
THE CONSTITUTION

OF

GWAWLEY BAY SOCCER CLUB

INCORPORATED

UPDATED 25 JUNE 2005

43YEARS OF SERVICE FOR SOCCER IN SYLVANIA DISTRICT

**GWAWLEY BAY SOCCER CLUB INCORPORATED
CONSTITUTION**

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PART A - PRELIMINARY

1. NAME AND PURPOSE

- 1.1 The name of the Club shall be GWAWLEY BAY SOCCER CLUB INCORPORATED.
- 1.2 The primary object of the Club shall be to foster and develop the game of soccer football by organising and managing teams. The Club may also foster and sponsor other sporting and community activities.
- 1.3 The Club shall affiliate with the Regional body of the New South Wales Amateur Soccer Federation (presently known as the Sutherland Shire Junior Soccer Football Association Incorporated).

2. DEFINITIONS

- 2.1 In this Constitution:
 - “financial year” for Club purposes means a “calendar year”;
 - "Management Rules" means a set of rules for the management of the Club;
 - "Registrar" is the officebearer with overall responsibility for the management of players' registrations by the Club;
 - “Secretary” means:
 - a. the person holding office under this Constitution as Secretary of the Club; or
 - b. if no such person holds that office - the Public Officer of the Club.
- 2.2 In this Constitution:
 - 2.2.1 a reference to a function includes a reference to a power, authority and duty; and
 - 2.2.2 a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 2.3 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.

PART B - MEMBERSHIP

3. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the Club if, but only if:

- 3.1 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 Club at any time after incorporation of the Club under the Act; or
- 3.2 the person is a natural person;
 - 3.2.1 who has been nominated for membership of the Club as provided by Section 4; and
 - 3.2.2 who has been approved for membership of the Club by the Committee of the Club.

4. FORMS OF MEMBERSHIP AND REQUIREMENTS

FOUR MAIN FORMS

- 4.1 There shall be four main forms of Membership:
 - 4.1.1 Senior Members
 - 4.1.2 Parent Members
 - 4.1.3 Junior Members
 - 4.1.4 Honorary Life Members

SENIOR MEMBERSHIP

- 4.2 To be a Senior Member, a person must be over the age of eighteen years, must have completed an approved membership application or renewal form and must have been approved for Senior membership by the Committee, notwithstanding that Junior Members shall automatically become Senior members on their eighteenth birthday.

PARENT MEMBERSHIP

- 4.3 To be a Parent Member, a person must be over the age of eighteen years, must be listed as a parent or guardian of a Junior Member on an approved Junior/Family membership application or renewal form and must have been approved for Parent Membership by the Committee. A person who is a Senior Member shall not also be a Parent Member.

JUNIOR MEMBERSHIP

- 4.4 To be a Junior Member, a person must be under the age of eighteen years, must have completed an approved Junior membership application or renewal form and must have been approved for Junior membership by the Committee.

HONORARY LIFE MEMBERSHIP

- 4.5 Honorary Life Membership is granted to a person by Special Resolution at a General Meeting on recommendation by the Committee. Any member may propose to the Committee a person for Honorary Life Membership on an application form provided for that form of Membership. On recommending a person for Honorary Life Membership, the Committee should be satisfied that person has provided exemplary service to the Club or has had twenty years active service with good conduct within the Club. An Honorary Life Member may also hold one of the other forms of Membership.
- 4.6 Persons who were granted Life Membership prior to the date of Incorporation of the Club in 1987, when Life Membership was discontinued, may apply to the Committee for Honorary Life Membership. Such persons may be granted Honorary Life Membership directly by the Committee.

PROBATIONARY PERIOD

- 4.7 A member may be placed or join on probation but shall not be on probation for a continuous period exceeding twelve months. The Committee may, at any time, review a probation within the twelve months and determine the probationary period is completed.
 - 4.7.1 A member may be placed on probation under Section 29. Such a member may appeal to a General Meeting under Section 32; however once a member is confirmed on probation the Committee is responsible for the continuing membership of the member until the probationary period is completed.
 - 4.7.2 The Committee may approve a new membership on a probationary basis in circumstances where the Committee believes the membership should be subject to disciplinary conditions.

