

# **Crookwell Soccer Club Incorporated**



## **Constitution**

## 1. NAME

The name of the Club shall be the Crookwell Soccer Club Incorporated (referred to in these rules as "The Club").

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**"Act"** means the *Associations Incorporation Act 2009 (NSW)*.

**"Annual General Meeting"** means the annual general meeting of the Club held in accordance with **clause 10.1**.

**"Association"** means Southern Tablelands Football Association Incorporated (S.T.F.A.).

**"Executive Committee"** means the body consisting of the Executive Members and other members known as the Executive Committee.

**"Club"** means a club, which is a Member, or is otherwise affiliated with an Association. Refer to **clause 1**.

**"Constitution"** means this Constitution of the Club.

**"Executive Member"** means a member of the Executive Committee holding a position of President, Secretary, Treasurer or Public Officer and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

**"Financial year"** means the year ending on the next **30 September** following incorporation and thereafter a period of 12 months commencing on **1 October** and ending on **30 September** each year.

**"General Meeting"** means a meeting held by any Club committee as defined by **clause 10**.

**"Life Member"** means an individual appointed as a Life Member of the Club under **clause Error!**  
Reference source not found..

**"Member"** means a member for the time being of the Club under **clause 4**.

**"Objects"** means the objects of the Club in **clause Error!** Reference source not found..

**"Office Bearers"** a member of the Club who holds a position within the Committee.

**"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 11.3**

**"Seal"** means the common seal of the Club ~~(if any)~~.

**"Special General Meeting"** means a special general meeting of the Club held in accordance with **clause 10.3**.

**"Special Resolution"** means a special resolution defined by **clause 12**.

## **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 of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any 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**

The objects of the Club shall be:

- 3.1** To provide a competition in Crookwell for junior players & facilitate the entry of teams into the S.T.F.A. competition for all players.
- 3.2** To provide a sound environment for players to learn the skills of soccer.
- 3.3** To provide an opportunity for players to learn sportsmanship and personal achievement.
- 3.4** To provide a means of involving people in an activity which contributes to their community.

#### **4. MEMBERSHIP**

- 4.1** Subject to these rules the members of the Club shall be comprised of the members of the Club immediately prior to incorporation together with such other people and organisations as the Committee admits to membership.
- 4.2** Membership is open to all individuals and organisations who accept the objects and rules of the Club.
- 4.2.1** An unincorporated organisation is not capable of being a member of the Club, but it may nominate individuals to be members to represent it.
- 4.3** Individuals and organisations wishing to become members of the Club shall apply to the Committee for membership.
- 4.4** 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.
- 4.5** Members shall pay such fees as are determined by the Club at a General Meeting.
- 4.6** A register of members shall be kept by the Club showing the name, address and date of commencement of membership for each member.
- 4.7** Provision for noting the date of cessation of membership shall also be contained in the register.
- 4.8** Membership shall cease upon resignation, expulsion, or failure to pay outstanding membership fees within three months of the due date.
- 4.9** Membership fees shall fall due on the first day of each financial year of the Club. **The financial year of the Club shall run from October 1 to September 30 or such other period as is determined by the Committee.**
- 4.10** The Club shall do all such things necessary to implement & enforce any decision of the Association (Southern Tablelands Football Association) relating to any player, official, person or club who is a member of the club or seeks to be a member of the club.

#### **5. LIFE MEMBERSHIP:**

(This award exists to recognize the valuable contribution of individuals to the current and future existence of the Club).

- 5.1** Life members are voted on at a General meeting with the two-thirds (2/3) of members present voting for the acceptability of the nomination.
- 5.2** Life members are entitled to hold a committee position if nominated.
- 5.3** The number of Life Members at any one time shall not exceed 10% of the total members.
- 5.4** Not more than 2 Life Members shall be elected in any one financial year.
- 5.5** Criteria for Life Membership:

The minimum criteria to be eligible for nomination for life membership is that the member must have demonstrated:

### **5.5.1 General Considerations**

In considering the award of Life Membership an individual should have demonstrated significant, sustained and high quality service enhancing the reputation and future of the Club.

