

# UTS Football Club Constitution

Date of issuing: 9th of November, 2021

This document has a number of commentary boxes which highlights the rationale or explanation for the inclusion of particular clauses. These commentary boxes are not part of the constitution. They are included to assist in understanding this Constitution.

# TABLE OF CONTENTS

1. NAME OF CLUB
2. DEFINITIONS AND INTERPRETATION
3. OBJECTS OF THE CLUB
4. NO RESTRICTION ON POWERS OF THE CLUB
5. UNIFORMS
6. MEMBERS
7. MEMBERSHIP APPLICATION
8. REGISTER OF MEMBERS
9. EFFECT OF MEMBERSHIP
10. DISCONTINUANCE OF MEMBERSHIP
11. DISCIPLINE
12. SUBSCRIPTIONS AND FEES.
13. EXISTING COMMITTEE MEMBERS
14. POWERS OF THE COMMITTEE
15. COMPOSITION OF THE COMMITTEE
16. ELECTED COMMITTEE MEMBERS
17. APPOINTED COMMITTEE MEMBERS
18. VACANCIES ON THE COMMITTEE
19. MEETINGS OF THE COMMITTEE
20. DELEGATIONS
21. SEAL
22. ANNUAL GENERAL MEETING
23. SPECIAL GENERAL MEETINGS
24. NOTICE OF GENERAL MEETING
25. BUSINESS

26. NOTICES OF MOTION
27. PROCEEDINGS AT GENERAL MEETINGS
28. VOTING AT GENERAL MEETINGS
29. GRIEVANCE PROCEDURE
30. RECORDS AND ACCOUNTS
31. AUDITOR
32. FINANCIAL MANAGEMENT
33. WINDING UP
34. DISTRIBUTION OF PROPERTY ON WINDING UP
35. ALTERATION OF CONSTITUTION
36. RULES
37. STATUS OF AND COMPLIANCE BY CLUB
38. NOTICES
39. INDEMNITY
40. FINANCIAL YEAR

# 1. Name of Club

(a) The name of the Club is UTS Football Club .

(b) References to the Club in the Club's documents may be abbreviated to "UTS Football", "UTS FC" or such other abbreviations from time to time permitted by the Committee.

## 2. Definitions and Interpretation

### 2.1 Definitions

In this Constitution unless the contrary intention appears:

**ActivateUTS** means ActivateUTS Limited (ABN 53 107 038 684).

**Act** means the Associations Incorporation Act 2009 (New South Wales).

**Board** means the body managing the Club and consisting of the Office Bearers.

**Committee** means the governing body of the Club appointed in accordance with this Constitution.

**Committee Member** means a Member of the Committee appointed in accordance with this Constitution.

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

**Court** means the Supreme Court of New South Wales.

**Football Australia** means Football Australia Limited (ABN 28 106 478 068).

**Football NSW** means Football NSW Limited (ACN 003 215 923).

**Football** includes any iteration of the game played within the club, which may extend to competitive games, training, club-organised social games, and other variations of football including Futsal and Minifootball. Football player means any person who participates in Football. The term 'Football' may be used interchangeably with Soccer.

**General Meeting** means the annual or any special general meeting of the Club.

**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.

<p>It is important for a sporting organisation to recognise and protect its Intellectual Property. This defined term is used in clauses that protect the Club's Intellectual Property.</p>
--

**Judiciary Committee** means a sub-committee established by the Committee under clause 11 of this Constitution.

**Life Member** means a person accepted at a General Meeting as a perpetual Member of the Club not requiring registration nor payment.

**Member** means a registered, financial Member of the Club or Life Member of the Club for the time being under clause 6 and Life Members of the Club.

**Objects** means the Objects of the Club in clause 3.

**Office Bearers** consist of:

- (a) the president;
- (b) the vice-president;
- (c) the treasurer;
- (d) the secretary; and
- (e) the registrar.

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

A Committee Member of the Club should perform the role of Public Officer. The Public Officer is the conduit for information flow between the Club and the regulator, therefore it is important that the Public Officer is a Committee Member and informed about the Club's activities. Further, since the Public Officer has numerous responsibilities, it is important that they are a Committee Member and therefore owe a duty to act in the best interests of the Club.

**Register** means a register of Members kept and maintained in accordance with clause 8.

**Rules** means the regulations of the Club as amended from time to time.

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

**Special Resolution** means a Special Resolution defined in the Act.

**Student** means a student of the University.

**University** means University of Technology Sydney.

## 2.2 Interpretation

In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes Rules and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) a reference to "writing" will, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## 2.3 Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise must be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

## 2.4 The Act

Except where the contrary intention appears, in this Constitution an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

## 3. Objects of the Club

The Objects of the Club are important and must be carefully considered. They are its reasons for existence. Although this can be simply stated as “promotion and encouragement of the Sport”, the changes in regulatory, legal, insurance and commercial as well as sporting landscapes require a 21<sup>st</sup> century sporting body to have broad Objects.