5. CESSATION OF MEMBERSHIP

OCCURRENCE

- 5.1 A person ceases to be a member of the Club if the person:
- 5.1.1 dies; or
 - 5.1.2 resigns membership; or
 - 5.1.3 has their membership transferred, cancelled or lapsed; or
 - 5.1.4 is expelled from the Club; or
 - 5.1.5 forfeits membership.

FORFEITURE

- 5.2 The Committee may, at any time, review a probationary membership and cancel that membership, subject to the member having a right to present their case orally, or in writing, to the Committee before confirmation of the decision. The member shall be given at least 14 days notice by the Secretary to present their case to the Committee, such notice should provide the reasons for which the Committee is considering cancellation of the membership. If the member is unable to attend a Meeting of the Committee, they may be represented by another person.
- 5.3 Membership is forfeited immediately a member is found to have committed an offence of a criminal nature, the act of which is related directly or indirectly to the Club or to representation of the member as a member of the Club.

TRANSFER

- 5.4 A member who transfers as a player or other active position within the Club to another Club shall be considered to have transferred membership unless otherwise determined by the Committee.

RESIGNATION

- 5.5 Any resignation of membership to be effected must be approved by the Committee or a General Meeting. A member is not entitled to resign their membership unless that member gives notice of resignation either in writing to the Secretary or Committee, or verbally at a General or Committee Meeting being recorded in the minutes.

LAPSE

- 5.6 All membership except Honorary Life Membership is annual membership renewable at the commencement of each calendar year. Members who have not renewed by 30th June shall cease to be members (membership lapses) unless the Committee extends their membership for a period of time not exceeding six months.

RECORDING

- 5.7 If a member of the Club ceases to be a member under Section 5.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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

- 6.1 is not capable of being transferred or transmitted to another person; and
- 6.2 terminates on cessation of the person's membership.

7. REGISTER OF MEMBERS

- 7.1 The Public Officer of the Club shall maintain a register of members of the Club specifying the name, address and form of membership of each person who is a member of the Club together with the date on which the person became a member. The Public Officer shall also keep a Register of Committee membership in accordance with the Act.
- 7.2 The register of members must be available for inspection free of charge by any member of the Club at a reasonable time normally within 14 days of a written request.

8. FEES AND SUBSCRIPTIONS

- 8.1 The Committee shall determine annual membership fees and any admission for membership fees. Fees are not payable for Honorary Life membership.
- 8.2 A membership year shall be the calendar year and any annual fees shall be due from the 1st January in respect of the same year. Members shall pay those fees
 - 8.2.1 except as provided by Section 8.2.2, before 1st July in that calendar year, or
 - 8.2.2 if the member becomes a new member on or after 1st July in a calendar year, on becoming a member.
- 8.3 Club membership fees for players and for parent membership are deemed to be included within Club registration fees for players and/or others. Committee members, listed Club officials and others, as determined by the Committee, are exempt from paying an annual membership fee.
- 8.4 Unless the Committee grants particular approval, a member cannot pay annual membership or registration fees where the member has other existing debts with the Club.

9. MEMBERS' LIABILITIES

- 9.1 The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by Section 8.

PART C - THE COMMITTEE

10. MANAGEMENT OF THE CLUB

RESPONSIBILITIES OF THE COMMITTEE

- 10.1 The Club shall have a Committee that, subject to the Act, the Regulation, this Constitution, its Management Rules and any Resolution of the Club:
 - 10.1.1 is to control and manage the affairs of the Club; and

- 10.1.2 may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Club; and
- 10.1.3 has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Club.

DELEGATION TO EXECUTIVE COMMITTEE

- 10.2 The Committee may delegate its powers to an Executive Committee comprising the Executive members and any other Committee members as determined by the Committee. The Executive Committee may meet and adjourn as it thinks proper. The Executive Committee shall report on its actions to the Committee.

