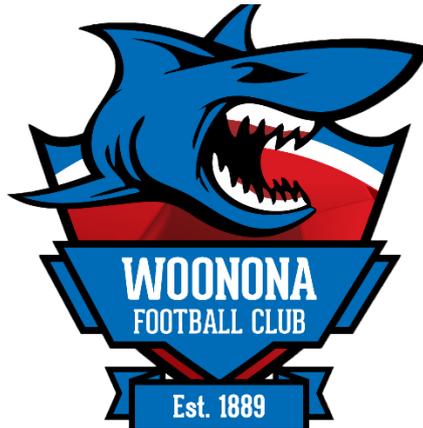


Woonona Football Club Incorporated



Constitution

INCORPORATION NUMBER - Y0323848

DATE OF INCORPORATION – 29th Jan 1998

Ratified and adopted at the Club Annual General Meeting on 21st November

2023 Under the Associations Incorporations Act 2009 (NSW)

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DEFINITIONS AND INTERPRETATION

1 Definitions

1.1 **Act** means the Associations Incorporation Act 2009 No.7.

1.2 **Annual General Meeting** means a general meeting held at least once in each calendar year and within six months after the expiration of each Financial Year of the Club. It contains the business as described in clause 26.

1.3 **Assets** means any legal or equitable estate or interest.

1.4 **Authorised Signatory**, in relation to an association, means a person appointed under section 36 of the **Act** as an authorised signatory for the association and includes the association's public officer.

Club means the Woonona Football Club Incorporated.

1.5 **Committee** means the governing body of the Club.

1.6 **Committee Member** in relation to an association means a person elected or appointed under the association's constitution as a committee member of the association.

1.7 **Constitution** means the constitution of the club.

1.8 **Director General** means as defined in the Act.

1.9 **Executive** means those members of the Committee referred to in Clause 18.1

1.10 **Junior Member** means any person who has yet to attain the age of eighteen (18) who is currently registered to play for the Club.

1.11 **Senior Member** means any person who has attained the age of eighteen (18) who is currently registered to either play for the Club or Coach or manage any team.

1.12 **Life Member** means an individual nominated after satisfying the membership and nomination conditions and appointed by the Club.

1.13 **Ordinary Member** means any person over eighteen (18) years who has been admitted to the Club per these rules.

1.14 **Pecuniary gain** means the definition in the Act or The Regulations.

1.15 **Poll** means that the number of votes will be recorded in the minutes of the Club.

1.16 **Public Officer** means the person who is, for the time being, the association's public officer under this Act.

1.17 **Register of Committee Members** means the register of committee members kept by the association for section 29 of the Act.

1.18 **Regular General Meeting** means such general meetings of the club are not special or annual general meetings.

Senior Member means any person who has attained the age of eighteen (18) who is currently registered to play for the Club.

- 1.19 **A simple Majority** means more than 50% of the votes entitled to be cast.
- 1.20 **Special General Meeting** means a general meeting of the Club other than an annual or regular general meeting.
- 1.21 **Special Majority** means more than 75% of the votes entitled to cast.

2 Interpretation

- 2.1 In this constitution, headings are for convenience only and do not affect the interpretation of this constitution and, unless the contrary intention appears:
- a) Words importing the singular include the plural and vice versa.
 - b) Words importing a gender include every other gender.
 - c) Words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group, or other body (whether or not the body is incorporated).
 - d) A reference to a person includes that person's successors and legal personal representatives.
 - e) A reference to any statute, regulation, proclamation, ordinance or by-laws consists of all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them, and a reference to a statute includes all regulation, proclamations, ordinances, and by-laws issued under that statute and
 - f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

STATEMENT OF OBJECTS

3 Objectives

- 3.1 The objectives of the Club are to provide the local community of all ages the framework and opportunity to participate in organised football competitions while upholding sportsmanship and respect for all.
- 3.2 This will be achieved by:
- a) Creating a safe, supportive, and fun-filled learning environment fosters the development of football skills and where each participant strengthens their love of the game and can achieve their own goals regardless of age, gender, cultural background, or ability.
 - b) Providing both development pathways and social engagement for participants.
 - c) Engage with the local community to raise the game's profile and develop the infrastructure to accommodate all participants at a reasonable cost;
 - d) Foster good sportsmanship and respect all those participating in any football environment.

