

Epping Eastwood Football Club Incorporated

Constitution

Associations Incorporation Act 2009

This constitution sets out the structure for the operation of the Club.

This constitution covers the matters required by the Associations Incorporation Act 2009 (NSW) and all other relevant laws.



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1. Establishment

1.1 Club Name

The name of the Club is the Epping Eastwood Football Club Incorporated.

1.2 Club Objects

The objects of the Club are to:

- (a) foster and develop the game of football (soccer) in the Epping Eastwood area;
- (b) participate in, foster and support the game of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia; and
- (c) do all such other things as are incidental or conducive to the attainment of the objects of the Club.

1.3 Change of Club Objects

An application to the Director-General for registration of a change in the Club's name, objects or the Constitution in accordance with section 10 of the Act is to be made by the Secretary or a Management Committee member.

1.4 Club Colours

The Club colours are yellow and black. The Management Committee is responsible for the design of the playing uniform, and any changes so desired from time to time.

2. Membership

2.1 Members

Membership of the Club will consist of the following 4 classes:

- (a) Playing Members;
- (b) Junior Members;
- (c) Other Members; and
- (d) Life Members.

2.2 Membership Eligibility

- (a) Subject to this Constitution, a person is eligible to be a member of the Club if the person is a natural person.
- (b) A person is taken to be a member of the Club if:
 - (i) the person is a natural person; and
 - (ii) the person was:

- (A) in the case of an unincorporated body that is registered as the Club, a member of that unincorporated body immediately before the registration of the Club; or
 - (B) in the case of an association that is amalgamated to form the Club, a member of that other association immediately before the amalgamation; or
 - (C) in the case of a registrable corporation that is registered as an association, a member of the registrable corporation immediately before that entity was registered as an association.
- (c) A person is taken to be a member of the Club if the person was one of the individuals on whose behalf an application for registration of the Club under section 6(1)(a) of the Act was made.

2.3 **Playing Member Nomination**

- (a) In this Constitution, a **Playing Member** means a person:
- (i) who is a player in a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia; or
 - (ii) who is appointed by the Management Committee to be the coach or manager of a team representing the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia.
- (b) A Playing Member is not obliged to nominate for membership under clause 2.5.
- (c) A nomination of a person for membership as a Playing Member must be:
- (i) made in the form and the manner required by the Management Committee from time to time; and
 - (ii) lodged with the Secretary.
- (d) Playing Membership commences:
- (i) in the case of person who is a player in a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia, upon the registration by the Secretary of that person as a player in the relevant team; and
 - (ii) in the case of person who is appointed by the Management Committee to be the coach or manager of a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia, upon the appointment by the Management Committee of that person as a coach or manager of the relevant team.
- (e) Player Membership ceases on the earlier to occur of:

- (i) in the case of person who is a player in a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia, upon the cancellation of that person's registration as a player in the relevant team;
- (ii) in the case of person who is appointed by the Management Committee to be the coach or manager of a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia, upon the cancellation of the appointment by the Management Committee of that person as a coach or manager of the relevant team;
- (iii) any of the events set out in clause 2.6; and
- (iv) 28 February in the calendar year following the year in which the person was registered by the Secretary as a player, or such other date as determined by the Management Committee.

2.4 Junior Member Nomination

- (a) In this Constitution, a **Junior Member** means a parent or legal guardian of a junior player under the age of 18 years of age who is a member of a team representing the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia.
- (b) Junior Membership (for the relevant person) is taken to be conferred as a consequence of a person under the age of 18 years of age becoming a junior player with the Club who is a registered member of a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Club Incorporated, Football New South Wales or the Football Federation of Australia.
- (c) A Junior Member is not obliged to nominate for membership under clause 2.5.
- (d) Junior Membership commences upon the registration by the Secretary of that person as a player in the relevant team.
- (e) Junior Membership ceases: on the earlier to occur of:
 - (i) in the case of person who is a player in a team that represents the Club in games of football (soccer) and competitions conducted by the Gladesville - Hornsby Football Association Incorporated, Football New South Wales or the Football Federation of Australia, upon the cancellation that person's registration as a player in the relevant team;
 - (ii) any of the events set out in clause 2.6; and
 - (iii) 28 February in the calendar year following the year in which the person was registered by the Secretary as a player, or such other date as determined by the Management Committee.

