

AMENDED

**Ourimbah
United Football
Club
Constitution**

As passed by a special resolution on 29 October 2023

PART I

PRELIMINARY

1 NAME

- 1.1 The name of the Association shall be: ***Ourimbah United Football Club***
- 1.2 The name of the Association may also be known in the abbreviated form of OUFC.
- 1.3 Club colours shall be White, Light Blue and Dark Blue.
- 1.4 Club colours and uniform may be changed only by special resolution tabled at an Annual General Meeting.

2 OFFICE

- 2.1 The office of the Association shall be at a place as the Committee may determine from time to time.

PART II

DEFINITIONS

3 DEFINITIONS

In the interpretation of these Rules, the following words and expressions shall have the meanings hereinafter specified, unless the context requires otherwise:

- 3.1 "Act" means the Associations Incorporation Act, 2009, as amended.
- 3.2 "Association" means the ***Ourimbah United Football Club***.
- 3.3 "Auditor" means such auditor or firm as is appointed at a General Meeting of the Association to audit the Association's financial records.
- 3.4 "CCF" and "C.C.F" means the Central Coast Football Ltd.
- 3.5 "Committee" mean the members for the time being of the Committee of Management of the Association constituted in accordance with these Rules.
- 3.6 Director-General means
 - (a) the Commissioner for Fair Trading, Department of Commerce, or
 - (b) if there is no such position in the Department, the Director-General of the Department
- 3.7 "Financial year" means the period commencing 1st October in any year and ending on 30th September in the following year.
- 3.8 "Majority" means a simple majority of all members present and eligible to vote in accordance with these Rules.
- 3.9 "Member" means, unless otherwise specified, life members, and members who are players and members who are not players. Every member has one (1) vote. If a player is under 18 years of age, one of that player's parents has one (1) vote. The other parent of an under 18 player can elect to be a member who is not a player by completing the applicable forms. That parent, once a member has one (1) vote, but not otherwise.

- 3.10 "Office" means the office of the Association.
- 3.11 "Parent" refers to all parents, carers or guardians of a registered player under the age of eighteen (18) years.
- 3.12 "Rules" means the Rules of the Association as set out herein, as amended.
- 3.13 "Secretary" means:
- (a) the person holding office under the Rules as Secretary of the Association: or
 - (b) where no such person holds that office - the Public Officer of the Association.
- 3.14 "Special General Meeting" means a general meeting of the Association other than an Annual General Meeting.
- 3.15 "Standing Sub-Committee" means any one of the standing sub-committees referred to in rule 20.1.
- 3.16 "Unfinancial Member" means any member who has any moneys outstanding to the Association.
- 3.17 "The Regulation" means the Associations Incorporation Regulation, 2010, as amended.

In these Rules -

- (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty;
 - (c) words importing the singular number only include the plural and vice versa;
 - (d) words importing the masculine gender only include the feminine gender and vice versa.
- 3.19 The Provisions of the Interpretation Act, 1987, apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under that Act.
- 3.20 "Uniform" is the playing strip approved by the C.C.F. and any other apparel as stipulated by the Association.

4 OBJECTS OF THE ASSOCIATION

- 4.1 to encourage, develop and teach the principles of, and the playing of football in all its facets within the Central Coast in the State of New South Wales and elsewhere;
- 4.2 to facilitate youth development in football, provide for the advancement of players, coaches and referees by the encouragement of community involvement and the nurturing of club spirit.
- 4.3 to take over any assets and liabilities of any nature as may appear to be incidental or conducive to the objects of the Association.;
- 4.4 to promote, hold, take part in and exercise control of competitions, sporting

events, trials and social events in conjunction with football;