The points to be taken into account when considering any nomination should include:

**5.5.1.1** the general attitude and overall demeanour of the nominee to ensure that the attitude is one that reflects a dedication to the values of the Club;

**5.5.1.2** an active and positive participation in the activities of the Club during the period of service;

**5.5.1.3** commitment to the principals of good sportsmanship and behaviour consistent with the Crookwell Soccer Club's Code of Conduct;

**5.5.1.4** been a financial member of the Club for a total of ten (10) years;

**5.5.1.5** direct involvement with Club activities;

**5.5.1.6** service on the Committee;

**5.5.1.7** foundation of the Club.

### **5.5.2 Length of Service**

The length of service to the Club should be a total of 20 years.

**5.5.3** Retraction of a Life Membership Award may occur where the recipient has conducted him/herself in a manner that reflects directly and adversely on the image or activities of the Club. This provision will only be exercised in exceptional circumstances and will require the full support of the Club Committee and voting members to be enacted. As part of the deliberations, the Life Member in question is also to be given an opportunity to present their case for retention of their Life Membership status.

## **5.6 Benefits of Life Membership**

In addition to the status of membership of a select group within the Club, Life Membership will be recognized by:

**5.6.1** presentation of the Life Membership badge at the annual Senior Soccer Club Presentation

**5.6.2** entitlement to full voting rights equal to any other member at all Club Meetings, and exemption from annual fees, but not player fees.

**5.6.3** Life members and their spouse / partner will receive a complimentary invitation to all presentation functions.

**5.6.4** Recipients name will be displayed on the Life Member Board on display in the Lin Cooper Fields canteen building.

## **6. HONOUR BOARD:**

(This board exists to recognize the valuable contribution of individuals to the current and future existence of the Club).

- 6.1** Honour Board recipients are voted on at a General meeting with the two-thirds (2/3) of members present voting for the acceptability of the nomination.
- 6.2** Honour Board recipients are entitled to hold a committee position if nominated.
- 6.3** Not more than 2 Honour Board recipients shall be elected in any one financial year.
- 6.4** Criteria for Honour Board recipients:

The minimum criteria to be eligible for nomination for an award of Honour Board recipients is that the member must have demonstrated:

**6.4.1** General Considerations

In considering the award of Honour Board recipients an individual should have demonstrated significant, sustained and high quality service enhancing the reputation and future of the Club.

The points to be taken into account when considering any nomination should include:

- 6.4.1.1** the general attitude and overall demeanour of the nominee to ensure that the attitude is one that reflects a dedication to the values of the Club;
- 6.4.1.2** an active and positive participation in the activities of the Club during the period of service which should be a total of 10 years;
- 6.4.1.3** commitment to the principals of good sportsmanship and behaviour consistent with the Crookwell Soccer Club's Code of Conduct;
- 6.4.1.4** been a financial member of the Club for a total of five (5) years;
- 6.4.1.5** direct involvement with Club activities;
- 6.4.1.6** service on the Committee;
- 6.4.1.7** foundation of the Club.

**6.5** Benefits of Honour Board recipients

- 6.5.1** announcement of the Honour Board recipient at the annual Senior Soccer Presentation;
- 6.5.2** recipients name will be displayed on Honour board on display in the Lin Cooper Fields canteen building.

**7. MEMBERS' LIABILITY**

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

## **8. DISCIPLINING OF MEMBERS & GRIEVANCE PROCEDURE**

- 8.1** The procedure for disciplining members shall be determined by the Committee.
- 8.2** Anyone who wishes to appeal against a decision refusing membership, expelling them from membership or otherwise disciplining them may do so at the next general meeting of the Club.