- e) Affiliate and liaise with the sport's governing bodies (FSC, FNSW & FFA) of which the club is a member and adopt their rules and policy frameworks.
- f) The club's colours combine Red, Royal Blue and White or other colours as agreed by the Committee from year to year.

MEMBERSHIP

4 Class of Membership

- 4.1 Unless otherwise resolved by the Committee in a general meeting, the membership of the Club will consist of:
- a) Ordinary Members.
 - b) Junior Members.
 - c) Senior Members.
 - d) Committee Members.
 - e) Life Members.

5 Membership Qualifications (Junior Senior Ordinary Committee Life)

- 5.1 A person shall automatically become a **Junior Member** of the club without further nomination if they have yet to attain the age of eighteen (18) years and are currently registered to play for the Club.
- 5.2 No Junior member shall be entitled to nominate any person for membership, stand for or be elected for any position on the committee of the club or nominate any either person to stand for the committee of the club or to vote in any election or any ballot of the election of members of the committee of the club or to vote at any meeting of the club.
- 5.3 A person shall automatically become a **Senior Member** of the Club without further nomination if they have attained the age of eighteen (18) years and are currently registered to play for the Club or are appointed by the Club as a coach or manager.
- 5.4 A person is qualified to be an **Ordinary Member** of the Club if, but only if:
- a) The person has attained the age of eighteen (18) years and:
 - b) Has been nominated for membership of the Club as provided by Clauses 7.1-7.5 and
 - c) has been approved for membership of the Club by the Committee of the Club.
- 5.5 A person shall become a **Committee Member** of the club if, but only if:
- a) The person has attained the age of eighteen (18) years and:
 - b) Has been nominated for a committee position as provided by Clauses 19.1-19.3 and elected to the Committee as provided by Clauses 19.4-19.8.

- 5.6 A **Life Member** shall be any member elected by a two-thirds majority of those present at any annual or special general meeting of the club and shall be entitled to all privileges as an ordinary club member without paying the annual subscription or any payment for such Life Membership. Only member shall be elected a Life member if they have been a continuous member for at least seven years and has rendered exceptional service to the Club.
- 5.7 At most, two (2) Life members shall be elected in any financial year. If there are more than two nominations for Life membership, the committee will select the two (2) to be proposed for election by the members at the Annual General Meeting.
- 5.8 All existing Life members of Woonona Junior Football Club will be recognised as life members of Woonona Football Club.
- 5.9 No junior member shall be entitled to nominate any person for membership, stand for or be elected for any position on the committee of the club or nominate any either person to stand for the committee of the club or to vote in any election or any ballot of the election of members of the committee of the club or to vote at any meeting of the club.

6 Nomination for ordinary membership

- 6.1 A person shall automatically be nominated as an Ordinary Member on election to the Committee.
- 6.2 A member of the Club shall nominate a person for ordinary membership of the Club in writing and shall be lodged with the Secretary via the Club's email address.
- 6.3 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the committee, which shall determine whether to approve or reject the nomination.
- 6.4 Where the committee determines to approve a nomination for membership, the secretary shall notify the nominee of that approval as soon as practicable after that determination and request the nominee to pay within 28 days the annual subscription.
- 6.5 On payment by the nominee of the amounts referred to in clause 13.1 within the period referred to in that clause, the secretary shall enter the nominee's name in the register of Ordinary Members. After that, the nominee becomes an Ordinary Member of the Club.

7 Members Rights

- 7.1 An Ordinary Member has the right to:
- a) receive notices of and to attend and be heard at any general meeting of the Club; and
 - b) vote at any general meeting of the Club.
- 7.2 A Committee Member has the right to:
- a) receive notices of and to attend and be heard at any committee meeting of the Club; and

- b) vote at any committee meeting of the Club.