- 4.5 to enter into any affiliation or alliance with any other body having objects compatible with those of this Association or calculated to benefit the interests of the Association or its Members;
- 4.6 to act in conjunction with and to appoint representatives to any association, company, club or body either in Australia or abroad;
- 4.7 to purchase, take on, lease or exchange, or otherwise acquire any lands, buildings, easements, rights of way or property - real or personal - which may be requisite with any of the objects of the Association, and to sell, demise, mortgage, give in exchange, or dispose of the same;
- 4.8 to seek, obtain, acquire and hold any rights, licenses, concessions, privileges, official powers or other authorities for the purpose of enabling the Association to carry any of its objects into effect;
- 4.9 to provide within the Central Coast in the State of New South Wales and/or elsewhere any football grounds and to maintain the same for football or other purposes of the Association and to provide club houses, pavilions, workshops, sheds or other conveniences as may be required by the Association, and to furnish and maintain the same, and to permit the same or other property of the Association to be used by Members and other persons either gratuitously or for payments;
- 4.10 to purchase, hire, make or provide and maintain all kinds of equipment, vehicles, furniture, implements, tools, machinery, utensils, papers, periodicals and all other things required or which may be conveniently used in connection with the objects of the Association, the football grounds, club houses and other premises of the Association by persons frequenting the same, whether Members of the Association or not;
- 4.11 to buy, procure, prepare, make, supply, sell or deal in all kinds of chattels, equipment, services and all apparatus used in connection with football and all kinds of refreshments required or used by Members of the Association or other persons frequenting the football grounds, club houses, premises or events of the Association;
- 4.12 to invest the monies of the Association, not immediately required, upon such securities as are permitted by law as trustee investments as may from time to time be determined;
- 4.13 to raise and borrow money by any means lawful, whether specifically provided by these Rules or not, to further any of the objects of the Association;
- 4.14 to raise funds by means of subscriptions, fees, advertising, donations and levies from or on Members, and to take such steps by personal or written appeals, public meetings, social gatherings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, advertising, sponsorship, subscriptions or other receipts;
- 4.15 to undertake and execute any trusts or any agency business which may seem directly or indirectly conducive to any of the objects of the association;
- 4.16 to print and publish any newspapers, website media, periodicals, books, programs or leaflets that the Association may think desirable for the promotion of its objects;
- 4.17 to provide instructions to train managers, trainers, coaches, referees and other personnel to teach the ideals and principles of football and for that purpose to hire, employ or obtain the services of qualified instructors and other qualified personnel;

- 4.18 to provide the facilities within the State of New South Wales to train managers, trainers, coaches, referees and other personnel to obtain a license or licenses or endorsements to obtain the service of qualified instructors;
- 4.19 to prosecute or defend any suits, applications and proceedings before any court or tribunal whatsoever as may be deemed necessary or expedient in the interests of the Association or its Members;
- 4.20 to do all such other lawful things as may appear to be incidental or conducive to the above objects or any of them.

PART III

MEMBERSHIP

5 PATRONS AND MEMBERSHIP

- 5.1 A Patron of the Association shall be as recommended by the Committee and appointed at an Annual General Meeting.

6 MEMBERS

- 6.1 A member shall be any person with an interest in football or as may from time to time be admitted to membership under these Rules, having paid the prescribed fee.
- 6.2 Every Member shall be bound to further, to the best of his or her ability, the objects, interests and standing of the Association and shall observe the rules and regulations of the Association in force from time to time.
- 6.3 Members will be eligible to vote at all Annual General Meetings and Extra Ordinary meetings of the Association.

7 ADMISSION OF MEMBERS

- 7.1 Subject to this rule 7, all nominations for non-player membership must be nominated by a proposer and a seconder who are members of the Association and to whom the candidate is personally known. All nominations shall be on the form provided by the Secretary and signed by the proposer and seconder and shall, in the case of Members, be lodged with the Secretary accompanied by an Application for Membership form and the nomination fee if a fee has been set by the Association.
- 7.2 Life membership for any Member who has served the Association in an Outstanding manner may be recommended by the Committee and such recommendation may only be ratified for bestowment at an Annual General Meeting or any such other meeting as determined by the Committee. Election of a life member shall require a two thirds majority of the vote of members present and eligible to vote. Life members may be entitled to any privileges as deemed appropriate by the Association.
- 7.3 Each player is accepted as a member by completing a player registration form as required by the Association at the beginning of every football season. Such registration form shall be on the form provided by the Secretary and signed by the player member. If the player has not attained eighteen years of age or, if the player member is unable to sign, the parent or guardian of the player member and shall, in all cases, be lodged with the Secretary on or before the due date set down by the Association, accompanied by the nominated registration fee for the particular football season, which fee shall be set from time to time by the

Association.