The Club is established solely for the Objects. The Objects of the Club are (but not limited to):

- (a) to conduct, encourage, promote, advance and administer Football within the University and the broader community;
- (b) to organise, to supervise and to manage, solely or jointly with others, Football training, coaching, meetings and competitions;
- (c) to organise, to supervise and to manage coaches and coaching of Football players;
- (d) to organise, to supervise and to manage officials of Football meetings and competitions;
- (e) to organise, to supervise and to manage Football facilities, grounds, equipment and amenities;
- (f) to advance the operations and activities of the Club;
- (g) increase Student participation and membership within the Club; and
- (h) to undertake and or to do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

## 4. No restriction on powers of the club

Nothing in this Constitution may be interpreted or otherwise taken as an express or implied restriction on the powers of the Club as provided by the Act.

## 5. Uniforms

The uniforms of the Club and any rules relating to their use must be as determined by the Committee from time to time.

## **6. Members**

### **6.1 Members**

The Members of the Club will consist of the members and such other persons and entities which the Committee admits as membership and, in any case, who remains a registered, financial member or a Life Member.

### **6.2 Membership categories**

The Committee may from time to time determine the rules of categories of Members (including fees payable by members) and apply those rules to Members. No rule may affect the voting rights of Members without their consent.

### **6.3 Membership qualifications**

The Committee may from time to time determine the rules of qualifications to be or remain a Member.

## **7. Membership application**

### **7.1 Application for Membership**

An application for membership must be:

- (a) in writing on the form (including electronically) required from time to time by the Committee (if any), from the applicant or the applicant's nominated representative and lodged with the Club or provided in any other way permitted by the Committee; and
- (b) accompanied by the fee (if any) determined by the Committee.

### **7.2 Discretion to Accept or Reject Application**

- (a) The Committee may accept or reject an application whether the applicant has complied with the requirements in clause 7.1 or not. The Committee is not required and may not be compelled to provide any reason for such acceptance or rejection.
- (b) If the Committee accepts an application, the applicant must become a Member. Membership must be deemed to commence upon acceptance of the application by the Committee or at any earlier time determined by the Committee in order to maintain continuity of membership. The Register must be amended accordingly as soon as practicable.
- (c) If the Committee rejects an application, it must promptly refund any fees forwarded with the application.

### **7.3 Renewal of Membership**

The Committee may determine from time to time rules and procedures for renewal of membership.

## 7.4 Continuity of Membership

Adoption of this Constitution does not change the Membership of any person who was, prior to the approval of this Constitution under the Act, a member of the Club.

## 8. Register of Members

### 8.1 Club to Keep Register

The Club must keep and maintain a Register in which must be entered (as a minimum):

- (a) the full name, email address and date of entry of each Member;
- (b) the University ID number of all Students;
- (c) if applicable, the date of termination of membership of any Member; and
- (d) any other information determined by the Committee.

Members must provide notice of any change and required details to the Club within one month of such change.

Although it is unlikely that the Club is required to abide by the Commonwealth Privacy Act (2000), it is good practice to inform Members of the process of collection and security of personal data.

This is especially important if the Club passes on personal information to a third party, such as Football NSW or a competition organiser, and in some cases, Football Australia.

### 8.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, must be available for inspection (but not copying) by Members, upon reasonable request.

### 8.3 Use of Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Committee considers appropriate.

## 9. Effect of membership

This clause reconfirms the requirements of the Act and that the Constitution is a contract between the Club and its Members.

Members agree that:

- (a) this Constitution forms a contract between them, and if applicable their nominated representative, and the Club and that they are bound by this Constitution and the Rules;
- (b) they will comply with and observe this Constitution and the Rules and any determination, resolution or policy which may be made or passed by the Committee or other person or persons with authority delegated



by the Committee;

(c) by submitting to this Constitution and Rules they are subject to the jurisdiction of the Club;

(d) the Constitution and Rules are necessary and reasonable for promoting the Objects and particularly the advancement and promotion of Football; and

(e) they are entitled to all benefits, advantages, privileges and services of Membership.

## **10. Discontinuance of membership**

### **10.1 Notice of Resignation**

(a) A Member who has paid all arrears of fees payable to the Club may resign or withdraw from membership of the Club by giving at least one month's notice in writing to the Club.

(b) After the Club receives a notice of resignation of membership given under clause 10.1(a), it must make an entry in the Register that records the date on which the Member ceased to be a Member.

### **10.2 Discontinuance for Breach**

(a) Membership of the Club may be discontinued by the Committee upon breach of any clause of this Constitution or the Rules, including, but not limited to, the failure to pay any monies owed to the Club, failure to comply with the Rules or any resolutions or determinations made or passed by the Committee or any person or persons with authority delegated by the Committee.

(b) Membership may not be discontinued by the Committee under clause 10.2(a) without the Committee first giving the Member a reasonable opportunity to explain the breach or to remedy the breach. The Committee is not obliged to apply or to adopt any other rule of natural justice to the Member prior to deciding whether to discontinue the membership.

