



**Loftus Yarrawarra Rovers Football Club
Inc.**

Constitution

Date of Incorporation:	13 February 1989
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Part 1 Preliminary

1 Definitions

(1) In this constitution-

Association means Loftus Yarrawarrah Rovers Football Club Incorporated (ABN 50 645 582 772).

Management Committee means the Governing body of the Association.

General Committee Member means any member of the committee who is not an office-bearer of the Association.

Secretary means-

(a) the person holding office under this constitution as Secretary of the Association, or

(b) if no 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**.

General Meeting means monthly General Meeting of the Association not being a Special General Meeting or the Annual General Meeting.

SSFA means the Sutherland Shire Football Association Incorporated (ABN 13 948 514 198)

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution-

(a) a reference to a function includes a reference to a power, authority and duty, and

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

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

Ordinary member means any member who is a real person who has attained the age of eighteen (18) years who has been elected to membership in accordance with these rules.

Junior member means any member who is a real person who has not attained the age of eighteen (18) years who has been elected to membership in accordance with these rules.

Life member means any person who has been elected to Life Membership of the Association in accordance with Association bylaws.

Part 2 Membership

1 Membership generally

- (1) A person is eligible to be a member of the Association if-
 - (a) the person is a natural person, and
 - (b) the person is a person referred to in section 15 (1) (a), (b), or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
 - (c) The person is a natural person who-
 - i. Has been nominated for membership of the Association as provided by rule 3; and
 - ii. Has been approved for membership of the Association by the Committee of the Association.

- (2) A person is taken to be an ordinary member of the Association if:
 - (a) the person is a natural person who has attained the age of eighteen (18) years.
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the Association - a member of that unincorporated body immediately before the registration of the Association, or
 - (ii) in the case of an Association that is amalgamated to form the relevant Association - a member of that other Association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an Association - a member of the registrable corporation immediately before that entity was registered as an Association.

- (3) A person is taken to be a member of the Association if the person was one of the individuals on whose behalf an application for registration of the Association under section 6 (1) (a) of the Act was made.

- (4) A person is qualified to be a junior member of the Association if that person is a real person who has not attained the age of eighteen (18) years and is currently registered or is in the process of registering with the affiliated body as a football player. No junior member shall be entitled to nominate any person for membership or nominate any other person for Committee of the Association or to vote in any election or any ballot of the election of members of the Committee of the Association or to vote at any meeting of the Association.

- (5) A life member shall be any member who shall be elected by a two thirds majority, by secret ballot, of those present at a Special General Meeting of the Association held immediately prior to the Annual General Meeting and shall be hereafter be entitled to take all privileges (including entitlement to vote and take part in the management of the Association) as an ordinary member of the Association without

paying annual subscription or any special payment for such life membership.

Provided that: -

- a) The nomination for life membership was in writing stating the reasons for nomination and in the custody of the Secretary 28 days prior to the Special General Meeting.
- b) The nomination receives Committee endorsement prior to the Special General Meeting at which the nomination will be put to members.

2 Application for membership

(1) Nomination of a person for membership of the Association:

- (a) must be made by a member of the Association in writing (including by email or other electronic means, if the Committee so determines) in the form determined by the Committee, and
- (b) must be lodged (including by electronic means, if the Committee so determines) with the Secretary of the Association and be accompanied by the sum payable under these rules by a member as entrance fee and annual subscription.

(2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.

(3) Where the Committee determines to approve an application for membership, the secretary shall, as soon as practicable after that determination, notify the applicant of that approval and enter the applicants name in the register of membership and, upon the name being so entered, the applicant becomes a member of the Association.

(4) Where the Committee determines to reject an application for membership, the secretary shall within the period of 28 days after rejection of the application, notify the applicant of that rejection and refund to the applicant the sum payable under these rules by a member as entrance fee and annual subscription.

3 Cessation of membership

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay their fees, as provided by these rules, within 3 months after the fee is due.

4 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and

- (b) terminates on cessation of the person's membership.

5 Resignation of membership

- 1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- 2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the members membership may resign from membership of the Association by first giving notice (being not less than 1 month or not less that such other period as the Committee may determine) in writing to the secretary of the members intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

6 Register of members

- (1) The Secretary or Public Officer of the Association must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales at the principal place of administration of the Association.
- (3) The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- (7) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

7 Fees and subscriptions

- (1) A member of the Association must, on admission to membership, pay \$1 or, where some other amount is determined by the Committee, that other amount.