- 7.4 In the case of applicants not personally known to a member who is prepared to sign the nomination, the Committee may, after inquiry, resolve that any such candidates be deemed to be duly nominated.
- 7.5 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 by means of a vote by ballot.
- 7.6 Where the Committee determines to approve a nominee for membership, the Secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after issue of the notification by the Secretary, if applicable, the sum payable under these Rules by a Member as subscription.
- 7.7 Upon gaining membership, an Member shall not participate in any of the advantages or privileges of the Association unless his nomination fee and subscription (if any) has been paid.
- 7.8 Upon submission of a nomination form and nomination fee, a nominee for membership shall be deemed to have agreed to be bound by these Rules. This also applies should the nominee be elected to membership.
- 7.9 Any player registration form not returned to the Secretary prior to the return date to be set from time to time by the Association, shall render the player member ineligible to play for the Association during that particular Football season provided that in certain circumstances the Committee or the delegate of the Committee, in the Committee's or delegate's sole discretion, may extend the time for lodgment in relation to any player member who has not registered by the due date.
- 7.10 To be accepted as a player Member a person must be approved by the Committee. If the person is listed on the team sheet they are deemed accepted by the Committee.
- 7.11 A parent member must have their name recorded in the Club's records associated with the Player. Their listing in the Club's records is deemed to be acceptance by the Committee.

8 NOMINATION FEES, SUBSCRIPTION AND REGISTRATION FEES

- 8.1 The nomination fee payable by a Member under these Rules shall be NIL or, where some other amount has been determined by the Committee, that amount so determined.
- 8.2 The subscription fee payable by a Member under these Rules shall be determined by the Committee, that amount so determined **PROVIDED THAT** no subscription fee shall be payable by Members who are the parents or guardians of any player under the age of 18 years.
- 8.3 Registration fees shall be set by the Committee from time to time and shall be payable by players only in accordance with the registration provisions set out in rules 7.8 and 7.9 hereof.
- 8.4 All members except life members must renew their membership, annually.

9 PAYMENT OF FEES

- 9.1 The first subscription fee, if applicable, shall be payable on election or on otherwise becoming a Member).

9.2 Unless the Committee otherwise resolves, no player member shall be eligible to play football for the Association in any football season if he or she has not paid all registration fees due to the Association.

10 CESSATION OF MEMBERSHIP

10.1 A person ceases to be a Member of the Association if the person:

- (a) dies;
- (b) resigns that membership; or
- (c) is expelled or suspended from the Association.

11 MEMBERS ENTITLEMENTS NOT TRANSFERABLE

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

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

12 RESIGNATION OF MEMBERS

12.1 A Member of the Association may only resign in writing to the Secretary of the Association.

13 REGISTER OF MEMBERS

13.1 The Association shall establish and maintain a register of active members of the Association specifying the name and address of each person who is a Member of the Association.

13.2 The register of members shall be kept at the office of the Association and in control of the Secretary. All access will be subject to the Privacy Act.

14 MEMBER'S LIABILITIES

14.1 The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association as required by Rules 8 and 9.

15 RESOLUTION OF INTERNAL DISPUTES

15.1 Disputes between Members (in their capacity as Members) of the Association and disputes between Members and the Association are to be referred to the Committee for mediation and, if not resolved, then to a community justice centre for mediation in accordance with the Community Justices Centres Act, 1983.

16 DISCIPLINING MEMBERS

16.1 Where the Committee is of the opinion that a Member of the Association:

- (a) may have brought the game of football or the name of the Association into disrepute. In this regard a majority decision of the Committee of the Association shall be sufficient in deciding if a Member may have so acted; or
- (b) may not have conducted him or herself in accordance with the Objects of the Association and the constitution of the C.C.F; or
- (c) may have persistently and willfully acted in a manner prejudicial to the interests of the Association; or
- (d) may have persistently refused or neglected to comply with a provision or provisions of these Rules or the Code of Conduct; or
- (e) may have been guilty of conduct derogatory to the character of a Member;

