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# Raymond Terrace Soccer Club Incorporated

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Constitution

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# Part 1 – Preliminary

## 1. Definitions

1) In this constitution:

**Annual General Meeting** means the Annual General Meeting of the Club.

**Committee** are the elected group responsible for the day to day running of the Club in accordance with this constitution. The Office Bearers constitute part of the committee of the Club.

**Constitution** means this Constitution of the Raymond Terrace Soccer Club.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

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

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

**Life Member** means an individual appointed as a Life Member of the Club under clause 10.

**Member** means a Member for the time being of the Club as defined in clause 7.

**Objects** means the objects of the Club as defined in clause 3.

**Office Bearers** are a group of the Committee as defined in clause 21.

**Ordinary Committee Member** means a member of the committee who is not an office bearer.

**Principle Place of Administration** means the secretary's place of residence.

**Public Officer** means the person appointed to be the public officer of the Club in accordance with the Act, this will be the Secretary.

**Register** means a register of Members kept and maintained in accordance with clause 14.

**Returning Officer means** acts as a chairman for the purpose of the election of the new committee members at the Annual General Meeting.

**Rules, Regulations, Codes of Conduct, Policies** mean any Rules, Regulations, Codes of Conduct, Policies made by the Committee, Association and or Governing Body.

**Seal** means the common seal of the Club.

**Special General Meeting** means a special meeting called as defined in clause 37, which is not an Annual General Meeting or Committee Meeting.

**Special Resolution** means a special resolution as defined in the Act, a major change to the constitution.

**Sub Committee** a sub branch, reporting to the Committee for various special roles e.g. fundraising, building that may or maynot include general Committee Members.

**the Act** means the *Associations Incorporation Act 2009*.

**the Club** means Raymond Terrace Soccer Club.

**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 a 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 under the Act.

## **2. The Club**

- 1) The Club shall be known as the "Raymond Terrace Soccer Club" which shall herein after in this constitution is referred to as "The Club".
- 2) The Club emblem is a Lion.
- 3) The Club colours are Green and Yellow.

## **3. Objects of the Club**

Raymond Terrace Soccer Club is a community-based organisation and as such the Objects of the Club are to:

- 1) Promote, foster, encourage and participate in the sport of Football, and the enjoyment thereof, and
- 2) Adopt and implement such policies as may be developed by the Club or Governing Bodies, including (as relevant and applicable) Member protection, health and safety, junior sport, and such other matters as may arise as issues to be addressed, and
- 3) Represent the interests of its Members and of football generally in any appropriate forum in Raymond Terrace, and
- 4) Have regard to the public interest in its operations, and
- 5) Use and protect the Intellectual Property of the Club, and
- 6) Seek and obtain improved facilities for the enjoyment of football in the Club, and
- 7) Promote the development of coaching and individual player skills to enhance team play and the overall football experience, and
- 8) Emphasize fun, good sportsmanship and teamwork at all levels of play, and
- 9) As a community organisation the Club relies on the voluntary efforts of its players, parents and supporters.

## **4. Governing Body**

The Club shall conform to the constitution of all appropriate Association and Federations under which it has teams entered.

## **5. Headquarters**

The headquarters of the Club shall be King Park, Newline Road, Raymond Terrace.

## Part 2 - Membership

### 6. Membership Qualifications

- 1) A person is eligible to be a member of the Club if:
  - a. the person is a natural person, and
  - b. the person has applied and been approved for membership of the Club in accordance with clause 8.
- 2) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under section 6 (1) (a) of the Act was made.

