONS**

- a) A special resolution must be passed by a General Meeting of the Association. Special Resolutions are usually related to matters such as:
  - (i) removal of a member or player
  - (ii) a change of the Association’s name;
  - (iii) a change of the rules set out in the Association’s Constitution;
  - (iv) a change of the Association’s objects;
  - (v) an amalgamation with another Incorporated Association;
  - (vi) to voluntarily wind up the Association and distribute its property;
  - (vii) to apply for registration as a Company or Co-operative.
- b) A special resolution shall be passed in the following manner –
  - (i) a notice must be sent to all members advising that a General Meeting is to be held to consider a special resolution;
  - (ii) the notice must give details of the proposed special resolution and give at least 21 days notice of the Meeting;
  - (iii) a quorum must be present at the Meeting;
  - (iv) at least three quarters of those present must vote in favour of the resolution.

- (v) In situations where it is not possible or practicable for a resolution to be passed as described above, a request may be made to the Department of Fair Trading for permission to pass the resolution in another way.

## **11. OFFICE BEARERS**

- a) The President, or in the President's absence, the Vice President, shall act as Chairperson at each General Meeting of the Association.
- b) If the President and Vice President are absent from a meeting or unwilling to act, the members present at the meeting shall elect one of their number to act as Chairperson.
- c) The Secretary shall ensure that the records of the business of the Association, including the rules, register of members, minutes of all General and Committee Meetings are kept. The records shall be available for inspection by any member and shall be held in the custody of the Secretary.
- d) The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for any member of the Association and shall be held in the custody of the Treasurer.

## **12. FUNDS MANAGEMENT**

- a) Subject to any resolution passed by the Association in a General Meeting, the funds of the Association shall be used in pursuance of the Objects of the Association in such manner as the Committee determines.
- b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Office Bearers or employees of the Association, being members authorised to do so by the Committee.

## **13. AUDITOR**

The Association shall appoint an auditor or auditors.

- a) The auditor or auditors shall be appointed at the Annual General Meeting. They shall examine all accounts, vouchers, receipts, books, etc and furnish a report thereon to the members at the Annual General Meeting. Audits shall be conducted at regular intervals of not more than twelve months.
- b) An auditor shall not be a member, or closely related to a member, of the Committee.
- c) Subject to paragraph d) hereof, notice of the intention to appoint auditors to replace the current auditors shall be given to the Secretary at least 21 days before the Annual General Meeting. The Secretary shall send a copy of the nomination to the current auditors at least 7 days before the Annual General Meeting and if they wish, be heard at such Annual General Meeting.

- d) Where the current auditor submits his resignation or notifies the Secretary of his intention not to seek re-election as auditor, paragraph c) shall not apply.

#### **14. PUBLIC OFFICER**

- a) The Committee shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the application for incorporation of the Association.
- c) The Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is over 18 years of age and a resident of NSW.
- d) The Public Officer shall be deemed to have vacated their position if he or she:
- (i) dies, or
  - (ii) ceases to be a member of the Association, or
  - (iii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (iv) resigns office by notice in writing given to the secretary, or
  - (v) is removed from office, or
  - (vi) becomes a mentally incapacitated person, or
  - (vii) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months
- e) When a vacancy occurs in the position of Public Officer the Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances –
- (i) appointment (within 14 days)
  - (ii) a change of residential address (within 14 days)
  - (iii) a change of the Association's objects or rules (within 1 month)
  - (iv) a change in the Membership of the Committee (within 14 days)
  - (v) of the Association's financial affairs (within 1 month of the Annual General Meeting)
  - (vi) a change in the Association's name (within 1 month).

- g) The Public Officer may be an office bearer, Committee member, or any other person regarded as suitable by the Committee.

## **15. DELEGATION BY COMMITTEE TO SUB-COMMITTEE**

- a) 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:
- (i) this power of delegation, and
  - (ii) a function which is a duty imposed on the Committee by the Act or by any other law.
- b) 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.
- c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- d) Despite any delegation under this rule, the Committee may continue to exercise any function delegated.
- e) 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.
- f) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- g) A sub-Committee may meet and adjourn, as it thinks proper.

## **16. VOTING AND DECISIONS**

- a) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a two-thirds majority of the votes of members of the Committee or sub-Committee present at the meeting.
- b) Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote.
- c) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

## 17. MISCELLANEOUS

- a) The Association shall effect and maintain insurance as is required under the Associations Incorporation Act 1984 together with any other insurance which may be required by law or regarded as necessary by the Association.
- b) The funds of the Association shall be derived from the fees of members, sponsorship, donations, grants and other such sources approved by the Association.
- c) The Association may at any time pass a special resolution determining how any surplus property is to be distributed in the event of the Association being wound up. The distribution of surplus property shall be in accordance with section 53 of the Associations Incorporation Act 1984.
- d) Service of documents on the Association is effected by serving them on the Public Officer or by serving them personally on any two members of the Committee.
- e) Notices sent by post shall be deemed to have been received 2 days after posting.
- f) The income and property of the Association shall only be used for the promotion of the Objects of the Association and shall not be paid or transferred to members by way of dividend, bonus or profit.
- g) A by-law proposed under Clause 8 (a) (iv) shall not commence:
  - (i) Until 21 days after it has been published in the Association's newsletter or website along with an explanation of why the Committee proposes making the by-law and advising how objections to the proposed by-law may be made: or
  - (ii) until approved by a special General Meeting of the Association if 10% or more of the membership object to the making of the by-law.
- h) Association records and service of notices may be by facsimile transmission or some other form of electronic transmission or storage.