the Committee shall refer the matter to a disciplinary committee under Rule 16.2

- 16.2
- (a) The Secretary shall form a Disciplinary Committee. The Disciplinary Committee shall be made up of one of the members of the committee together with one member who is not a committee member and the coach or manager of the team in which the person whom is complained of is a member or is associated with except in the circumstance whereby the complaint involved either directly or indirectly the coach or the manager and in that case, another member who is not a committee member
 - (b) The Secretary shall as soon as practicable after referral by the Committee to the Disciplinary Committee, and not more than 2 days after that referral serve a notice in writing upon the member:
 - (i) setting out the reason why the matter has been referred to the Disciplinary Committee
 - (ii) stating that the member may address the Disciplinary Committee at a meeting to be held not earlier than 7 days and not later than 14 days after the service of the notice
 - (iii) stating the date, place and time of that meeting and
 - (iv) informing the member that the member may do either or both of the following:
 - (a) attend and speak at the meeting
 - (b) submit to the Disciplinary Committee at or prior to the date of that meeting, written representations in relation to the matter.
 - (c) At the meeting of the Disciplinary Committee that Committee shall
 - (i) give to the Member an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Committee by a Member at or prior to the meeting; and
 - (iii) determine what recommendation to make to the committee

- (d) Until the matter has been finally resolved, the Member may continue to be selected in and play for his or her team.
- 16.3 The Disciplinary Committee may make the following recommendations to the Committee pursuant to 16.2
- (a) Take no action against the member
 - (b) Expulsion from the club without a refund of registration fees;
 - (c) Banning the Member from playing or coaching or managing for such time as the Committee sees fit;
 - (d) Placing the person on a bond for such period as the Disciplinary Committee sees fit and / or suspending a penalty which would be imposed on the breach of such bond;
 - (e) Any combination of the above.
- 16.4 Where the Disciplinary Committee makes a recommendation to the Committee, and the Committee by resolution adopts that recommendation, the Secretary shall write and notify the person complained of and shall write to the person who made the complaint advising each of them of the decision and the person's right, if aggrieved by the decision, to appeal to the Association in General Meeting pursuant to Clause 17.
- 16.5 A recommendation adopted by the Committee under rule 16.4 does not take effect:
- (a) until expiration of the period within which the Member is entitled to appeal against the resolution, where the Member does not exercise the right of appeal within that period; or
 - (b) where, within that period the Member exercises the right of appeal, unless and until the appeal is dealt with by the Association in General Meeting.

17 RIGHT OF APPEAL OF DISCIPLINED MEMBERS

- 17.1 A Member may appeal to the Association in general meeting against a resolution of the Committee under rule 16.4, within 7 days after notice of the resolution is served on the Member by lodging with the Secretary a notice to that effect.
- 17.2 Upon receipt of a notice from a Member under rule 17.1, the Secretary shall convene an Extraordinary General Meeting of the Association to be held within one (1) month after the date on which the Secretary received the notice of appeal.
- 17.3 At the Extraordinary General Meeting of the Association convened under rule 17.2:
- (a) the committee and the Member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (b) the Members present in person shall vote by secret ballot on the question of whether the resolution should be confirmed, varied or revoked.
- 17.4 The Extraordinary General Meeting of the Association, after hearing and availing itself of all the material; either written or oral before it may then make the following decision;

- (a) Confirming the decision of the Committee,
- (b) Varying the decision of the Committee,
- (c) Revoking the decision of the Committee,

If the Association varies the decision of the Committee the Association shall have the same right to impose such sanctions as are available to the Committee.

PART IV

THE COMMITTEE

18 POWERS, ETC., OF COMMITTEE

- 18.1 The Committee shall be called the Committee of Management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting -
- (a) shall control and manage the affairs of the Association;
 - (b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these Rules to be exercised by a general meeting of Members of the Association; and
 - (c) 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 Association and
 - (d) for the avoidance of doubt, the Executive Committee, referred to in 19.2 does not have any decision making powers of its own.