### 7. Membership Categories

- 1) Membership Categories are:
  - a. **Committee Member** – a member of the committee, as referred to in clause 21.1 and 21.2. Committee Members must be a financial member of the Club. Committee Members have voting rights at all meetings.
  - b. **General Member** – a general member is any person who is a financial member of the Club. General Members will be able to nominate for election onto the Committee and have voting rights at the Annual General Meeting and any Special General Meetings.
  - c. **Coaches and Managers** – applied for by way of an application form (including by email or other electronic means, if the committee so determines) as determined by the Committee and are approved by the Committee. Coaches and Managers will be able to nominate for election onto the Committee and have voting rights at the Annual General Meeting and any Special General Meetings.
  - d. **Playing Members** – any person over the age of 18 years registered as a player for Raymond Terrace Soccer Club becomes a Playing Member. Playing Members will be able to nominate for election onto the Committee and have voting rights at the Annual General Meeting and any Special General Meetings.
  - e. **Junior Members** – any person under the age of 18 years registered as a player for Raymond Terrace Soccer Club becomes a Junior Member. Junior Members will not be able to nominate for election onto the Committee nor have voting rights at the Annual General Meeting and any Special General Meetings.
  - f. **Life Member** – is a person elected under clause 10. Life Members have voting rights at the Annual General Meeting and any Special General Meetings.
- 2) Every Member shall be bound to further, to the best of their ability, the Objects, interests and standing of the Club and shall observe the Constitution, Rules and Regulations, Codes of Conduct and Policies of the Club in force at all times.

### 8. Nomination for General Membership

- 1) An application by a person for General Membership of the club:
  - a. must be made 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 club.
- 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) As soon as practicable after the committee makes that determination, the secretary must:
  - a. notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable), and
  - b. if the committee approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- 4) The secretary must, on payment by the applicant of the amounts referred to in sub clause 3) b. within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the club.

## **9. Playing Members and Junior Members**

Each Playing Member and Junior Member is accepted as a member by completing a Player Registration Form as required by the Club and Governing Bodies at the beginning of every Football season and paying the appropriate registration fee, which is set by the Club in January each year subject to the Governing Bodies Fees being released.

## **10. Life Membership**

Life Membership is an honor bestowed upon an individual Club Member whose exceptional and outstanding service and contribution has provided a measurable benefit to the Club over an extended period of time.

- 1) Life Members shall be those persons previously being Life Members of Raymond Terrace Soccer Club Limited and/or Raymond Terrace Soccer Club (the former clubs).
  - a. The following persons shall be entitled to be nominated for life membership of the Club:
  - b. Committee Members of the current and former clubs for a period of not less than ten (10) consecutive years.
  - c. Registered Playing Members of the Club for a period of not less than ten (10) consecutive years.
  - d. Coaches and Managers of the Club for a period of not less than ten (10) consecutive years.
- 2) Nomination for Life Membership shall be:
  - a. Made in writing on the form set out at Appendix 1, signed by 2 members of the Club, and shall provide a written service history of the nominee, together with their supportive reasons to Life Membership being bestowed and fulfilling the criteria in clauses 10.1 and 10.2.
  - b. Must be lodged with the secretary of the Club.
- 3) As soon as practicable after receiving a nomination for Life Membership, the secretary must refer the nomination to the next Committee Meeting to determine whether to approve or to reject the nomination.
- 4) The nominee shall be granted Life Membership if a majority of the Committee approves the nomination.
- 5) Life members will be:
  - a. Presented with a Club Badge,
  - b. Recognised on the Club Honor Board,
  - c. Given voting rights at the Annual General Meeting and any Special General Meetings, and
  - d. Presented with a Calendar of Events each season
- 6) Life membership is not transferable.
- 7) A Life Membership may be revoked if that person brings the Club into serious disrepute.

## **11. Cessation of Membership**

- 1) A person ceases to be a member of the Club if the person:
  - a. dies, or
  - b. resigns membership, or
  - c. is expelled from the Club, or
  - d. Fails to pay the annual membership fee under clause 15 within 3 months after the fee is due.
- 2) The Management Committee shall have the power to suspend or expel any member of the Club for:
  - a. Any of the events in 11.1, or
  - b. False or inaccurate statements made in the members' application for membership of the Club, or
  - c. A breach of any rule, regulation or policy of the Club, or
  - d. By any act detrimental to the Club after having undertaken due inquiry.
- 3) Any member who is expelled, suspended or has had their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a Committee Meeting called for such purpose, and the decision at that Committee Meeting shall be final.