7.3 A Life Member has the right to:

- a) receive notices of and to attend and be heard at any committee meeting of the Club; and
- b) vote at any committee meeting of the Club.

8 Cessation of membership

8.1 A person ceases to be a member of the Club if the person:

- a) Dies.
- b) resigns that membership or
- c) is expelled from the Club or
- d) fails to pay the annual membership fee to the Club within one month from the date upon which that fee becomes payable by these rules.

8.2 A person ceases to be a Junior Member if they cease to be a registered player for the Club.

8.3 A person ceases to be a Senior Member if they cease to be a registered player, coach, or manager for the Club.

9 Membership entitlements are not transferable.

9.1 A right, privilege, or obligation which a person has because of being an ordinary member of the Club:

- a) is not capable of being transferred or transmitted to another person,
and
- b) terminates upon cessation of the person's membership.

10 Resignation of membership

10.1 An Ordinary Member of the Club may resign from membership of the Club by first giving notice (being not less than one month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be an Ordinary Member.

11 Register of members

11.1 The Public Officer of the Club shall establish and maintain a register of Ordinary Members of the Club specifying the name, address, email address, contact phone number, and date of birth for each person who is an Ordinary Member of the Club together with the date on which the person became an Ordinary Member.

11.2 The Registrar of the Club shall establish and maintain a register of Junior Members of the Club specifying the name, address, email address, contact phone number, and date of

birth for each person (and/or guardian) who is a Junior Member of the Club together with the date on which the person became a Junior Member.

- 11.3 The Registrar of the Club shall establish and maintain a register of Senior Members of the Club specifying the name, address, email address, contact phone number, and date of birth for each person who is a Senior Member of the Club, together with the date on which the person became a Senior Member.
- 11.4 Where an Ordinary Member of the Club ceases to be an Ordinary Member, the Public Officer shall make an appropriate entry in the register of Ordinary Members recording the date on which the Ordinary Member ceased to be an Ordinary Member.
- 11.5 The register of members shall be kept at the principal place of administration of the Club and shall be open for inspection, free of charge, by any member of the Club at any reasonable hour.

12 Fees, subscriptions, etc.

- 12.1 Upon admission to membership, an Ordinary Member of the Club shall pay the Club an annual subscription fee of \$1 or, where the committee, of that other amount, determine some additional amount.
- 12.2 A Junior Member or Senior Member shall pay no joining fee or annual membership fee. However, the Committee of the club may charge any Junior Member or Senior Member a registration fee, which the Committee shall determine from time to time.

13 Member's liabilities

- 13.1 The liability of an Ordinary 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 Ordinary Member in respect of membership of the Club as required by clause 13.
- 13.2 A Junior Member, Senior Member, Committee Member, or Life Member of the Club have no liability 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.
- 13.3 Personal liability of Committee members: a matter of thing done or omitted to be done by a Committee member or by a person acting under the direction of a Committee member does not if the matter or thing was done or omitted to be done in good faith to exercise the Committee member's functions under the Act, subject the Committee member or person so acting personally to any action, liability, claim or demand.

14 Disciplining of members

- 14.1 If any member shall wilfully refuse or neglect to comply with the Constitution of the Club or shall be guilty of any conduct which, in the opinion of the Committee, is unbecoming of a member or prejudicial to the interest of the Club, the Committee shall have the power

to reprimand and fine and suspend and expel such member from the Club. Provided that at least six (6) days before the meeting of the Committee at which a resolution to reprimand and/or fine and/or suspend and expel such member or any combination thereof, the member shall have had notice in writing of such meeting and of what is alleged against them and that they shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defence they may think fit and provided further that no member shall be expelled from the Club unless a majority of two-thirds of those Committee Members present and voting passes the resolution for their expulsion.