- (2) In addition to any amount payable by the member under subclause (1), an applicant for membership and all members of the Association, other than life members, must pay to the Association an annual membership fee of \$1 or, where some other amount is determined by the Committee, that other amount:
- (a). in the case of members before the 1st March each calendar year; or
 - (b) in the case of an applicant for membership, upon application.

8 Members' liabilities

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

9 Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

10 Disciplining of members

1. A complaint may be made to the Committee by any person that is a member of the Association:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Committee decides to deal with the complaint, the Committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member 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
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts

alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

- (5) If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 12,
 whichever is the later.

11 Right of appeal of disciplined member

- (1) A member may appeal to the Association in General Meeting against a resolution of the Committee under clause 10, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), 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.
- (4) At a General Meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Association. If the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

Part 3 The Committee

13 Powers of the Committee

Subject to the Act, the Regulation, this constitution and any resolution passed by the Association in General Meeting, the Committee:

- (a) shall be called the Management Committee of the Association
- (b) is to control and manage the affairs of the Association, and
- (c) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a General Meeting of members of the Association, and
- (d) has power to perform all the acts and do all things that appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

14 Composition and Membership of Committee

- (1) The Committee is to consist of:
 - (a) the office-bearers, or Executive, of the Association, and
 - (b) Not less than 3 and not more than 13 ordinary members, each of whom is to be elected at the Annual General Meeting of the Association under clause 15.

Note. Section 28 of the Act contains further requirements concerning eligibility for membership and composition of the Committee.

- (2) The total number of Committee members is to not exceed eighteen (18).
- (3) The office-bearers, Executive, of the Association are as follows:
 - (a) President,
 - (b) Vice-President,
 - (c) Treasurer,
 - (d) Secretary,
 - (e) Registrar.
- (4) A Committee member may hold up to 2 offices (other than both the offices of President and Vice-President).
- (5) There is no maximum number of consecutive terms for which a committee member may hold office.

Note. Schedule 1 to the Act provides that an Association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the Committee.

- (6) Each member of the Committee is, subject to this constitution, to hold office until immediately before the election of Committee members at the Annual General Meeting next following the date of the member's election and is eligible for re-election.

(7) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.

(8) The Management Committee of the Association will consist of the following;

President
Vice President
Secretary
Treasurer
Registrar

(9) Payment to Office Bearers and Committee Members.

Payment to cover out of pocket expenses shall be paid to the Executive members and Committee members, the amounts being set at the Annual General Meeting.

(10) HONORARY AUDITOR: shall be appointed by the committee and will be requested to audit the Association's finances annually or at times requested by a general meeting. The auditor may suggest the implementation of systems to ensure more adequate control of Association funds.

15 Election of Committee members

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

- (8). A nomination of a candidate for the election under this clause is not valid if that candidate has been nominated for election to another office at the same election.

16 Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Committee, and
 - (b) the names of members of the Committee present at a committee meeting or a General Meeting, and
 - (c) all proceedings at Committee meetings and General Meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

17 Treasurer

It is the duty of the treasurer of the Association to ensure:

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

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a member of the Association, or
 - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee, or

- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of Committee members

- (1) The Association in General Meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Committee meetings and quorum

- (1) The Committee shall meet together for the despatch of business and adjourn at such times and such places and at such frequency as the Committee may determine. The Committee, however, must meet at least 3 times in each period of 12 months.
- (2) Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- (3) Oral or written notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Committee:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or

- (b) if the President and the vice-President are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.

21 Appointment of Association members as Committee members to constitute quorum

- (1) If at any time the number of Committee members is less than the number required to constitute a quorum for a committee meeting, the existing Committee members may appoint a sufficient number of members of the Association as Committee members to enable the quorum to be constituted.
- (2) A member of the Committee so appointed is to hold office, subject to this constitution, until the Annual General Meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

22 Use of technology at Committee meetings

- (1) A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- (2) A Committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

23 Delegation by Committee to sub-Committee

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

- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-Committee may meet and adjourn as it thinks proper.
- (8). The President is an ex-officio member of all sub-Committees.

24 Voting and decisions

- (1) Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- (2) Each committee member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Committee may act despite any vacancy on the Committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.
- (5) Decisions made by the committee can only be challenged by a committee member and must be lodged in writing within 7 days of the decision being made. A challenge will be tabled at the next scheduled meeting of the committee. Committee's decision will be final.