DELEGATION TO PRESIDENT

- 10.3 In order to deal with matters that would otherwise be dealt with by the Committee or an Executive Committee, but that cannot be dealt with as such within reasonable time, the President may exercise any particular powers of the Committee on the approval to exercise those particular powers being granted by a majority of the Executive.

ACTING PRESIDENT

- 10.4 Where the President is unavailable for Club activities, the senior available Executive member may act as President. Where the President is unavailable for a continuous period exceeding three weeks the senior available Executive member shall be Acting President.

OTHER DELEGATIONS

- 10.5 The Committee may also appoint a person to act in a Committee position where the holder of that position is unavailable for a continuous period exceeding three weeks.
- 10.6 The Committee may also delegate particular duties of a Committee member subject to approval of the member.

11. CONSTITUTION AND MEMBERSHIP

- 11.1 The Committee is to consist of:
 - 11.1.1 the Executive of the Club; and
 - 11.1.2 at least 6 other Committee members.
- 11.2 The Executive of the Club are to be, by seniority:
 - 11.2.1 the President;
 - 11.2.2 at least one Vice-President;
 - 11.2.3 the Secretary;
 - 11.2.4 the Treasurer; and
 - 11.2.5 the Registrar.
- 11.3 Committee members shall retire at the next Annual General Meeting, although an Executive member or Committee member with an elected portfolio continues to act in their position if no election for that position is made at the Meeting, and until such position is filled as a casual vacancy.
- 11.4 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office,

subject to this Constitution, until the next Annual General Meeting. In lieu of directly appointing a member to a casual vacancy, the Committee may allow a by-election at a subsequent General Meeting.

- 11.5 If any full delegates (not alternate) to the regional Soccer association are not already Committee members during the time they are delegates, they shall be ex-officio members of the Committee. The Committee may also determine other Club appointments to have ex-officio membership of the Committee under Section 15.2 or by Management Rules.

12. ELECTION OF MEMBERS

- 12.1 Nominations of candidates for election as Executive members of the Club or as other Committee members:
- 12.1.1 must be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- 12.1.2 must be delivered to the Secretary of the Club at least 7 days before the date fixed for the holding of the Annual General Meeting at which the election is to take place.
- 12.2 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.
- 12.3 If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- 12.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected, subject to approval of the Meeting.
- 12.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- 12.6 The ballot for the election of Executive members and other Committee members is to be conducted at the Meeting in such usual and proper manner as the Committee may direct.

13. SECRETARY

- 13.1 The Secretary of the Club must, as soon as practicable after being appointed as Secretary, lodge notice with the Club of his or her address.
- 13.2 It is the duty of the Secretary to keep minutes of:
- 13.2.1 all appointments of Executive members and other Committee members;
- 13.2.2 the names of members of the Committee present at a Committee Meeting or a General Meeting; and
- 13.2.3 all proceedings at Committee Meetings and General Meetings.
- 13.3 Minutes of proceedings at a Meeting must be considered for approval at a subsequent Meeting and the consideration endorsed by the Chairperson of that subsequent Meeting, as follows:
- 13.3.1 for a Committee Meeting, the Minutes shall be considered at the next Committee Meeting, and
- 13.3.2 for a General Meeting of the Club, the Minutes shall be considered at the next General Meeting that is not a Special General Meeting convened under Section 27 of the Constitution. Minutes of proceedings at a Meeting must be signed by the Chairperson of the Meeting or by the Chairperson of the next succeeding Meeting.

14. TREASURER

14.1 It is the duty of the Treasurer of the Club to ensure:

- 14.1.1 that all money due to the Club is collected and received and that all payments authorised by the Club are made; and
- 14.1.2 that correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.

15. CASUAL VACANCIES

15.1 For the purpose of this Constitution, a casual vacancy in the office of a member of the Committee occurs if the member:

- 15.1.1 ceases to be a member of the Club; or
- 15.1.2 becomes insolvent under administration within the meaning of the Corporation Law; or
- 15.1.3 resigns office by notice given in writing to the Secretary, or verbally at a General or Committee Meeting and recorded in the Minutes; or
- 15.1.4 is removed from office under Section 16; or
- 15.1.5 becomes a mentally incapacitated person; or
- 15.1.6 is absent without the consent of the Committee from all Meetings of the Committee held during a period of three months or the period covering three consecutive Committee Meetings, whichever is the longer.