## **12. Membership Entitlements not Transferable**

- 1) A right, privilege or obligation which a person has by reason of being a member of the Club:
  - a. is not capable of being transferred or transmitted to another person, and
  - b. terminates on cessation of the person's membership

## **13. Resignation of Membership**

- 1) A member of the Club may resign from membership of the Club by first giving to the secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 2) If a member of the Club ceases to be a member under sub clause 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.

## **14. Register of Members**

- 1) The secretary must establish and maintain a register of members of the Club (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Club together with the date on which the person became a member.
- 2) The register of members must be kept in New South Wales:
  - a. at the main premises of the Club, or
  - b. if the Club has no premises, at the Club's official address.
- 3) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- 4) A member of the Club may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 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 Club or other material relating to the Club, 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 sub clauses (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.
- 8) The Registrar of the Club must establish and maintain a register of members and life members of the Club specifying the name and address of each person who is a member of the Club together with the date on which the person became a member.
- 9) A register of members must be kept at the principal place of administration of the Club and must be open for inspection, free of charge, by any member of the Club at any reasonable hour.

## **15. Fees and Subscriptions**

Membership Fees will be set by the Committee in January each year subject to the Governing Bodies Fees being released.

### **General Members**

- 1) A member of the Club must, on admission to membership, pay to the Club a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- 2) In addition to any amount payable by the member under clause 1), a member of the Club must pay to the Club an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - a. except as provided by sub clause (b), before the first day of the financial year of the Club in each calendar year, or
  - b. if the member becomes a member on or after the first day of the financial year of the Club in any calendar year—on becoming a member and before the first day of the financial year of the Club in each succeeding calendar year.

### **Coaches and Managers**

- 1) Once approved by the committee for the current season, Coaches and Managers will be a financial member of the club for the remainder of that calendar year. These positions will be General members but fees will be waived by the Club.

### **Playing Members and Junior Members**

- 1) Playing and Junior Members Fees are included in their registration fees for the season, registration fees must be paid before the commencement date of the competition for which the player is registered.

## **16. Members' Liabilities**

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 clause 15.

## **17. Resolution of Disputes**

- 1) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centre's 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.

## **18. Disciplining of Members**

- 1) A complaint may be made to the committee by any person that a member of the Club:
  - a. has refused or neglected to comply with a provision or provisions of this constitution, or
  - b. has willfully acted in a manner prejudicial to the interests of the Club.
- 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 Club or suspend the member from membership of the Club 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 19.
- 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 Club confirms the resolution under clause 19, whichever is the later.

## **19. Right of Appeal of a Disciplined Member**

- 1) A member may appeal to the Club in general meeting against a resolution of the committee under clause 18, 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 sub clause (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.
- 4) At a general meeting of the Club convened under sub clause (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 Club.

## Part 3 - Management Committee

### **20. Powers of the Committee**

Subject to the Act, the Regulation, this constitution and any resolution passed by the Club in general meeting, the committee:

- 1) is to control and manage the affairs of the Club, and
- 2) may exercise all the functions that 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
- 3) 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 Club.

### **21. Composition and Membership of the Committee**

- 1) The committee is to consist of:
  - a. the office-bearers of the Club, and
  - b. five ordinary committee members,
- 2) The total number of committee members is to be 11.
- 3) The office-bearers of the Club are as follows:
  - a. the President,
  - b. the Vice President,
  - c. the Treasurer,
  - d. the Secretary,
  - e. the Registrar
  - f. the Fixtures Officer
- 4) The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Registrar.
- 5) A committee member may hold up to 2 offices (other than both the offices of President and Vice President).
- 6) There is no maximum number of consecutive terms for which a committee member may hold office.
- 7) 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.