15 Right of appeal of disciplined member

- 15.1 A member may appeal to the Committee against a resolution of the Committee, which is passed under clause 15, by lodging with the Secretary a notice of that appeal within seven days after notification of the resolution is served on the member.
- 15.2 Upon receipt of a notice from a member under clause 16.1, the Secretary shall notify the committee, which shall convene a Special General Meeting of the Club to be held within 21 days after the date the secretary received the notice.
- 15.3 At a Special General Meeting convened under clause 16.2:
- a) No business other than the question of the appeal shall be transacted.
 - b) The committee and the member shall be allowed to state their respective cases orally, in writing, or both.
 - c) the members present shall vote on the question of whether the resolution should be confirmed, revoked, or varied; and
 - d) voting shall be conducted on a show of hands unless the meeting resolves by a Simple Majority to conduct a secret ballot.

THE COMMITTEE

16 Powers of the Committee

- 16.1 The Committee shall be called the Management Committee of the Club and, subject to the Act, the Constitution and any resolution passed by the Club in a general meeting:
- a) Shall control and manage the affairs of the Club and
 - b) may exercise all such functions as may be exercised by the Club other than those functions that are required by the Constitution to be exercised by a general meeting of Ordinary Members of the Club and
 - c) has the power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for adequately managing the club's affairs.
- 16.2 The Committee may occasionally make, alter, or repeal all policies and procedures as it may deem necessary or expedient for the proper conduct and management of the club.

16.3 Conflict of Interest: A Club office bearer, Committee, Life, or other member shall declare their interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. Unless otherwise determined by the Committee, they shall absent themselves from discussions of such matters and shall not be entitled to vote regarding such issues. If the member casts a vote, the vote shall not be counted. If there is any uncertainty as to whether a committee must be absent from discussions and refrain from voting, the Committee should immediately determine the issue. If this is not possible, the matter shall be adjourned or deferred.

17 Membership of Committee

17.1 The Committee shall consist of the following:

17.2 Executive Committee

- (i) President
- (ii) Vice President
- (iii) Secretary
- (iv) Treasurer
- (v) Registrar

17.3 General Committee

- (i) Public Officer
- (ii) Men's Coordinator
- (iii) Women's Coordinator
- (iv) Graded Coordinator
- (v) Mini Roo Coordinator
- (vi) Coaching Coordinator
- (vii) Canteen Coordinator(s)
- (viii) Member Protection officer
- (ix) Sponsor Liaison
- (x) Publicity/Social Media Officer
- (xi) Referee's Coordinator
- (xii) Grants Coordinator
- (xiii) Equipment Officer
- (xiv) Groundskeeper
- (xv) General Committee Member(s)

17.4 The Committee may occasionally create, alter, or remove positions.

- 17.5 Each committee member shall hold office until the conclusion of the annual general meeting of the following year after the date of the member's election but is eligible for re-election.
- 17.6 The role of each position will be set out in a role description.
- 17.7 In the event of a casual vacancy occurring in the committee's membership, the committee may appoint a member of the Club to fill the vacancy, and the member so appointed shall hold office until the conclusion of the next Annual General Meeting following the date of the appointment.

18 Election of Committee

- 18.1 Nominations of candidates for election as committee members shall be made when nominations are called for during the annual general meeting.
- 18.2 Nominations can be oral if they attend the meeting, and the candidate either orally if they are in attendance or in writing if (i.e., not in attendance at the meeting) indicates their consent to the nomination.
- 18.3 Nominations can be made by any club member who has attained the age of eighteen (18) years.
- 18.4 If the number of nominations received equals the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 18.5 A vote shall be held if the number of nominations received exceeds the number of vacancies to be filled.
- 18.6 The vote for the election of committee members shall be conducted at the Annual General Meeting in such usual and proper manner as the committee may direct.
- 18.7 Any vacant positions remaining on the committee shall be deemed casual vacancies.
- 18.8 A casual vacancy can be filled any time by a simple majority of the Executive Committee.
- 18.9 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 following the date of the member's election and is eligible for re-election.