15.2 In addition to the positions made available for election at the Annual General Meeting held under Section 25.1.2, the Committee so elected may create up to three additional positions which may be filled as casual vacancies. Any further positions created should be approved by a Resolution of the Club.

16. REMOVAL OF A MEMBER

16.1 The Club may by a Resolution of the Club remove any member of the Committee from the office held by the member before the expiration of the member's term of office and may by such Resolution appoint another person to hold office until the expiration of the term of office of the member to be removed.

16.2 If a member of the Committee to whom a proposed Resolution referred to in Section 15.1 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 Club, the Secretary or the President may send a copy of the representations to each member of the Club 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.

16.3 The removal of a member from the office of President or the removal of more than two members from office at the same General Meeting shall require a Special Resolution.

17. COMMITTEE MEETINGS

17.1 The Committee must meet at least 3 times in each period of 12 months at such place and time as the Committee may determine.

17.2 Meetings of the Committee may be convened by the President or Secretary unless otherwise determined by the Committee. Any other two Committee members may convene a Committee Meeting if one has not been held for a period of three months.

- 17.3 Oral or written notice of a Meeting of the Committee must be given by the convenor to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the Meeting.
- 17.4 Notice of a Meeting given under Section 17.3 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.
- 17.5 Any 3 members of the Committee constitute a quorum for the transaction of the business of a Meeting of the Committee.
- 17.6 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.
- 17.7 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.
- 17.8 At Meetings of the Committee the President or, if the President wishes to stand down or in their absence, the senior available Executive member is to preside. If such persons are absent or unwilling to preside then one of the remaining members of the Committee as may be chosen by the Committee members present at the Meeting is to preside.

18. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 18.1 The Committee may delegate to one or more Sub-Committees (consisting of such member or members of the Club as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in writing, other than:
- 18.1.1 this power of delegation;
 - 18.1.2 its responsibilities under Sections 28 and 31 of this Constitution; and
 - 18.1.3 a function which is a duty imposed on the Committee by the Act or by any other law.
- 18.2 A function the exercise of which has been delegated to a Sub-Committee under Section 18.1 may, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 18.3 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.
- 18.4 Despite any delegation under this Section, the Committee may continue to exercise any function delegated.
- 18.5 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Section has the same force and effect as it would have if it had been done or suffered by the Committee.
- 18.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Section.
- 18.7 A Sub-Committee may meet and adjourn as it thinks proper.

19. VOTING AND DECISIONS

- 19.1 Questions arising at a Meeting of the Executive Committee, Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of that Committee or Sub-Committee present at the Meeting.

- 19.2 Each member present at a Meeting of the Executive Committee, Committee or of any Sub-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.
- 19.3 Subject to Section 17.5 the Committee may act despite any vacancy on the Committee.
- 19.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive Committee, 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 Executive Committee, Committee or Sub-Committee.

PART D - GENERAL MEETINGS

20. ANNUAL GENERAL MEETINGS

- 20.1 The Club must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Club, convene a General Meeting of its members to be known as the Annual General Meeting.
- 20.2 Section 20.1 has effect subject to any extension or permission granted by the Commissioner under Section 26 of the Act.
- 20.3 The Annual General Meeting of the Club is, subject to the Act and this Constitution, to be convened on such date and at such place and time as the Committee thinks fit.
- 20.4 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:
 - 20.4.1 to receive from the Committee reports on the activities of the Club during the last preceding financial year.
 - 20.4.2 to receive and consider the statement which is required to be submitted to members under Section 26 (6) of the Act.
 - 20.4.3 to elect the members of the Committee as determined under Section 11.
- 20.5 An Annual General Meeting must be specified as such in the notice convening it. The notice shall include the above items and shall specify the positions on the Committee for election as determined by the Committee. The notice shall also provide for discussion of general matters.