(c) If the Committee decides that the Member has failed to explain or to remedy the breach to the satisfaction of the Committee (and no reasons need be given), that Member's membership may be discontinued under clause 10.2(a) by the Committee (or a person authorised by it) giving written notice of the discontinuance sent to the Member. The Register must be amended to reflect any discontinuance of membership under this clause 10.2 as soon as practicable.

### **10.3 Member to Re-Apply**

A Member whose membership has been discontinued under clauses 10.1 or 10.2:

(a) must seek renewal or re-apply for membership in accordance with this Constitution; and

(b) may be re-admitted at the discretion of the Committee.

### **10.4 Forfeiture of Rights**

A Member who ceases to be a Member, for whatever reason, forfeits all rights in and claims upon the Club and its property and may not use any property of the Club including Intellectual Property. Any Club documents, records or other property in the possession, custody or control of that Member must be returned to the Club immediately.

### **10.5 Membership may be Reinstated**

Membership which has been discontinued under this clause 10 may be reinstated at the discretion of

the Committee, with such conditions as it deems appropriate.

## 10.6 Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued Member may be refunded on a pro rata basis to the Member upon discontinuance at the committee's discretion.

## 11. Discipline

(a) The Committee may (but need not) from time to time appoint a Judiciary Committee to deal with any disciplinary matter referred to the Judiciary Committee. Such a Judiciary Committee must operate in accordance with the procedures in the Rules but is subject always to the Act.

(b) The existence or possibility of a Judicial Committee must not be taken to imply that there must be a Judicial Committee, or that the Judicial Committee has exclusive jurisdiction over all internal disputes and breaches or that the Committee is excluded from determining any dispute or breach. A Judicial Committee is a means of the Committee performing its duties and exercising its powers in a manner that benefits from express treatment in the Rules.

(c) Disciplinary proceedings may be commenced against or involving a Member by any Office Bearer or, if the Rules provide, in accordance with the Rules. Disciplinary proceedings must be based on a reasonably held belief that the Member has or is reasonably likely to have:

(i) breached, failed, refused or neglected to comply with a provision of this Constitution, the Rules or any resolution or determination of the Committee;

(ii) acted in a manner unbecoming of a Member, or prejudicial to the Objects or interests of the Club;

(iii) misused the Intellectual Property of the Club; or

(iv) by any conduct or omission of any kind whatsoever, brought the Club into disrepute.

(d) The Member who is subject to the disciplinary proceedings is subject to and by acceptance of this Constitution submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Club as determined by the Committee including but not limited to as set out in the Rules.

## 12. Subscriptions and fees

The fees of the Club are the responsibility only of the Committee (not the Members acting in General Meeting). If the Members seek to assume responsibility for the setting of fees, budgets or expenditure, they risk potential personal liability.

(a) The annual membership subscription (if any) and any entrance fees, or other fees, charges or levies payable by Members to the Club and the time for and manner of payment will be as determined by the Committee.

(b) The fee for non-students must be higher than that paid by Students for an equivalent non \$0 fee.

## 13. Existing Committee Members

The Members of the administrative or governing body (by whatever name called) of the Club in office

immediately prior to approval of this Constitution under the Act will continue in those positions until the next annual general meeting following such adoption of this Constitution. After this General Meeting the positions of Committee Members must be filled, vacated and otherwise dealt with in accordance with this Constitution.

## 14. Powers of the Committee

Subject to the Act and this Constitution, the business of the Club is to be managed and the powers of the Club must be exercised by the Committee. In particular, the Committee must act in accordance with the Objects and must operate for the benefit of the Club as a whole.

The Committee's primary responsibility is one of acting in the best interests of the Club as a whole, ensuring that the legal entity, the Club, remains viable and effective in the present and for the future. The Committee's role includes determining the Club's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Committee's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of the Objects.

## 15. Composition of the Committee

The numbers on the Committee may vary. The Constitution has five (5) elected Committee Members (the Office Bearers). All Office Bearers must be elected (they cannot be appointed). There may be up to five (5) other Committee Members. Two of those may be appointed by the elected Committee Members (not just by the Office Bearers). The maximum number of Committee Members therefore is ten (10).

The Club needs to ensure it has a Committee size and composition that meets its needs.

### 15.1 Composition of the Committee

The Committee will comprise:

- (a) the Office-Bearers; and
- (b) up to five (5) other Members.

### 15.2 Election or Appointment of Committee Members

The process for electing and appointing Committee Members is not entrenched in the Constitution. It is set out in the Rules and can be by such process as the Club deems appropriate.

- (a) The Office Bearers must be Members who are elected under clause 16.
- (b) The Committee Members other than the Office Bearers must be either elected under clause 16, appointed to fill a vacancy under clause 18 or up to two may be appointed under clause 17.
- (c) The maximum total number of Committee Members is ten (10).