### **22. Election of Committee Members**

- 1) Nominations of candidates for election as office-bearers of the Club or as ordinary committee members:
  - a. 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 the nomination), and
  - b. 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.
- 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 committee 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 Club must be a member of the Club.

## **23. President**

The president is to preside and chair each meeting of the club.

## **24. Vice President**

When the president is unavailable, the vice president is to fulfill the duties of the president.

## **25. Secretary**

- 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.
- 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 sub clause (3).

## **26. Treasurer**

- 1) It is the duty of the Treasurer of the Club to ensure:
  - a. that all money due to the Club is collected and received and that all payments authorised by the Club are made, and
  - b. 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, and
  - c. arrange for a suitably qualified auditor as appointed by the Committee to audit the books of accounts before the Annual General Meeting.

## **27. Registrar**

- 1) The Registrar of the Club shall be responsible for:
  - a. maintaining a record of registration of all players, and
  - b. collecting all fees, checking identification and issuing receipts for the same and pay all monies to the Treasurer, and
  - c. the registering of players and their respective teams with the Club and governing bodies.

## 28. 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 Club 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 Club, 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 29, or
  - f. is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - g. is convicted of offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months, or
  - h. 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.

## 29. Removal of Committee Members

- 1) The Club 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 sub clause 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.

## 30. Meetings and Quorum

- 1) The committee must meet at least 8 times in each period of 12 months at the place and time that the committee may determine, the designated meeting will be held on the second Monday of the month.
- 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 sub clause 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.

### **31. Appointment of Club 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 Club 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 28 applies.

### **32. Use of Technology at Committee Meetings**

- 1) A committee meeting may be held at 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.

### **33. 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 Club 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) Despite 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.

### **34. 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 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 30 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.

## Part 4 - General Meetings

### **35. Annual General Meetings – the Holding of**

- 1) The Club must hold its first annual general meeting within 18 months after its registration under the Act.
- 2) The Club must hold its annual general meetings:
  - a. within 3 months after the close of the Club's financial year, or
  - b. within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **36. Annual General Meetings – Calling of and Business at**

- 1) The annual general meeting of the Club is, subject to the Act and to clause 35, to be convened within the first two weeks of December each year.
- 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 Club during the last preceding financial year,
  - c. to elect office-bearers of the Club and ordinary committee members,
  - d. to receive and consider any financial statement or report required to be submitted to members under the Act.
- 3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **37. Special General Meetings**

- 1) The committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 2) The committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Club.
- 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 3 months after that date.
- 5) A special general meeting convened by a member or members as referred to in sub clause 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 sub clause 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.

### **38. Notice**

- 1) Except 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, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member 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 Club, 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 specifying, in addition to the matter required under sub clause (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 36 (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.

### **39. 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.

### **40. 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 Club.
- 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.

### **41. 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 Club 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 sub clauses (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.

## **42. Making of Decisions**

- 1) A question arising at a general meeting of the Club is to be determined by:
  - a. a show of hands or, if the meeting is one to which clause 47 applies, any appropriate corresponding method that the committee may determine, or
  - b. if on the motion of the chairperson or if 5 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 Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 3) Sub clause (2) applies to a method determined by the committee under sub clause (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

## **43. Special Resolution**

- 1) A resolution is passed by the Club as a special resolution:
  - a. at a meeting of the Club of which notice has been given to its members no later than 21 days before the date on which the meeting is held, or
  - b. in a postal or electronic ballot conducted by the Club, or
  - c. in such other manner as the Secretary may direct,

if it is supported by at least three-quarters of the votes cast by members of the Club who, under the Club's constitution, are entitled to vote on the proposed resolution.

- 2) A notice referred to in sub clause 1) a. must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- 3) A postal or electronic ballot referred to in sub clause 1) b. may only be conducted in relation to resolutions of a kind that the Club's constitution permits to be voted on by means of a postal or electronic ballot and, if conducted, must be conducted in accordance with the regulations.
- 4) A direction under sub clause 1) c. may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by sub clause 1) a. or b.