19. CONSTITUTION AND MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- 19.1 Subject, in the case of the first members of the Committee, to section 21 of the Act, the Committee shall consist of -
- (a) the office-bearers of the Association; and
 - (b) a Director of Football, representing the interest of the player members,

each of whom shall be elected at the Annual General Meeting of the Association pursuant to rule 21. The Office Bearers and the Director of Football shall be the Executive Committee of the Association.
- 19.2 The Executive Committee of the Association, as a part of the Management Committee, shall be -
- (a) the President;
 - (b) Vice President
 - (c) the Secretary
 - (d) the Treasurer/Public Officer
 - (e) the Director of Football

Deletion or inclusion of an office bearer's position may only be approved at an Annual General Meeting or Special General Meeting.

- 19.3 The Association at its Annual General Meeting shall determine the position and the number of additional Committee Members required for each year.
- 19.4 Each member of the Committee shall, subject to these Rules, hold office until the

conclusion of the Annual General Meeting following the date of the member's election but is eligible for re-election.

- 19.5 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 19.6 Subject to these Rules, the roles and duties of each office bearer are to be determined by the Committee from time to time as set out in the Policy and Procedures Manual.
- 19.7 A person is ineligible to be nominated to the office of President or to the office of Vice-President until that person has served on the Committee for a minimum of 12 months prior to the election.

20. STANDING SUB-COMMITTEES

- 20.1 There shall be Standing Sub-Committees from time to time as seen fit by Management Committee.
- 20.2 A Member can be a member of not more than 2 standing Sub-Committees and can hold not more than 2 positions in any one Standing Sub-Committee.
- 20.3 The functions and powers of each Standing Sub-Committee shall be those approved from time to time at an Annual General Meeting.
- 20.4 Subject to these Rules, the roles and duties of each member of a Standing Sub-Committee are to be determined by the Standing Sub-Committee from time to time.
- 20.5 A standing Sub-Committee may meet and adjourn as it thinks proper.
- 20.6 Rules 19.3 and 19.4 shall apply equally to members of a Standing Sub-Committee as if the reference therein to "Committee" were a reference to "Standing Sub-Committee".

21. ELECTION OF COMMITTEE MEMBERS

- 21.1 Nominations of candidates for election as office-bearers of the Association or as members of the Committee –
 - (a) shall be made in writing,
 - (b) signed by 2 full members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (c) be delivered to the secretary at least 14 days prior to the Annual General Meeting; and
- 21.2 If the number of nominations received is equal to the number of vacancies to be filled for each position, the persons nominated can be deemed to be elected.
- 21.3 If insufficient nominations are received to fill any vacancies on the Committee further nominations for the unfilled positions shall be received at the Annual General Meeting.
- 21.4 If insufficient further nominations are received, any vacant positions remaining on the Committee or shall be deemed to be casual vacancies.

21.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

21.6 The ballot for the election of office-bearers and members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

22. SECRETARY

22.1 The Secretary of the Association shall, as soon as is practicable after being appointed as Secretary, lodge notice with the Association of his or her address.

22.2 It is the duty of the Secretary to:

- (a) keep minutes of:
 - (i) all appointments of office-bearers and members of the Committee and Standing Sub-Committees;
 - (ii) the names of members of the Committee present at a committee meeting or a general meeting; and
 - (iii) all proceedings at committee meetings and general meetings.
- (b) present the annual report;
- (c) conduct all correspondence and file all documents connected with the Association;
- (d) have control of the property of the Association;

22.3 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting after the ratification of such minutes.

23. TREASURER

23.1 It is the duty of the Treasurer of the Association to ensure that -

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

23.2 The Treasurer will be the Public Officer of the Association.

24. CASUAL VACANCIES

24.1 For the purposes of these Rules, a casual vacancy in the office of a member of the Committee occurs if the member -

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of Corporations Law;

- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 25;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is an Executive Committee member and is does not attend for 3 consecutive scheduled Committee meetings

25. REMOVAL OF COMMITTEE MEMBER

- 25.1 The Association in a general meeting may by resolution remove any member of the Committee or a Standing Sub-Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another member to hold office until the expiration of the term of office of the member so removed.
- 25.2 Where a member of the Committee or a Standing Sub-Committee to whom a proposed resolution referred to in rule 25.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or publish on the Association's website or, if they are not so sent or published, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