## **9. MANAGEMENT - BY THE EXECUTIVE COMMITTEE**

- 9.1** The Club shall have its affairs controlled and managed by the Executive Members and other members known as the Executive Committee.
- 9.2** The Executive Members of the Executive Committee shall consist of a President, Secretary, Treasurer & Public Officer. Executive Members shall be elected by nominations from the floor or written proxy nominations submitted to the Executive Committee. Nominations are to be seconded and accepted before the position is considered to be filled.
- 9.3** The Executive Committee should have representation of office bearers and other committee members from the Junior & Senior Sub-Committees.
- 9.4** The Executive Members and other members of the Executive Committee shall be elected at each Annual General Meeting. Any casual vacancy occurring in the Executive Committee may be filled by a member appointed by the Executive Committee.
- 9.5** Each member of the Executive Committee shall hold office from the date of their election or appointment until the next Annual General Meeting.
- 9.6** Retiring Executive Committee members are eligible for re-election.
- 9.7** The Executive Committee shall meet at least four times per year to conduct the business of the Club.
- 9.8** The quorum for meetings of the Executive Committee shall be half plus one of the Executive Committee members elected at the previous Annual General Meeting.
  - 9.8.1** In the event of a quorum not being present at an executive committee meeting, the meeting shall be adjourned and a new meeting called at a time to be designated by the President.
- 9.9** Notice of Executive Committee meetings shall be given at the previous Executive Committee meeting or by such other means as the Executive Committee may decide upon.
- 9.10** A member of the Executive Committee shall cease to hold office upon resignation in writing or removal as a member of the Club.
- 9.11** The Executive Committee may function validly provided its number is not reduced below the quorum.
  - 9.11.1** Should Executive Committee numbers fall below the quorum the remaining executive committee members may act only to appoint new executive committee members.
- 9.12** Questions arising at any meeting of the Executive Committee shall be decided by the majority of votes of those present.

**9.12.1** In case of an equality of votes the person appointed to chair the meeting shall have a second or casting vote.

**9.13** The Executive Committee shall have the powers to make decisions regarding the general running of the Club.

**9.13.1** All actions of the Executive Committee shall be in accordance with decisions made at the general meetings of the Club.

**9.14** Members of the Executive Committee shall deal with correspondence that is considered to be within the normal dealings of the Club.

**9.15** Any member over the age of 16 (sixteen) years does have the right to vote or hold a position on any committee.

**9.16** The procedure to be adopted for meetings of the Executive Committee shall follow the normal rules of meeting procedure.

**9.17** Minutes shall be kept of each meeting, and all business shall be approved by vote of the Executive Committee members.

## **10. GENERAL MEETINGS**

**10.1** An Annual General Meeting of the Club shall be held each year within two months of the end of the financial year.

**10.1.1** At least 14 days' notice of an Annual General Meeting shall be provided to members.

**10.2** The Executive Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.

**10.3** A Special General Meeting must be convened by the Executive Committee within three months of receiving a written request to do so from at least five per cent of the membership of the Club.

**10.4** At least 7 days' notice of all General Meetings shall be given to members.

**10.4.1** In the case of General Meetings where a special resolution is to be proposed, notice of the meetings shall be given to members at least 14 days before the meeting.

**10.5** In the case of the Annual General Meeting the following business shall be transacted.

**10.5.1** Confirmation of the minutes of the last Annual General Meeting and any recent special general meeting.

**10.6** The quorum for a General Meeting shall be half plus one of the elected Committee members present in person.

**10.6.1** In the event that a quorum is not present, the meeting shall be adjourned and a new meeting shall be called at a time designated by the President.

**10.7** Voting at General Meetings shall be by a show of hands unless a secret ballot is demanded.



- 10.7.1** Decisions shall be made by a simple majority vote except for those matters which must be decided by special resolution where a three-quarter majority is required.
- 10.7.2** All votes shall be given personally and there shall be no voting by proxy.
- 10.7.3** In the case of an equality of votes the person appointed to chair the General Meeting shall have a second or casting vote.
- 10.8** Nominations of candidates for election as Executive Members or other committee members may be made at the Annual General meeting or in such other ways as may be determined by the Club at a general meeting.
- 10.9** The procedure for the conducting of General Meetings will follow the form of normal meeting procedure.
  - 10.9.1** reports shall be presented by each Executive Member,
  - 10.9.2** minutes shall be maintained as an accurate record of the meeting
  - 10.9.3** and general business decisions shall be determined by a majority vote of members in attendance at meetings.
- 10.10** General Meetings and Notices of Motion shall be advertised in the Crookwell Gazette seven (7) days prior to the event taking place.