19 Secretary

- 19.1 As soon as practical after being appointed as Secretary, the Secretary of the Club shall lodge notice of their address.
- 19.2 The Secretary must keep minutes of –
- a) all appointments and members of the Committee
 - b) The names of members of the committee present at a meeting and
 - c) All proceedings at committee meetings

20 Treasurer

20.1 The Treasurer of the Club must ensure that –

- a) All money due to the Club is collected and received, and all payments authorised by the Club are made and
- b) Correct books and accounts are kept showing the Club's financial affairs, including full details of all receipts and expenditures connected with the activities of the Club.
- c) Separate budgets containing any specific income and costs will be developed for all streams, including Juniors, Women's and Men's. All joint income and expenditures are included in the central budget.

21 Casual Vacancy

21.1 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.

21.2 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 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 23, or
- f) becomes a mentally incapacitated person or
- g) is absent without the consent of the committee from 3 consecutive meetings of the committee or
- h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months or
- i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

22 Removal of Committee Member

22.1 The Club, in general meeting, may by resolution of a simple majority 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 expiry of the period of office of the member so removed.

22.2 A committee member to whom a proposed resolution referred to in clause 23.1 relates may make representation in writing to the President (not exceeding a reasonable length)

and request that the words be read out at the meeting at which the resolution is considered.

23 Committee Meetings & Quorum

- 23.1 The committee shall meet for the despatch of business at least three times in 12 months at a time and place that the committee may determine, including online.
- 23.2 The President or, in the President's absence, the Vice-President shall preside as chairperson at each Club committee meeting.
- 23.3 If the president and the vice-president are absent from a committee meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.
- 23.4 Additional meetings of the committee may be convened by the President OR by any two members of the committee, notice of which shall be given by the Secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting.
- 23.5 A minimum of five (5) committee members, at least three (3) of which must be Executive Committee Members, constitute a quorum for the transactions of the business of a committee meeting.
- 23.6 The committee shall transact business only if a quorum is present within half an hour of the time appointed for the meeting. If a quorum is absent, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 23.7 If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.8 At a meeting of the committee:
 - a) The president or, in the president's absence, the vice-president shall preside; or
 - b) If the president and the vice-president are absent or unwilling to act, one of the remaining members of the committee, as may be chosen by the members present at the meeting, shall preside.
- 23.9 Any three (3) of the Executive Committee Members may meet to deal with matters of an urgent nature and to reach decisions and take such binding actions as they deem to be in the best interests of the club and its members.
- 23.10 All decisions reached and actions taken under Clause 24.9 above must be reported in detail to the following committee or general meeting, whichever occurs first.
- 23.11 A majority of the votes of committee members present at the meeting shall determine questions arising at a committee meeting.

24 Delegation By Committee

- 24.1 The committee may, by an 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 that is a duty imposed on the committee by the Act or any other law.
- 24.2 A function the exercise of which has been delegated to a sub-committee under this clause may. At the same time, the delegation remains unrevoked and occasionally exercised by the sub-committee by the terms of the delegation.
- 24.3 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.
- 24.4 The committee may continue exercising any delegated function despite any delegation under this clause.
- 24.5 Any act or thing done or suffered by a sub-committee exercising 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.
- 24.6 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 24.7 A sub-committee may meet and adjourn as it thinks proper.

MEETINGS

25 Annual General Meetings

- 25.1 The Club shall convene an annual general meeting of its Ordinary and Life members at least once in each calendar year and within six months after the expiration of each Financial Year of the Club.
- 25.2 The Club's annual general meeting shall, subject to the Act and clause 26.1, be convened on such date place and time as the committee thinks fit.
- 25.3 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:
- 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 preceding financial year.
 - c) to receive and consider the Financial Statement, which must be submitted to members under sections 43 and 47 of the Act, and

- d) to elect office-bearers of the Club and ordinary committee members.