## 15.3 Portfolios

The trend in sporting organisations is not to entrench portfolios or titles in the Constitution. If it is determined to allocate portfolios or titles to Committee Members, it is considered that the discretion simply be retained in the Committee so as to maintain flexibility and not require Constitutional change if a portfolio is no longer required. Structure, participation and operation of portfolios can be documented in the Club's Rules.

The Committee may allocate portfolios to Committee Members. The election of a Committee Member as an Office Bearer does not restrict the Committee from allocating portfolios despite the name of the position of the Office Bearer.

## 16. Elected Committee Members

### 16.1 Nomination for Committee

(a) Nominations for elected Committee Member positions (including the Office Bearers) must be called for twenty one (21) days prior to the annual general meeting. When calling for nominations, details of the necessary qualifications and job descriptions for the positions may also be provided. Qualifications and job descriptions must be

determined by the Committee from time to time.

(b) Nominees for elected Committee Member positions must declare any position they hold in any other sporting organisation in Australia or in any other organisation that could be relevant to their role as a Committee Member.

### 16.2 Form of Nomination

Nominations must be:

- (a) in writing;
- (b) in the prescribed form (if any) provided for that purpose;
- (c) signed by two Members other than the nominee;
- (d) certified by the nominee (who must be a Member) expressing the Member's willingness to accept the position for which the Member is nominated; and
- (e) delivered to the Club not less than fourteen (14) days before the date fixed for the annual general meeting,

unless, in the case of a position of an Office Bearer there is only one nomination and, in the case of other Committee positions, there are fewer nominations than vacancies, in which case the procedures and timing for nominations may be set by the Committee, including retrospectively.

### 16.3 Elections

The election process is to be set out in the Rules. It should be the process which the Committee considers is best for it.

- (a) If the number of nominations received is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Committee, then those nominated must be declared elected only if approved by the majority of Members who vote.
- (b) If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under clause 16.3(a), the positions not filled must be deemed to be casual vacancies under clause 18.1.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting documents (including electronic documents) must be prepared containing the names of the candidates in alphabetical order of their family name for each vacancy on the Committee.
- (d) Voting must be conducted in such a manner and by such a method as determined by the Committee from time to time.

## 16.4 Term of Appointment for Elected Committee Members

- (a) Committee Members elected under clause 16 are elected for a term of one year. Subject to provisions in this Constitution relating to early retirement or removal of Committee Members, elected Committee Members remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the next annual general meeting.

## 17. Appointed Committee Members

Appointed Committee Members need not be appointed every year. The principle behind this is to allow the elected Committee Members to obtain the benefit of others with additional skills that may facilitate or assist the Committee with a particular issue for a suitable time.

### 17.1 Appointment of Committee Members

The elected Committee Members may appoint up to two (2) persons as Committee Members. A person who is not a Member may be appointed by unanimous vote of all elected Committee Members.

### 17.2 Term of Appointment

Appointed Committee Members may be appointed by the elected Committee Members under this Constitution for such period determined by the Committee.

## 18. Vacancies on the Committee

### 18.1 Vacancy by retirement

A Committee Member may retire from that position by giving written notice to one or more of the remaining Committee Members.

## 18.2 Casual Vacancies

Any casual vacancy occurring in the position of a Committee Member may be filled by vote of the remaining Committee Members. Any casual vacancy may only be filled for the remainder of the Committee Member's term under this Constitution. Only a Member may be appointed to fill a casual vacancy.

## 18.3 Grounds for Termination or other Vacancy of Committee Membership

In addition to the circumstances in which the office of a Committee Member becomes vacant by virtue of the Act, the office of a Committee Member becomes vacant if the Committee Member:

- (a) dies;
- (b) becomes bankrupt or makes any arrangement or composition with the Committee Member's creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns the Committee Member's office in writing to the Club;
- (e) is absent without the consent of the Committee from three or more meetings of the Committee;
- (f) holds any office of employment with the Club without the approval of the Committee;
- (g) is directly or indirectly interested in any contract or proposed contract with the Club and fails to declare the nature of that interest;
- (h) in the opinion of the other members of the Committee (but subject always to this Constitution):
  - (i) has acted in a manner materially unbecoming or prejudicial to the Objects or to the interests of the Clubs determined by the Committee;
  - (ii) has brought the Club into serious disrepute
- (i) is removed by Special Resolution; or
- (j) would, if a director of a corporation, be or become prohibited from being a director of a corporation under the Corporations Act 2001 (Commonwealth).

If any of the above requires a determination, it may be made by the Committee acting without the Committee Member concerned in the issue and without the Committee being obliged to afford any natural justice to the Committee Member concerned in the issue.

## 18.4 Committee May Act

If there is a casual vacancy or vacancies in the office of a Committee Member or Committee Members, the remaining Committee Members may act despite the vacancy; however, if the number of remaining Committee Members is not sufficient to constitute a quorum at a meeting of the Committee, they may act only for the purpose of increasing the number of Committee Member to a number sufficient to constitute a quorum.