26. MEETINGS AND QUORUM

- 26.1 The Committee shall meet at least 8 times in each period of 12 months at such place and time as the Committee may determine.
- 26.2 Additional meetings of the Committee may be convened by the President or by any office bearer of the Association.
- 26.3 Oral or written notice of a meeting of the Committee 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.
- 26.4 Notice of a meeting given under rule 26.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the chairperson at the meeting decides to treat as urgent business.
- 26.5 Any 7 Committee Members, at least two (2) of whom are Executive Committee Members constitute a quorum for the transaction of the business of a meeting of the Committee.
- 26.6 No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week (or such earlier date as may be agreed).
- 26.7 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.
- 26.8 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, such one of the remaining office-bearers of the Association as may be chosen by the members present at the meeting shall preside.
- (c) At least two members must be from the Executive Committee.

27. DELEGATION BY COMMITTEE TO SUB-COMMITTEE

- 27.1 The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such Member or Members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than this power of delegation and a function which is a duty imposed on the committee by the Act or by any other law.
- 27.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 27.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of the delegation.
- 27.4 Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- 27.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- 27.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 27.7 A sub-committee may meet and adjourn as it thinks proper.

28. VOTING AND DECISIONS

- 28.1 Questions arising at a meeting of The Committee, of a Standing Sub-Committee or of any sub-committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee, Standing Sub-Committee or sub-committee present at the meeting.
- 28.2 Each member present at a meeting of the Committee, of a Standing Sub-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.
- 28.3 Subject to rule 26.5, the Committee may act notwithstanding any vacancy on the Committee.

PART V

GENERAL MEETINGS

29. ANNUAL GENERAL MEETINGS - HOLDING OF

- 29.1 The Association shall, at least once in each calendar year and within the period of 2 months after the expiration of each Financial Year of the Association, convene an Annual General Meeting of its Members.
- 29.2 Rule 29.1 has effect subject to any extension or permission granted by the Director-General under the Act.

30. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT

- 30.1 The Annual General Meeting of the Association shall, subject to the Act and rule 29, be convened on such date and at such place and time as the Committee thinks fit.
- 30.2 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 upon the activities of the Association during the last preceding Financial Year;
 - (c) to receive the financial statement;
 - (d) to elect office-bearers of the Association and members of the Committee;
 - (e) to approve the functions and powers of each Standing Sub-Committee;
 - (f) to deal with any business or motion of which due and proper notice has been given in accordance with these Rules;
 - (g) if required, determine the level of subscription and nomination fees to be payable by Members;
 - (h) to deal with such other business as may be accepted by a majority of members present at the meeting; and
 - (i) to receive and consider the statement which is required to be submitted to Members pursuant to section 45 or section 49 of the Act.
- 30.3 An Annual General Meeting shall be specified as such in the notice convening it.

31. SPECIAL GENERAL MEETINGS - CALLING OF

- 31.1 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 31.2 The Committee shall, on the requisition in writing of not less than ten per cent (10%) of the total number of members, convene a Special General Meeting of the Association.
- 31.3 A requisition of members for a Special General Meeting -

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the Secretary; and
- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

31.4 If the Committee fails to convene a Special General Meeting to be held within 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.

31.5 A special General Meeting convened by an member or members as referred to in rule 31.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

32. VISITORS

32.1 The Committee may admit or exclude visitors from any meeting as it sees fit. Any visitor may address the meeting upon invitation from the Chairman, but no visitor shall have the right to vote.

33. NOTICE

33.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by either electronic transmission, hand delivery to each member at that member's address appearing in the register of members or published in the official publication of the Association and/or its website, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

33.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice in writing to be sent to each member or published in the manner provided in rule 33.1 specifying, in addition to the matter required under rule 33.1, the intention to propose the resolution as a special resolution. On the club's website or similar Club Journal will be deemed as a notification to all members.

33.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant to rule 30.2.

33.4 A Member desiring to bring any business or motion before a general meeting must give notice in writing of that business to the Secretary at least 14 days prior to the date of the general meeting. The Secretary shall include that business in the next notice calling a general meeting given after receipt of the notice from the Member.

34. PROCEDURE FOR GENERAL MEETINGS

34.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

34.2 Twenty five (25) full members or ten percent of the registered membership,

whichever represents the lesser number constitute a quorum for the transaction of the business of a general meeting.