## **44. Voting**

- 1) On any question arising at a general meeting of the Club 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 Club unless all money due and payable by the member to the Club has been paid.
- 4) A member is not entitled to vote at any general meeting of the Club if the member is under 18 years of age.

#### **45. Proxy Votes not Permitted**

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

#### **46. Postal or Electronic Ballots**

- 1) The Club may hold a postal or electronic ballot (as the committee determines) to determine any issue or proposal (other than an appeal under clause 19).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

#### **47. Use of Technology at General Meetings**

- 1) A general meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the Club's members a reasonable opportunity to participate.
- 2) A member of the Club 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

### **48. Insurance**

- 1) The Club must effect and maintain public liability insurance.
- 2) In addition to the insurance required under clause (37.1), the Club may effect and maintain other insurance.

### **49. Funds - Source**

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

### **50. Funds - Management**

- 1) Subject to any resolution passed by the Club in general meeting, the funds of the Club are to be used solely in pursuance of the objects of the Club in the manner that the committee determines.
- 2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) authorised signatories.

### **51. Club is Not for Profit**

Subject to the Act and the Regulation, the Club must apply its funds and assets solely in pursuance of the objects of the Club 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.

### **52. Distribution of Property on Winding up of Club**

- 1) Subject to the Act and the Regulations, in a winding up of the Club, any surplus property of the Club 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 the Club is a reference to that property of the Club remaining after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of the winding up of the Club.

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

### **53. Change of Name, Objects and Constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **54. Fundraising/Sponsorship**

The committee must approve all fundraising/sponsorship.

### **55. Presentation Day**

The committee shall determine the date of the Club presentation days.

## **56. Common seal**

- 1) The common seal of the Club must be kept in the custody of the public officer (Secretary).
- 2) The common seal must not be affixed to any deed or document except by the authority of the committee and the affixing of the common seal must 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.

## **57. Custody of Books**

- 1) Except as otherwise provided by this constitution, all records, books and other documents relating to the Club must be kept in New South Wales:
  - a. at the main premises of the Club, in the custody of the public officer or a member of the Club (as the committee determines), or
  - b. if the Club has no premises, at the Club's official address, in the custody of the public officer.
- 2) All such records and documents remain as the property of the Club.

## **58. Inspection of Books**

- 1) The following documents must be open to inspection, free of charge, by a member of the Club at any reasonable hour:
  - a. records, books and other financial documents of the Club,
  - b. this constitution,
  - c. minutes of all committee meetings and general meetings of the Club.
- 2) A member of the Club may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.
- 3) Despite sub clauses (1) and (2), the committee may refuse to permit a member of the Club to inspect or obtain a copy of records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

## **59. 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.

## **60. Financial Year**

The Financial Year of the Club shall be from 1 October to 30 September each year.

# Appendix 1: Application for Life Membership

Raymond Terrace Soccer Club Incorporated (incorporated under the *Clubs Incorporation Act 1984*)

I, \_\_\_\_\_ a member for the Club, hereby nominate,  
*(Full name)*

\_\_\_\_\_ Whom, I do personally know, for Life  
*(Full name of proposed life member)*

membership of the Club.

I provide the following justification for the above named nominee for admission as a Life member of the Club:

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\_\_\_\_\_  
Signature of proposer

\_\_\_\_\_  
Date

I, \_\_\_\_\_ a member for the Club, second the nomination  
*(Full name)*

of the applicant, who is personally known to me, for Life membership of the Club.

\_\_\_\_\_  
Signature of seconder

\_\_\_\_\_  
Date

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**Office Use Only**

Meeting of Approval: \_\_\_\_\_ Membership Number: \_\_\_\_\_

Date recorded in Register: \_\_\_\_\_ Recorded by: \_\_\_\_\_