## 19. Meetings of the Committee

These clauses have been drafted so that they comply with the law, but also to provide the Committee with maximum flexibility in terms of how it meets the Australian Sport Commission's 'Governance Principles: A good practice guide'. The principles recommend that a Committee meet not less than six times per year and as often as monthly. A small Club may only need to meet bi-monthly to properly conduct its business. In alternate months it may meet not as a Committee, but as a sub-committee to address operational issues thereby keeping separate the strategic and operational dimensions of running a Club.

### 19.1 Committee to Meet

The Committee must meet as often as is deemed necessary in every calendar year for the despatch of business (and must be at least as often as is required under the Act). Subject to this Constitution, it may adjourn and otherwise regulate its meetings as it thinks fit. A Committee Member may at any time convene a meeting of the Committee within reasonable time.

### 19.2 Decisions of Committee

Subject to this Constitution, questions arising at any meeting of the Committee must be decided by a majority of votes and a determination of a majority of Committee Members will for all purposes be deemed to be a determination of the Committee. All Committee Members have one vote on any question. If voting is equal, the chairperson does not have a casting vote so the motion is not passed. Committee members not present at a meeting may have their vote cast by an alternate Committee member so long as that member is present at the meeting.

The Australian Sport Commission's 'Governance Principles: A good practice guide recommends that "votes taken at Committee or General Meetings should be passed by a majority of Committee Member/Members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited".

### 19.3 Resolutions Not in Meeting

This clause provides for electronic meetings of the Committee.

(a) A resolution in writing that has been signed or assented to by email, facsimile or other form of visible or other electronic communication by all the Committee Members for the time being present in Australia must be as valid and effectual as if it had been passed at a meeting of Committee Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Committee Members. The resolution takes effect on the date when the last Committee Member signs the document evidencing the resolution.

(b) Without limiting the power of the Committee to regulate its meetings as it thinks fit, a meeting of the Committee may be held even if one or more of the Committee Members is not physically present at the meeting, provided that:

(i) All persons participating in the meeting are able to communicate with each other effectively,



simultaneously and instantaneously whether by means of telephone or other form of communication.

(ii) Notice of the meeting is given to all the Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Committee or this Constitution.

(iii) If a failure in communications prevents clause 19.3(b)(i) from being satisfied by the number of Committee Members which constitutes a quorum, and none of such Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this rule to be held, then the meeting must be suspended until clause 19.3(b)(i) is satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting must be deemed to have been terminated or adjourned.

(iv) Any meeting held if one or more of the Committee Members is not physically present must be deemed to be held at the place specified in the notice of the meeting, provided a Committee Member is present there. If no Committee Member is present there, the meeting must be deemed to be held at the place where the chairperson of the meeting is located.

## 19.4 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is four (4) but that must include at least two Office Bearers. It is permissible that Committee Members be deemed present if attending via video conference technology so long as that technology complies with the requirements of 19.3(b)(i).

## 19.5 Notice of Committee Meetings

Unless all Committee Members agree to hold a meeting at shorter notice (which agreement must be sufficiently evidenced by their apology or their presence without their objection to the short notice) not less than seven (7) days' written notice of the meeting of the Committee must be given to each Committee Member. The agenda must be forwarded to each Committee Member not less than three (3) days prior to such meeting unless all of the Committee Members do not object to a shorter period of notice.

## 19.6 Chairperson

The Committee must appoint a chairperson from among its members. The chairperson must be the nominal head of the Club and will act as chair of any Committee meeting or General Meeting at which he or she is present, subject to their decision to refrain from assuming that role for any reason. If the chairperson is not present, or is unwilling or unable to preside at a Committee meeting, the remaining Committee Members must appoint another Committee Member to preside as chairperson for that meeting only.

The chairperson can be any Committee Member whom the Committee regards as sufficiently skilled to undertake the role. Traditionally, many Clubs have allocated the role of chairperson to a position such as the president. This is not required, and it is up to the Club to decide how this will be handled. The Club may choose to have both with the president having a leadership role as the nominal head of the Club and person as the chairperson who is the business leader of the Club.

## 19.7 Conflict of Interest

A Committee Member must declare the Member's interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or is reasonably likely to arise. The Committee Member must, unless otherwise determined by the Committee, be physically absent

from discussions of such matters and is not entitled to vote in respect of such matters. If the Committee Member casts a vote despite this requirement, the vote must not be counted. If there is any uncertainty as to whether it is necessary for a Committee Member to be absent from discussions and refrain from voting, the issue must be immediately determined by vote of the Committee. If this is not possible, the matter must be adjourned or deferred.

## 19.8 Disclosure of Interests

(a) The nature of the interest of a Committee Member must be declared at the meeting of the Committee at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest must be disclosed to the Committee at the next meeting of the Committee. If a Committee Member becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Committee held after the Committee Member becomes interested.

(b) All disclosed interests must also be disclosed to each annual general meeting in accordance with the Act.