- 34.3 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.
- 34.4 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 meeting shall be dissolved.

35. PRESIDING MEMBER

- 35.1 The President or, in the President's absence, the Vice-President, shall preside as chairperson at each general meeting of the Association.
- 35.2 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.

36. ADJOURNMENT

- 36.1 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 36.2 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 member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

37. MAKING OF DECISIONS

- 37.1 A question arising at a general meeting of the Association 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 minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 37.2 At a general meeting of the Association, a poll may be demanded by the chairperson or by not less than 3 members present in person at the meeting.
- 37.3 Where a poll is demanded at a general meeting, the poll shall be taken -
- (a) 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
 - (b) 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 shall be deemed to be the resolution of the meeting on that matter.

38. VOTING

- 38.1 Upon any question arising at a general meeting of the Association a person shall only cast one vote regardless of their representation.
- 38.2 All votes shall be given personally.
- 38.3 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.
- 38.4 A parent member may only exercise a vote on behalf of and instead of the associated player member. For this purpose the parent Member is deemed to have the automatic proxy of the associated player Member.
- 38.5 Regardless of the number of player members associated with a parent member, parent members can cast only one vote on behalf of the player.
- 38.6 A Member is not entitled to vote at any general meeting of the Association unless all money due and payable by the Member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

39. APPOINTMENT OF PROXIES

- 39.1 Each member over the age of 18 years shall be entitled to submit their proxy to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 39.2 The notice appointing the proxy shall be in such form as the Committee may decide from time to time.

PART V1

MISCELLANEOUS

40. INSURANCE

- 40.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- 40.2 In addition to the insurance required under rule 40.1, the Association may effect and maintain other insurance.

41. ACCOUNTS

- 41.1 Financial statements carried to the last day of September each calendar year shall be prepared and submitted to the Association's auditors for examination and report.
- 41.2 The audited accounts are to be made available, upon request, to the members not less than fourteen (14) days prior to the Annual General Meeting.

42. ALTERATION OF OBJECTS AND RULES

- 42.1 Subject to rule 42.2, these Rules may be altered, rescinded or added to only by a special resolution of the Association.
- 42.2 The Code of Conduct and statement of objects may be altered, rescinded or added to only with the approval of by a two-thirds majority of the votes of the members present and eligible to vote at a general meeting.

43. CUSTODY OF BOOKS

43.1 Except as otherwise provided by these Rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

44. INSPECTION OF BOOKS

44.1 The records, books and other documents of the Association shall be open to inspection, free of charge; by a member of the Association at any reasonable hour provided that at least 72 hours prior notice of such requirement for inspection is given to the Secretary.

45. SERVICES OF NOTICES

45.1 For the purposes of these Rules, a notice may be served by or on behalf of the Association upon any Member either personally, by electronic transmission or by sending it by post to the Member at the Member's address shown in the register of members or by publication in the official publication of the Association.

45.2 Where a document is sent to a person electronically to an email address as nominated or by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

46. AUDIT

46.1 An auditor shall be appointed by the Association at a general meeting of the Association and, unless such auditor resigns or is removed from office by resolution of the Committee, shall remain in office until the next succeeding Annual General Meeting.

47. INDEMNITY

47.1 If any prosecution, action or suit at law is commenced against any member of the Committee or of a Standing Sub-Committee or any other officer, servant or agent of the Association for anything done by them in the proper discharge of their duties such person or persons shall be indemnified by the Association for all damage, costs and expenses which may be incidental to, or result from such prosecution, action or suit at law and the Association shall be empowered to apply the property and funds of the Association for such purposes.

47.2 No member of the Committee or of a Standing Sub-Committee or other officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other member of the Committee or Standing Sub-Committee or other officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Association through the insufficiency or deficiency of title of any property acquired by order of the Committee for or on behalf of the Association in or upon which any money of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen through his own act or willful default.

48. AFFILIATION

48.1 Affiliations shall be made each year to the C.C.F. and through it to Football NSW Limited. The whole or any part of its constitution shall form part of these Rules. In the event of any inconsistency between these Rules and the constitution of the

C.C.F., then the latter shall prevail.