Part 4 General Meetings

25 Annual General Meetings - holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

26 Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect office-bearers, Executive, of the Association and ordinary Committee members,
 - (d) to receive and consider any financial statement or report required to be submitted to members pursuant to section 26 (6) of the Act.
- (3) An Annual General Meeting must be specified as that type of meeting in the notice convening it.

27 Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition of seven (7) members or 5% of the total number of members, whichever is the lesser, convene a Special General Meeting of the Association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the members making the requisition, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee.
- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, cause to be notified by publication in the Association's magazine, specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member in the manner provided in subclause (1) specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

Note. A special resolution must be passed in accordance with section 39 of the Act.

- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 26 (2).
- (4) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

29 Quorum for General Meetings

- (1) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members—is to be dissolved, and

- (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30 Presiding member

- (1) The President or, in the President's absence, the vice-President, is to preside as chairperson at each General Meeting of the Association.
- (2) If the President and the vice-President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- (1) The chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32 Making of decisions

- (1) A question arising at a General Meeting of the Association is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the Committee may determine, or
 - (b) if on the motion of the chairperson or if three (3) or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Committee under subclause (1) (a) in the same way as it applies to a show of hands.

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

33 Special resolutions

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

34 Voting

- (1) On any question arising at a General Meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of the general meeting.

Note. Schedule 1 to the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at General Meetings.

36 Postal or electronic ballots

- (1) The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

37 Use of technology at General Meetings

- (1) A General Meeting may be held at 2 or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- (2) A member of an Association who participates in a General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

38 Insurance

The association may affect and maintain insurance.

39 Funds - source

- (1) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meeting, any other sources that the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

40 Funds - management

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (3) The authorised Committee members for the signing of cheques etc. shall be the President, Secretary and Treasurer.

41 Association is non-profit

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

Note. Section 5 of the Act defines **pecuniary gain** for the purpose of this clause.

42 Distribution of property on winding up of Association

- 1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.
- 3) At the first general meeting of the Association, the Association shall pass a general resolution nominating an Incorporated Association as the Association

in which to vest its surplus property pursuant to section 53(2) of the Act in the event of the winding up or the cancellation of the Incorporation of the Association.

- 4) The Incorporated Association so nominated shall be one which fulfils the requirements specified in section 53(2) (a)-(c) of the Act.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an Association.

43 Change of Name, Objects and Constitution

An application for registration of a change in the Association's name, Constitution, objects or rules in accordance with section 10 of the Act is to be made by the Public Officer or by a Committee member.

44 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer or a member of the association (as the committee determines), or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

45 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
 - (a) records, books and other financial documents of the Association,
 - (b) this constitution,
 - (c) minutes of all Committee meetings and General Meetings of the Association.
- (2) Despite subclauses (1) and (2), the Committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

46 Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

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

47 Financial Year

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 September, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 October and ending on the following 30 September.

Notes.

1. Schedule 1 to the Act provides that an Association's constitution is to address the Association's financial year.
2. Clause 19 of the Regulation contains a substitute clause 47 for certain Associations incorporated under the *Associations Incorporation Act 1984*.

48 Common Seal

1. The common seal of the Association shall be kept in the custody of the Public Officer.
2. The common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal shall be attested by the signatures either of two (2) members of the Committee or of one (1) member of the Committee and of the Public Officer or the Secretary.

49 Patrons and Honorary Members.

Honorary members may consist of a Patron and Vice Patron and any other person the Committee may so elect.

50 Bylaws

1. The Committee may from time to time make by-laws not inconsistent with these rules, the Act or Regulation for the purpose of promoting and governing the sport of football within the Association.
2. The Committee, by simple majority at a committee meeting may add to, delete, rescind or in any way alter these by-laws.

Part 6 Football (this section mostly in Bylaws – remove items irrelevant to constitution)

51 Affiliation

The Club shall be affiliated with the immediate governing body of the sport as represented in the Sutherland Shire or such body as at any timeshall be decided by members at any Annual General Meeting, Special General Meeting or General Meeting.

52 Club Uniform and Colours

The Club colours shall be orange, white and black. Shirts, shorts, and socks shall be Committee approved colours and pattern and may display any sponsorship logo that adheres to the Affiliated Body guidelines.

53 Eligibility to Play Football

- (1) No player eligible to play U18/W18 will be permitted to play for the Association until at least one parent or guardian is a member of the Association.
- (2) No player 18 years of age or over shall be eligible to play until he/she is a member of the Association.