## **11. EXECUTIVE MEMBERS**

- 11.1** The President, or in the President's absence, the Vice President, shall act as chairperson at each general meeting and committee meeting of the Club.
- 11.2** 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.
- 11.3** The secretary shall keep records of the business of the Club including the rules, register of members, minutes of all general and committee meetings and a file of correspondence.
- 11.4** The treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the Club.
- 11.5** Major or unusual expenditures shall be authorised in advance at a general meeting.
- 11.6** The books and accounts of the Club shall be available for inspection by members at any time.

## **12. SPECIAL RESOLUTIONS**

- 12.1** A special resolution must be passed by a General Meeting of the Club to effect the following changes:
  - 12.1.1** A change in the Club's name.
  - 12.1.2** A change in the Club's rules, by-laws or objects.
  - 12.1.3** An amalgamation with another Incorporated Club.
  - 12.1.4** To voluntarily wind up the Club and distribute its property.

**12.1.5** To apply for registration as a Company or Co-operative.

**12.2** A special resolution shall be passed in the following manner:

**12.2.1** A notice must be sent to all members advising that a general meeting is to be held to consider a special resolution.

**12.2.2** The notice must give details of the proposed special resolution and give at least 14 days' notice of the meeting.

**12.2.3** A quorum must be present at the meeting.

**12.2.4** At least three-quarters of those present must vote in favour of the resolution.

**12.2.5** 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 Corporate Affairs Commission for permission to pass the resolution in some other way.

### **13. PUBLIC OFFICER**

**13.1** The committee shall ensure that a person is appointed as Public Officer.

**13.2** The committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older and a resident of New South Wales.

**13.3** The Public Officer shall be deemed to have vacated their position in the following circumstances:

**13.3.1** Death

**13.3.2** Resignation

**13.3.3** Removal by the committee or at a General Meeting.

**13.3.4** Bankruptcy or financial insolvency.

**13.3.5** Residency outside NSW.

**13.4** When a vacancy occurs in the position of Public Officer the committee shall within 14 days notify the Corporate Affairs Commission by the prescribed form and appoint a new public officer.

**13.5** The Public Officer is required to notify the Fair Trading NSW by the prescribed form in the following circumstances:

**13.5.1** Appointment of public officer (within 28 days).

**13.5.2** A change of association's name, objects, constitution, or official address (within 28 days).

**13.5.3** Of the Club's financial affairs (within 28 days after the Annual General Meeting).

**13.6** The Public Officer may be an Executive Member, Office Bearer, Committee Member, or any other person regarded as suitable for the position by the committee.

#### **14. MISCELLANEOUS**

- 14.1** The Club shall effect and maintain insurance as is required under the Associations Incorporation Act 2009 together with any other insurance which may be required by law or regarded as necessary by the Club.
- 14.2** The funds of the Club shall be derived from the fees of members, donations, grants and such other sources approved by the Club.
- 14.3** The Common Seal of the Club shall be kept in the custody of the Secretary and shall only be affixed to a document with the approval of the committee.
- 14.3.1** The stamping of the Common Seal shall be witnessed by the signatures of two members of the committee.
- 14.4** The Club may at any time pass a special resolution determining how any surplus property is to be distributed in the event that the Club should be wound up.
- 14.4.1** The distribution of surplus property shall be in accordance with the Associations Incorporation Act 2009 (NSW).
- 14.5** Service of documents on the Club is affected by serving them on the Public Officer or by serving them personally on two members of the Executive Committee.

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