21. OTHER GENERAL MEETINGS

- 21.1 The Committee may, whenever it thinks fit, convene a General Meeting of the Club.
 - 21.1.1 such a Meeting may be for special purposes and/or for general matters
 - 21.1.2 notwithstanding that it shall convene at least one other General Meeting for general matters each year in addition to the Annual General Meeting.

22. NOTICE OF MEETINGS

- 22.1 The Secretary must, at least 21 days before the date fixed for the holding of the General Meeting provide a notice to members specifying the place, date and time of the Meeting and the nature of the business proposed to be transacted at the Meeting. The notice shall be provided to members by:
 - 22.1.1 being placed on the Club's Internet website, or
 - 22.1.2 included in, or with, the Club's Newsletter, or

- 22.1.3 being sent by pre-paid post to all members' addresses appearing in the register of members.
- 22.2 If the nature of the business proposed to be dealt with at a General Meeting requires a Special Resolution of the Club, the Secretary must state the intention to propose the Special Resolution within the notice of the Meeting.
- 22.3 No business other than that specified in the notice convening a General Meeting is to be transacted at the Meeting.
- 22.4 A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Committee through the Secretary. The Committee may approve or decline to have the business included in a notice calling for a General Meeting under the following conditions. Where the Committee declines to have the business included they shall provide the member the particular reasons for declining in writing within 14 days.
 - 22.4.1 On approval by the Committee the Secretary must include that business in an appropriate manner in the next immediate notice calling a General Meeting.
 - 22.4.2 The Committee may decline to include the business in the next notice calling a General Meeting for reasons that it is inappropriate. Such reasons may include that the business has already been resolved, that it should be dealt with by the Committee in the first instance, or the wording of the proposed business is defamatory in nature.
 - 22.4.3 The Committee may also decline to include the business, if such business has been considered by a General Meeting no longer than three months ago.

23. PROCEDURE FOR MEETINGS

QUORUM

- 23.1 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.
- 23.2 Five members present in person (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.
- 23.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the Meeting:
 - 23.3.1 if convened on the requisition of members, is to be dissolved: and
 - 23.3.2 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.
- 23.4 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) is to constitute a quorum.

CHAIRPERSON

- 23.5 At a General Meeting the President or, if the President wishes to stand down or in their absence, the senior available Executive member is to preside as chairperson. If such persons are absent or unwilling to preside then the members present must elect one of their number to preside at the Meeting.

ADJOURNMENT DURING MEETING

- 23.6 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.

- 23.7 If a General Meeting is adjourned for a time within 14 days, notice of an adjournment of the adjourned Meeting or of the business to be transacted at an adjourned Meeting is not required to be given.
- 23.8 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 Club stating the place, date and time of the Meeting and the nature of the business to be transacted at the Meeting.

24. DECISIONS AND RESOLUTIONS

RESOLUTION AT A GENERAL MEETING

- 24.1 A question arising at a General Meeting of the Club is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a Resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the Minutes of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the Resolution.
- 24.2 At a General Meeting of the Club, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the Meeting.
- 24.3 If a poll is demanded at a General Meeting, the poll must be taken:
- 24.3.1 immediately in the case of a poll which relates to the election of the chairperson of the Meeting or to the question of an adjournment; or
- 24.3.2 in any other case, in such manner and at such time before the close of the Meeting as the chairperson directs,
- and the Resolution of the poll on the matter is taken to be the Resolution of the Meeting on that matter.

RESOLUTION OF THE CLUB

- 24.4 A Resolution of the Club shall be a form of Resolution passed at a General Meeting which shall become a requirement or directive of the Club under Section 10.1. Such a Resolution must be, or be directly part of, specific business proposed on the notice of the Meeting under Section 22. "General Business" or "Other Business" is not specific business.
- 24.5 Management Rules of the Club may be amended by a Resolution of the Club.
- 24.6 A Resolution other than a Special Resolution may be suspended by the Committee within seven days of being passed at a General Meeting. Suspension of a Resolution requires notice of a General Meeting to be held within two months with a motion to rescind the Resolution on the notice of the Meeting. If at any stage the rescission motion is not proceeded with, or is not passed at the General Meeting, the Resolution is enacted.