54 Football Fees

- (1) Members intending to play football upon paying Association application and/or annual membership fees shall be required to pay all or part of football fees as set by the Committee taking into account fees to be paid to the Governing Bodies, Affiliated Body and Association operating costs.
- (2) Players shall not be permitted to play football if fees are not paid by the dates set by the Committee.
- (3) The Committee shall have the power to exempt or reduce players football fees in special circumstances.

54 Player Registrations

- (1) The Association's registration days shall be as decided by the Committee.
- (2) As far as possible, the Association shall give preference to previously registered players when registering on the provision registration time and place guidelines as published by the Committee have been met.
- (3) After the set registration dates, players will only be registered subject to availability of teams.
- (4) A team shall consist of a maximum of thirteen players, up to and including the "under 14-year-old team".

- (5) In the cases where registrations for any age group exceed the number of players required for teams of that age group and applicable grade, and no alternative team can be found in the Association, a requirement may exist for players to seek alternative clubs. The process for selecting these players will be as follows:-
 - a. The player with the least amount of continuous service will be selected.
 - b. In the case of equal continuous service, the selections will be based on ability.
- (6) If sub-clause (6) has to be exercised, the player/s selected will be given every assistance possible to seek another club. Service to Loftus Rovers for that year will count towards long service if the player/s concerned register with the Association the succeeding year. Refund of playing fees for these players shall then be ratified by the Committee.

56. Teams and Players

- (1) The Committee shall appoint coaches and managers at the appropriate time prior to season commencement. The Committee shall have the power to dismiss coaches or managers if necessary.
- (2) All players registered with the Association shall play in teams as directed by the Committee.
- (3) If more than the set team register, all players must be rotated equally, so each player gets an even share of games. This sub-clause is to apply up to and including players of fourteen years of age, providing players turn up for training regularly, and arrive at matches on time. This sub-clause does not apply for semi-finals, finals and grand finals.
- (4) All players must attend all training sessions of their team, unless extenuating circumstances can be shown, or disciplinary action may be taken against the player.

57. Grading

- (1) The grading sub-Committee as appointed by the Committee, shall be responsible for attending a minimum of two grading sessions, social matches may be regarded as grading sessions.
- (2) Where it becomes necessary to upgrade players to a higher age group, the grading sub-Committee shall consider the ability of such players.
- (3) The Association Committee shall hear any complaints on grading and that Committee's decision shall be final.

58. Coaches and Managers

- (1) The team coach shall instruct players on all phases of the game and shall be responsible for the fitness of the players. Coaches absent from training or games without reasonable excuse may be subject to disciplinary action at the Association Committee's discretion. Coaches shall be encouraged to attend coaching courses.
- (2) The team manager is responsible for keeping their team informed of all Association meetings, rulings, and requirements along with being the team's social organiser. Managers shall arrange for parents and players to carry out scheduled duties such as Ground Setup, Ground Control, Canteen and BBQ duties; on match days they will

ensure results of each game played are recorded accurately by the Association. The manager shall report all injuries and details of team's activities throughout the playing season to the respective authorities.

- (3) Coaches and Managers are appointed until the 31st December each year and are responsible for the return of all Association property to the Gear Steward.
- (4) Coaches and Managers are expected to be aware of the Association Constitution and all current By-Laws and of those of the Affiliated Body and comply with same. Contravention of such rules may cause loss of points to the team or team suspension.
- (5) Coaches and Managers shall ensure that the borrowing and substitution of players is done strictly in accordance with the rules of the affiliated body.
- (6) Prior to the competition commencement, coaches and managers will be provided with the names and addresses of all players graded into their team. When the competition commences, no coach shall use a player unless advised by the Registrar that the player has been cleared to play with the Association by the affiliated body.
- (7) Coaches and Managers shall ensure that all players wear the uniform of the Association in competition matches; contravention may result in the Association being fined which may be passed onto the player at the discretion of the Committee.

59. Awards

- (1) The affiliated body may provide trophies to players in teams in various categories. Should the affiliated body decide not to provide trophies to teams winning their division, being "runner up" or "most improved", then the Association may decide to provide such trophies.
- (2) The Committee shall decide on "non-affiliated body" trophies; past practices shall apply.
- (3) The Committee shall present an award to players for five years unbroken playing service and each multiple of five years after. The Committee may also present an award to any member that has served the Association for a period of fifteen years or more not necessarily continuous.
- (4) In the event of any team not being up to full strength and borrowing players for finals, such players will be rewarded a token of appreciation for their efforts.
- (5) The "Loftus Rovers Encouragement Award" shall be decided by the Association's Office Bearers, Executive, and their decision kept in confidence until the Annual Presentation function.