26 Special General Meetings

- 26.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Club.
- 26.2 On the requisition in writing of at least 5 per cent of the total number of Ordinary Members and Life Members, the committee shall convene a special general meeting of the Club.
- 26.3 A requisition for a special general meeting:
 - a) shall state the purpose of the meeting.
 - b) shall be signed by the members making the requisition.
 - c) shall be lodged with the secretary and
 - d) may consist of several documents in a similar form, each signed by one or more members making the requisition.
- 26.4 If the committee fails to convene a special general meeting to be held within one month after that date on which a requisition for the meeting is lodged with the secretary, anyone who made the requisition may convene a special general meeting to be held not later than three months after that date.
- 26.5 A special general meeting convened by a member or members, as referred to in clause 23.4, shall be convened as nearly as is practicable in the same manner as the committee convenes general meetings.

27 Notice

- 27.1 Except where the nature of the business proposed to be dealt with at a special general meeting requires a special resolution of the Club, the secretary shall, at least fourteen (14) days before the date fixed for the holding of the special general meeting, email a notice specifying the name of the club, the date, time, place and nature of such meeting to all Ordinary Member and Life Members.
- 27.2 Where the nature of the business proposed to be dealt with at a Special General Meeting requires a special resolution of the Club, the secretary shall, at least 21 days before the date fixed for the holding of a Special General Meeting, cause notice to be sent in the manner provided in clause 27.1 specifying, in addition to the matter required under clause 27.1, the intention to propose the resolution as a special resolution.
- 27.3 No business other than that specified in the notice convening a Special General Meeting shall be transacted at the meeting.

28 Regular General Meetings

- 28.1 Regular General Meetings of the Club shall occur at such times and at other places as the Committee shall from time to time determine, including online. The Club shall have a minimum of 3 Regular General Meetings in each twelve-month period.
- 28.2 Business at such Regular General Meetings shall include:

- a) Confirmation of minutes of preceding Regular General Meetings or any Special General Meeting held since the previous Regular General Meeting.
- b) Receive correspondence not previously dealt with by the Committee.
- c) To receive reports from members of the Committee.
- d) General Business.

29 Quorum

- 29.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present when the meeting is considering that item.
- 29.2 Four (4) Ordinary Members or Life Members present in person, at least three (3) of whom shall be Executive Committee Members, constitute a quorum for the business transaction of a general meeting.
- 29.3 If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and, in any other case, shall 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.
- 29.4 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 not less than 3) shall constitute a quorum.

30 Presiding member

- 30.1 The President or, in the President's absence, the Vice-President shall preside as chairperson at each Club general meeting.
 - a) If the president and the vice-president are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

31 Adjournment

- 31.1 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. Still, no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment occurred.
- 31.2 Where a general meeting is adjourned for 14 days or more, the secretary shall give written or oral notice of the adjourned meeting to each Ordinary Member and Life 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.

31.3 Except as provided in clauses 31.1 and 31.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is optional to be given.

32 Making decisions

32.1 A question arising at a general meeting of the Club shall 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 that resolution.

32.2 At a general meeting of the Club, a poll may be demanded by the chairperson or by at least three members present in person at the meeting.

32.3 Where the poll is demanded at a general meeting, the vote shall be taken:

- a) Immediately in the case of a vote which relates to the election of the chairperson of the meeting or the question of an adjournment or
- b) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

32.4 The Secretary shall record all attendance and decisions in the meeting minutes.

33 Special resolution

33.1 A resolution of the Club is a special resolution if:

- a) It is passed by a majority which comprises not less than three-quarters of such members of the Club present, who are entitled, under these rules, to vote at a general meeting of which not less than 21 days written notice specifying the intention to propose the resolution as these rules gave a special resolution: or
- b) It is made to appear to the Director General that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Commission.

34 Voting

34.1 Upon any question arising at a general meeting of the Club, an Ordinary Member or Life Member has one vote only.

34.2 All votes shall be given personally.

34.3 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.