SPECIAL RESOLUTION

- 24.7 A Resolution of the Club is a Special Resolution:
- 24.7.1 if it is passed by a majority which comprises at least three-quarters of such members of the Club as, being entitled under this Constitution so to do, vote in person or by proxy at a General Meeting of which at least 21 days' written notice specifying the intention to propose the Resolution as a Special Resolution was given in accordance with this Constitution; or

24.7.2 where it is made to appear to the Commissioner that it is not practicable for the Resolution to be passed in the manner specified in Section 24.7.1, if the Resolution is passed in a manner specified by the Commissioner.

25. VOTING AND PROXIES

- 25.1 On any question arising at a General Meeting of the Club a member, other than a Junior Member under the age of 15 years, has one vote only. Junior Members under the age of 15 years may not vote at a General Meeting.
- 25.2 All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- 25.3 In the case of an equality of votes on a question at a General Meeting, the chairperson of the Meeting is entitled to exercise a second or casting vote.
- 25.4 A member or proxy is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member or proxy to the Club has been paid, other than the amount of the annual subscription payable in respect of the then current year.
- 25.5 Each member, entitled to vote at a General Meeting, may appoint another member, similarly entitled, as proxy by notice given to the Secretary no later than 24 hours before the time of the Meeting in respect of which the proxy is appointed. The Notice appointing the proxy is to be in the form set out in Appendix 1 of this Constitution.

PART E - REQUISITIONING OF MEETINGS

26. REQUISITIONING A COMMITTEE HEARING

- 26.1 The Committee must, on the requisition in writing of at least 7 per cent of the total number of members, convene a full Committee Meeting of the Club.
 - 26.1.1 The Meeting must be held within 21 days of the requisition being lodged with the Secretary.
 - 26.1.2 The Meeting should be of a similar venue and date and times as has been provided for previous General Meetings.
 - 26.1.3 The members who have signed the requisition shall be invited to attend.
- 26.2 Such a requisition of members to attend a Club Committee Meeting:
 - 26.2.1 must state the matters for the Committee to consider; and
 - 26.2.2 must be signed by the members making the requisition; and
 - 26.2.3 must be lodged with the Secretary; and
 - 26.2.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

27. REQUISITIONING A GENERAL MEETING

- 27.1 If the Committee fails to convene a Club Committee Meeting under Section 26.1, the members who made the requisition, having met the requirements of Section 26.2, may convene a Special General Meeting within two months to deal with the same matters within the requisition.
- 27.2 If a Club Committee Meeting is held under Section 26.1, but the members who made the requisition are not sufficiently satisfied with the outcomes of that Committee Meeting, they may then lodge a second requisition, in this case for a Special General Meeting, to be held within two months of such a requisition being lodged with the Secretary.
- 27.3 The requisition under Section 27.2 must be:

- 27.3.1 be signed by 7% of the total number of members at a time after the Committee Meeting. The members need not be the same members who signed the initial requisition for a Committee Meeting.
 - 27.3.2 state the matters for the Special General Meeting to consider; and
 - 27.3.2 be signed by the members making the requisition; and
 - 27.3.3 be lodged with the Secretary within 2 months following the Committee Meeting as referred to; and
 - 27.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.4 If no notice of a Special General Meeting has been issued to members within one month of a valid requisition having been lodged with the Secretary, the members who submitted the requisition may convene the Special General Meeting themselves within three months of the requisition having been lodged.
- 27.5 A Special General Meeting convened by a member or members as referred to in Section 27 must be convened as nearly as is practicable in the same manner as General Meetings are convened by the Committee and any member who consequently incurs expenses relating to the convening and conducting of the Meeting is entitled to be reimbursed by the Club for any expense so incurred.