## 19.9 General Disclosure

A general notice stating that a Committee Member is a Member of any specified firm or company and that member has an interest in all transactions with that firm or company is sufficient declaration under clause 19.8. After the distribution of the general notice, it is not necessary for the Committee Member to give a special notice regarding any particular transaction with that firm or company.

## 19.10 Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Committee Member in accordance with clauses 19.7, 19.8 or 19.9 must be recorded in the minutes of the relevant meeting.

If the Club is large enough to engage an Executive Officer, the duties of the Executive Officer would be set out here as a new clause and also in any employment contract that he or she may have with the Club.

## 20. Delegations

The delegations clause recognises that the Committee may delegate functions and tasks to special committees or individuals. In sport, these are common. For example, rules and technical committees, selection committees and judicial committees are used. This clause sets out how such delegations should be made and how they operate.

This clause sets out how such delegations should be made and how they operate - clause 20.1 refers to a 'document in writing' that outlines delegations. The standard practice is that the document is a list/register of delegations, which is subject to a formal resolution of the Committee. In addition to the register of delegations, the resolution to approve the delegations is to be recorded in the Committee minutes.

Delegations can and should in some cases include the authority to spend the Club's funds in accordance with the agreed budget.

## 20.1 Committee May Delegate Functions

The Committee may, by document in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

The Committee determines the powers these committees are given.

## 20.2 Delegation by Instrument

In the document establishing the delegation, the Committee may delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

(b) a function imposed on the Committee or the executive officer by the Act, any other law, this Constitution, or by resolution of the Club in a General Meeting.

## 20.3 Delegated Function Exercised in Accordance with Terms

A delegated function may be exercised from time to time in accordance with the terms of the delegation until the delegation is revoked.

## 20.4 Procedure of Delegated Entity

The procedures for any person or committee exercising delegated power must, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Committee under clause 19. The person or committee exercising delegated powers must make decisions in accordance with the Objects, and it must promptly provide the Committee with details of all material decisions. The person or committee must also provide any other reports, minutes and information required by the Committee.

## 20.5 Delegation May Be Conditional

A delegation under this clause may be made subject to conditions or limitations regarding the exercise of any function. These may be specified in the delegation or imposed in writing after that.

## 20.6 Revocation of Delegation

At any time the Committee may, by document in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a person or committee under this clause.

## 21. Seal

(a) The Club may have a Seal upon which its corporate name will appear in legible characters.

(b) The Seal must not be used without the express authorisation of the Committee. Every use of the Seal must be recorded in the Club's minute book. Two Committee Members must witness every use of the Seal, unless the Committee determines otherwise.

(c) The Club need not have a Seal. If it has a Seal, it need not use it but instead may give authority to bind to the Club to not fewer than two Committee Members acting jointly.

In addition to recording the use of the Seal in the Committee minutes, the Club may like to consider establishing a Register for the use of the Seal.

## 22. Annual general meeting

- (a) The Club's annual general meeting must be held in accordance with the Act and this Constitution. It must be held on a date and at a venue determined by the Committee.
- (b) All General Meetings other than the annual general meeting must be special General Meetings and must be held in accordance with this Constitution.

## 23. Special general meetings

### 23.1 Special General Meetings May be Held

The Committee may, whenever it thinks fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.

### 23.2 Requisition of Special General Meetings

- (a) The secretary must convene a special general meeting when not less than five per cent of Members who may vote at a General Meeting submit a requisition in writing, legibly signed by each of those Members.
- (b) The requisition for a special general meeting must state the object(s) of the meeting. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.
- (c) If within one month after the date on which the requisition is delivered to the Club, the Committee does not send notice of a special general meeting to be held, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after expiry of that one month.
- (d) A special general meeting convened by Members under this Constitution must be convened in the same manner, or as close as possible, as those convened by the Committee.

## 24. Notice of general meeting

- (a) Notice of every General Meeting must be given to every Member entitled to vote. Notices must be sent to the addresses appearing in the Club's Register. The auditor and Committee Members are entitled to receive notice of every General Meeting. No other person is entitled, as of right, to receive notices of General Meetings.
- (b) A notice of a General Meeting must specify the place, day and hour of the meeting and will state the business to be transacted at the meeting.
- (c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
  - i. the agenda for the meeting; and
  - ii. any notice of motion received from Members entitled to vote.
- (d) Notice of every general meeting must be given in the manner authorised in clause 38.

## 25. Business

(a) The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Committee and auditors, the election of Committee Members under this Constitution and the appointment of the auditors.

(b) All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in clause 25(a), must be special business.

(c) No business other than that stated on the notice for a general meeting may be transacted at that meeting.

## 26. Notices of motion

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club not less than twenty eight (28) days (excluding receiving date and meeting date) prior to the general meeting.

## 27. Proceedings at general meetings

### 27.1 Quorum

No business may be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Club is five (5) Members.