34.4 An Ordinary 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.

35 Appointment of proxies

35.1 No member shall attend or vote at any meeting of the Club or any committee of the club or vote at any election of the club as a proxy of another person.

36 Minutes

36.1 The Secretary shall record all attendance and decisions in the meeting minutes.

36.2 Minutes of a meeting must be signed by the chair or the chair of the next meeting within a reasonable time after the meeting.

MISCELLANEOUS

37 Membership of Association

37.1 The Club shall do all such things necessary to implement and enforce any decision of Football South Coast relating to any player, official, or person who is a member of the Club or seeks to be a member of the Club.

38 Funds

38.1 The funds of the Club shall be derived from registration fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in general meeting, such other sources as the committee determines.

38.2 All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.

38.3 The Club shall issue an appropriate receipt as soon as practicable after receiving any money.

38.4 Subject to any resolution passed by the Club in a general meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Committee determines.

38.5 Keeping of accounts and minutes of proceedings. The club must:

- a) keep records that correctly record and explain its financial transactions and financial position, and
- b) keep minutes of the proceedings of its committee meetings and general meetings.

38.6 Financial statements. The committee must, as soon as practicable after the end of each financial year:

- a) Cause financial statements for that year to be prepared, in accordance with this section, about the club's financial affairs (including its affairs as trustee of any trust);
- b) the financial statements must give an accurate and fair view of the association's affairs and deal with such matters as prescribed by the regulations.

- c) the financial statements must be submitted to the Annual General Meeting.

39 Application of Income

- 39.1 All the Club's profits (if any), other income and property, however derived, must be applied only to promote its objects.

40 Life Members Trust

- 40.1 The existing Life Member Trust Fund is to be used only for capital works projects for the betterment of the club. On the conditions

- a) A special expenditure resolution is passed from the committee.
- b) Approval from Life member's trustees, with no reasonable capital expenditure denied.

- 40.2 Life Members Trust needs to have three signatories to withdraw.

- a) The current committee president.
- b) Any two of the life Members Trust

- 40.3 Life Members Trust account must have a minimum of Three Life Members registered for signatures.

- 40.4 Life Members Trust members must.

- a) Be existing Life members of Woonona Football Club as of 01/10/2023.
- b) Register contact details with the club secretary.

41 Authorised Signatories

- 41.1 The following Executive Committee Members are Authorised Signatories:

41.2 President.

41.3 Vice President.

41.4 Treasurer.

41.5 Secretary,

41.6 Other office holders as deemed necessary or practical by the Committee.

- 41.7 The Committee may execute a document on behalf of the Club if two (2) authorised signatories sign it.

42 Insurance

42.1 The Club shall affect and maintain Public Liability insurance.

42.2 In addition to the insurance required under clause 42.1, the Club may affect and maintain other insurance.

43 Alteration of objects and rules

43.1 The statement of objects and these rules may be altered, rescinded, or added to only by a special resolution of the Club.

44 Financial Year

44.1 The period commencing on the date of incorporation of the association and ending on the 31st of October, and

44.2 Each period is 12 months after the expiration of the previous financial year, commencing on the 1st of November and concluding on the 31st of October.

45 Custody of books

45.1 Except as otherwise provided by this constitution, the public officer shall keep in their custody or under their control all records, books and other documents relating to the Club.

45.2 The records, books, and other documents of the Club, except the Registers, shall be open to inspection, free of charge, by an Ordinary Member or Life Member of the Club at any reasonable hour.

46 Service of notices

46.1 A notice may be served by or on behalf of the Club upon any member by emailing the member at the member's email address shown in the register of members.

46.2 The notice will be deemed served when the email is sent.

47 Surplus property

47.1 In a winding up of the Club, the surplus property of the Club shall subject to any trust affecting that property or any part of it vest in Football South Coast or its successor or in the event of the Football South Coast or its successor ceasing to exist another organisation determined by the Club by special resolution which has objects substantially similar to the Club and is not carried on for the object of trading or seeking financial gain for its members, or failing such special resolution as nominated by the Director General.