PART F - DISCIPLINE AND DISPUTES

28. DISCIPLINE AND DISPUTES COMMITTEE

- 28.1 The Club Committee may from time to time appoint a Discipline and Disputes Committee (D&D Committee) to consider disciplinary action against members of the Club and to resolve disputes within the Club.
- 28.2 At least one half of the membership of the D&D Committee shall be persons who are not members of the Committee. It shall be chaired by an Executive member of the Committee and shall also include the Secretary or a Club Committee member representing the Secretary to record proceedings and determinations.
- 28.3 The D&D Committee may make determinations affecting the rights and privileges of members; however any determinations made that affects the status of Club membership of a person is subject to Section 29.

29. MEMBERSHIP STATUS

- 29.1 A complaint may be made by any member of the Club in writing that some other member of the Club:
 - 29.1.1 has persistently refused or neglected to comply with a provision or provisions of this Constitution, or
 - 29.1.2 has wilfully acted in a manner prejudicial to the interests of the Club.
- 29.2 Notwithstanding that the D&D Committee may determine some other form of disciplinary action, it may determine that a member be expelled from the Club, placed on probation or suspended from the Club if, after considering the complaint under Section 29.1 and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 29.3 Determinations by the D&D Committee that would result in a member being expelled, placed on probation or suspended from the Club are subject to confirmation by the Club Committee.

- 29.4 Subject to any appeal being lodged, the Club Committee shall as soon as is practicable, by Resolution, confirm, amend or rescind a determination of the D&D Committee under Section 29.3. The Committee may not increase the severity of the disciplinary action by amending a determination of the D&D Committee made under Section 29.3.

30. PROCEEDINGS

- 30.1 Matters for the D&D Committee to consider are raised by way of a written complaint from a member of the Club submitted to the Secretary or by a report from a member of the Committee outlining a dispute requiring resolution or conduct that may require disciplinary action.
- 30.2 On receiving such a complaint in writing, the D&D Committee:
- 30.2.1 must satisfy itself that the basis of the matters raised are probable and reasonable; and if so then
 - 30.2.2 must cause notice of the matters to be served on the members concerned; and
 - 30.2.3 must give the members at least 14 days from the time the notice is served within which to make submissions to the D&D Committee in respect of complaints lodged under Section 29.1, and at least 7 days in respect of other matters; and
 - 30.2.4 must take into consideration any other submissions made by the member in connection with the matters.
- 30.3 If a person affected by a determination is absent from the hearing at the time the determination is made, the Secretary must, within 7 days after the determination is made, cause written notice to be given to the member(s) of the determination made and any right of appeal the members may have.

31. RIGHT OF APPEAL TO CLUB COMMITTEE

- 31.1 A person affected by a determination of the D&D Committee must be advised of any right of appeal. Such a person may appeal in writing, within seven days of being notified of the determination, to the Secretary and make representations to and before the Club Committee. The Club Committee shall consider the determination as soon as practicable. Members of the Committee who were members of the D&D Committee shall abstain from voting on the consideration of the appeal. Subject to Section 29.4, the Committee may vary or rescind the determination of the D&D Committee as it sees fit.
- 31.2 The Secretary must, within 7 days after a decision is made by the Club Committee on an appeal cause written notice to be given to the member of the decision made and any further right of appeal the member may have.

32. RIGHT OF APPEAL TO A GENERAL MEETING

- 32.1 A member, other than a member already on probation, may appeal to the Club in General Meeting against a decision of the Committee under Section 31.1, within 7 days after notice of the decision is served on the member, by lodging with the Secretary a notice to that effect.
- 32.2 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.
- 32.3 On receipt of a notice from a member under Section 32.1, the Secretary must notify the Committee which is to convene a General Meeting of the Club to be held within 28 days after the date on which the Secretary received the notice.
- 32.4 At a General Meeting of the Club convened under Section 32.5:
- 32.4.1 no business other than the question of the appeal is to be transacted; and
 - 32.4.2 the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and

- 32.4.3 the members present are to vote by secret ballot on the question of whether the Committee decision should be confirmed or revoked.
- 32.5 If at the General Meeting the Club passes a Resolution of the Club in favour of confirmation of the Committee Resolution, the Committee decision is confirmed as a Resolution of the Club.
- 32.6 The expulsion, probation or suspension of a member does not take effect where a member has a right of appeal under this Section:
- 32.6.1 until the expiration of the period within which the member is entitled to appeal against the Resolution concerned; or
- 32.6.2 if within that period the member exercises the right of appeal, unless and until the Club confirms the decision under Section 32.5, whichever is the later.