### 27.2 Chairperson to Preside

The chairperson of the Committee will, subject to this Constitution, preside as chair at every General Meeting except:

- (a) in relation to any election for which the chairperson is a nominee; or
- (b) if a conflict of interest exists.

If the chairperson is not present, or is unwilling or unable to preside, the Committee Members present may appoint another Committee Member to preside as chairperson for that meeting only.

### 27.3 Adjournment of Meeting

(a) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting must be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

(b) The chairperson may, with the consent of any meeting at which a quorum is present, and will, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

(d) Except as provided in clause 27.3(c) it is not necessary to give any notice of an adjournment

or the business to be transacted at any adjourned meeting.

## 27.4 Voting Procedure

At any meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (a) the chairperson; or
- (b) at least three Members.

## 27.5 Recording of Determinations

Unless a poll is demanded under clause 27.4, the chairperson's declaration is conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution. The result of the resolution must be recorded in the Club's record of proceedings.

## 27.6 If Poll Demanded

If a poll is demanded under clause 27.4 it must be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll must be the resolution of the meeting.

# 28. Voting at general meetings

## 28.1 Members Entitled to Vote

Each Member who is at least 16 years of age at the time the vote is cast is entitled to one vote at General Meetings.

## 28.2 Chairperson does not have Casting Vote

If votes cast at a General Meeting are equal, the chairperson does not have a casting vote so the motion is not passed.

The Australian Sport Commission's 'Governance Principles: A good practice guide' recommends that "votes taken at Committee or General Meetings should be passed by a majority of Committee Member/Members and not be subject to a casting vote. The principle is based on the premise that if a majority cannot agree on an issue then the issued should be forfeited".

## 28.3 Proxy Voting

Proxy voting is not permitted for any General Meeting.

Proxy voting has not been provided for in this document. It is optional and does not need to be provided for under the Act. See also section 23(c).

## 28.4 Remote Voting

No motion may be determined by a postal, electronic or other form of remote voting for a resolution or ballot unless determined by the Committee. If the Committee so determines, the remote ballot must be conducted under the procedures set by the Committee from time to time.

## 29. Grievance Procedure

(a) The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

- i. another Member; or
- ii. the Club,

which are not the subject of existing disciplinary proceedings or determinations by the Committee in respect of an application for membership or discontinuance of membership.

(b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen days after the dispute comes to the attention of all parties.

(c) If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must, within ten (10) days, refer the dispute for resolution to a community justice centre for mediation under the Community Justice Centres Act 1983 (New South Wales) or any successor or analogous statutory procedure for resolving community grievances and disputes.

(d) The Committee may prescribe additional grievance procedures in the Rules consistent with this clause 29.

## 30. Records and accounts

### 30.1 Records

The Club must establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the Club generally and the Committee in particular). It must produce such of these as is appropriate at each Committee or General Meeting.

### 30.2 Records Kept in Accordance with the Act

Proper accounting and other records must be kept in accordance with the Act.

The books of account must be kept in the care and control of the Secretary.

The other books, documents and records of the Club must be kept in such care and control of persons or on property of the Club as the Committee determines.

### 30.3 Committee to Submit Accounts

The Committee must submit the Club's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

## 30.4 Accounts Conclusive

The statements of account, when approved or adopted by an annual general meeting, will be conclusive except when errors have been discovered within three months after such approval or adoption.

## 30.5 Accounts to be Sent to Members

The Secretary must send, or cause to be sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution a copy of the statements of account, the Committee's report, the auditor's report and every other document required under the Act (if any).

## 30.6 Inspection of Records and Accounts

Having regard to the Act, confidentiality considerations and privacy laws, the records, books and documents of the Club (other than the Register, which is addressed by clause 8.2), in any case excluding the address or other direct contact details of any Member, must be available for inspection (but not copying) by Members, upon reasonable request.

# 31. Auditor

Under the Act, certain incorporated associations are required to undertake an audit. The Act divides large ("Tier 1") and small ("Tier 2") associations and requires Tier 1 organisations to conduct an audit.

Although there is no obligation for Tier 2 associations to undertake an audit, it is good corporate governance and sound risk and financial management to do so.

(a) Whenever the Club is a Tier 1 organisation, a properly qualified auditor or auditors must be appointed by the Club in a General Meeting. The auditor's duties must be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties must be regulated in accordance with the Corporations Act 2001 (Commonwealth) and generally accepted principles or any applicable code of conduct. The auditor may be removed by the Club in a General Meeting.

(b) Whenever the Club is a Tier 1 organisation, the accounts of the Club must be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

# 32. Financial management

## 32.1 Income and property of the Club

Income and property of the Club may be derived from such sources which the Committee determines from time to time is consistent with the Objects.



## 32.2 Application of the income and property of the Club

The income and property of the Club must be applied solely towards the Objects.

## 32.3 Restrictions on application of the income and property of the Club

Except as prescribed in this Constitution or the Act:

(a) no portion of the income or property of the Club may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member;

(b) no remuneration or other benefit in money or money's worth must be paid or given by the Club to any Member who holds any office of the Club.