33. RIGHT OF APPEAL AGAINST A RESOLUTION OF THE CLUB

- 33.1 Ongoing disputes between members and the Club, are to be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983.

PART G - MISCELLANEOUS

34. INSURANCE

- 34.1 The Club must effect and maintain insurance under Section 44 of the Act.
- 34.2 In addition to the insurance required under Section 34.1, the Club may effect and maintain other insurance.

35. FUNDS - SOURCE

- 35.1 The funds of the Club are to be derived from entrance fees, annual subscriptions and registration fees of members, donations and other fund raising activities as determined by the Committee.
- 35.2 Money received by the Club must be deposited as soon as practicable to the credit of the Club's bank account.
- 35.3 The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

36. FUNDS - MANAGEMENT

- 36.1 Subject to any Resolution passed by the Club in General Meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Committee determines. However no portion of funds shall be paid or distributed directly or indirectly to the members of the Club except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.
- 36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Club, being members or employees authorised to do so by the Committee.
- 36.3 Where expenditure is paid for or reimbursed from a cash float, such expenditure must be adequately documented and checked and countersigned on a regular basis. Persons checking and countersigning must be Committee members or persons authorised by the Committee.

37. ALTERATION OF OBJECTS AND CONSTITUTION

37.1 The statement of objects and this Constitution may be altered, rescinded or added to only by a Special Resolution of the Club.

38. COMMON SEAL

38.1 The Common Seal of the Club must be kept in the custody of the public officer.

38.2 The Common Seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal must be attested to by the signatures either of 2 members of the Committee or of 1 member of the Committee and of the Public Officer or Secretary.

39. CUSTODY OF BOOKS

39.1 Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

40. INSPECTION OF BOOKS

40.1 The records, books and other documents of the Club must be open to inspection, free of charge, by a member of the Club at a reasonable time normally within 14 days of a written request.

41. SERVICE OF NOTICES

41.1 For the purpose of this Constitution, a notice may be served by or on behalf of the Club on any member either personally or by sending it by post to the member at the member's address shown in the register of members. This shall include the serving of Notices of Meetings under Section 26 which may be served personally or by post in lieu of other specified means of distribution.

41.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is, unless the contrary is proved, taken for the purposes of this Constitution to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

41.3 Where members share the same address a notice for all members, if sent to one of the members at that address, shall be deemed to have been sent to all members resident at that address, notwithstanding that a member at that address may request the Secretary in writing to send them such notices individually.

41.4 A general notice placed in the Club Newsletter or on the Club's Internet website is considered to have been provided to members on the day it is placed on the website or the day the Newsletter is available for collection at its normal initial place of distribution, whichever is the earlier.

42. ACTION ON DISSOLUTION

42.1 In the event of the Club being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be paid and applied by the Club in accordance with its powers to the benefit of any organisation which has similar objects and which has rules prohibiting the distribution of its assets and income to its members.

APPOINTMENT OF PROXY

I,
(full name)

of
(address)

being a member of Gwawley Bay Soccer Club Incorporated

hereby appoint the Chairperson *or
(full name of proxy if not Chairperson)

of
(address of proxy if not Chairperson)

also being a member of Gwawley Bay Soccer Club Incorporated entitled to vote, as my proxy to vote for me on my behalf at the Annual / Special *General Meeting of the Club to be held on the

.....day of19.....
and at any adjournment of that Meeting.

* My proxy is authorised to vote at their discretion on any matters at the Meeting.

* My proxy is authorised to vote as directed in favour of / against * the following resolution(s)....

.....
.
.....
....

* In addition to the above directions my proxy is authorised to vote at their discretion on any other matters at the Meeting.

.....
Signature of member appointing proxy Date

NOTE: * delete as appropriate