## 32.4 Payment in good faith

Payment in good faith of or to any Member can be made for:

(a) any services actually rendered to the Club whether as an employee, agent, adviser, consultant, Committee Member or otherwise;

(b) goods supplied to the Club in the ordinary and usual course of operation;

(c) interest on money borrowed from any Member;

(d) rent for premises demised or let by any Member to the Club; or

(e) any out-of-pocket expenses incurred by a Member on behalf of the Club.

Nothing in clauses 32.2 or 32.3 preclude such payments provided they do not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 32.5 Authorising any expenses incurred by the Club

All expenses intended to be incurred by the Club must be authorised in advance by at least two (2) Committee Members, subject to any other conditions decided by the Committee from time to time.

## 32.6 Accepting any income received by the Club

All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Club, must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised Committee Members or in such other manner as the Committee determines.

## 33. Winding up

(a) Subject to this Constitution the Club may be wound up in accordance with the Act.

(b) The liability of the Members of the Club is limited as set out in this Constitution.

(c) Prior to any winding up of the Club commencing, the liability of a Member (in their capacity as a Member) to contribute towards the payment of debts and liabilities of the Club is limited to the amount of any unpaid membership fees and any other amounts which the Member has agreed in writing to pay.

(d) Every Member undertakes to contribute to the assets of the Club if it is wound up while a Member, or within one year after ceasing to be a Member, for payment of the debts and liabilities of the Club contracted before the time at which they ceased to be a Member and towards the costs, charges and expenses of winding up the Club, such an amount not exceeding one dollar (\$1.00).

## **34. Distribution of property on winding up**

If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they must not be paid to or distributed among the Members. Instead, the assets or property shall be transferred to ActivateUTS to be used within the University as deemed for the support of sport in general.

## **35. Alteration of Constitution**

Any proposed changes to this constitution must be authorised by a representative of ActivateUTS prior to inclusion in the agenda of a special resolution. This Constitution must not be altered except by Special Resolution.

## **36. Rules**

The Rules are the key 'delegated legislation' of the Club (sometimes referred to as by-laws). These are procedural and policy documents which can address a range of issues for a Club. These include disciplinary regulations, election procedures, policies including funding assistance, Member protection and anti-doping (subject to Football NSW and Football Australia requirements), financial management and particular sporting matters.

### **36.1 Committee to Formulate Rules**

The Committee may formulate, issue, adopt, interpret and amend Rules for the proper advancement, management and administration of the Club, the advancement of the purposes of the Club. Such Rules must be consistent with the Constitution and any policy directives of the Committee.

### **36.2 Rules Binding**

All Rules are binding on the Club and all Members.

### **36.3 Rules Deemed Applicable**

All clauses, rules, by-laws and regulations of the Club in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) are deemed to be Rules and will continue to apply until changed or deleted in accordance with this Constitution.

### **36.4 Notices Binding on Members**

Amendments, alterations, interpretations or other changes to Rules must be advised to Members by means of notices approved by the Committee and prepared and issued by the Club. The Club must take reasonable steps as the Committee determines to distribute information in the notices to Members, such as emailed notices, posts from its website and posters (it is not necessary to mail or to notify each Member for each occasion). Failure of any notice sent to an address provided by a member does not invalidate the effectiveness of the notice. The matters in the notices are binding on all Members even if they do not receive

or read the notices.

## **37. Status of and compliance by Club**

### **37.1 Recognition by Club of its membership**

The Club is a member of the state governing body for football and is recognised by that body as an entity responsible for the delivery of football.

### **37.2 Football NSW**

The Club may not resign, disaffiliate or otherwise seek to withdraw from Football NSW without approval by Special Resolution.

## **38. Notices**

(a) Notices may be given by the Club to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post, hand delivery, oral notice or by electronic transmission in any legible form to the Member's registered address or electronic address last given to the Club or an agent of the Club. Notices sent electronically include notices sent by email, social media and syndication feeds from the Club's websites.

(b) If a notice is sent by post, service of the notice is deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting if the address is in Australia.

(c) If a notice is sent by electronic transmission service (including any social media delivery method), service of the notice is deemed to be effected the next business day after it was sent (whether or not the Member in fact read or could have read it).

## **39. Indemnity**

(a) Every Committee Member and employee of the Club is indemnified out of the property and assets of the Club against any liability incurred by them in their respective capacity as Committee Member or employee in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

(b) The Club indemnifies its Committee Members and employees against all damages and losses (including legal costs) for which any such Committee Member or employee may be or becomes liable to any third party in consequence of any act or omission, except wilful misconduct:

(i) in the case of a Committee Member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or

(ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Club.

## **40. Financial year**

The financial year of the Club is:

(a) the period of time commencing on 1 July to 30 June of the following year (financial year) or

such other period determined by the Committee from time to time; and

(b) each period of 12 months after the expiration of the previous financial year of the Club.

For clarity, the periods of membership need not coincide with the financial year.