2.5 Other Member Nomination

- (a) A nomination of a person for membership as an Other Member must be:

- (i) made by a member of the Club in writing in the form set out in annexure 1 to this Constitution; and
 - (ii) lodged with the Secretary.
- (b) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Management Committee which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the Management Committee makes that determination, the Secretary must:
- (i) notify the nominee, in writing, that the Management Committee approved or rejected the nomination (whichever is applicable); and
 - (ii) if the Management Committee approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution by a member as entrance fee and annual subscription.
- (d) The Secretary must, on payment by the nominee of the amounts referred to in clause 2.5(c) within the period required, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes an Other Member.
- (e) Other Membership commences when the person's membership is entered into the register of members.
- (f) Other Membership ceases upon any of the events set out in clause 2.6 occurring.

2.6 Membership Cessation

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

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Club; or
- (d) in the case of an Other Member, fails to pay the annual membership fee under clause 2.10 within 3 months after the fee is due.

2.7 Membership not transferable

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

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

2.8 Membership Resignation

- (a) A member of the Club may resign from membership of the Club by giving to the Secretary not less than 1 month (or such other period as the Management Committee may determine) written notice of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (b) If a member of the Club ceases to be a member under clause 2.8(a), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

2.9 Register of members

- (a) The Secretary must establish and maintain a register of members of the Club specifying the name and postal or residential address of each person who is a member of the Club together with the date on which the person became a member.
- (b) The register of members must be kept in New South Wales
 - (i) at the main premises of the Club; or
 - (ii) if the Club has no premises, at the Club's official address.
- (c) The register of members must be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- (d) A member of the Club may obtain a copy of any part of the register on payment of a fee determined by the Management Committee for each page copied.
- (e) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, such information must not be made available for inspection.
- (f) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Club or other material relating to the Club; or
 - (ii) any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.10 Fees & Subscriptions

- (a) A Member of the Club must, on admission to membership, pay to the Club a fee of \$1.00 or, if some other amount is determined by the Management Committee, that other amount.
- (b) In addition to any amount payable by an Other Member under clause 2.5(c), a Member of the Club must pay to the Club an annual membership fee of \$2.00 or, if some other amount is determined by the Management Committee, that other amount:
 - (i) except as provided by clause 2.10(b)(ii), before 28 February in each calendar year; or
 - (ii) if the member becomes a member on or after 28 February in any calendar year, on becoming a member and before 28 February in each succeeding calendar year.
- (c) A Junior Member is not obliged to pay any amounts under this clause 2.10.

2.11 Members Liability

The liability of a member of the Club to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount, if any, unpaid by the member in respect of membership of the Club as required by clause 2.10.

2.12 Resolution of Disputes between Members

- (a) A dispute between a member and another member (in their capacity as members) of the Club, or a dispute between a member or members and the Club, are to be referred to a community justice centre for mediation under the [Community Justice Centres Act 1983](#).
- (b) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (c) The [Commercial Arbitration Act 1984](#) applies to any such dispute referred to arbitration.

2.13 Disciplining Members

- (a) A complaint may be made to the Management Committee by any person that a member of the Club:
 - (i) has refused or neglected to comply with a provision or provisions of this Constitution; or
 - (ii) has wilfully acted in a manner prejudicial to the interests of the Club.
- (b) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Management Committee decides to deal with the complaint, the Management Committee:
 - (i) must cause notice of the complaint to be served on the member concerned;
 - (ii) must allow the member not less than 14 days from the time the notice is given within which to make submissions to the Management Committee in connection with the complaint; and
 - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (d) The Management Committee may, by resolution, expel the member from the Club or suspend the member from membership of the Club if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (e) If the Management Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, give written notice to the member of the action taken, of the reasons given by the Management Committee for having taken that action and of the member's right of appeal under clause 2.14.
- (f) The expulsion or suspension does not take effect:

- (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
- (ii) if within that period the member exercises the right of appeal, unless and until the Club confirms the resolution under clause 2.14, whichever is the later.

2.14 Right of Appeal of a Disciplined Member

- (a) A member may appeal to the Club in a General Meeting against a resolution of the Management Committee under clause 2.13, within 7 days after notice of the resolution is served on the member, by giving the Secretary a written notice to that effect.
- (b) The written notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under clause 2.14(a), the Secretary must notify the Management Committee which is to convene a General Meeting to be held within 28 days after the date on which the Secretary received the notice.
- (d) At a General Meeting convened under clause 2.14(c):
 - (i) no business other than the question of the appeal is to be transacted;
 - (ii) the Management Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) The appeal is to be determined by a simple majority of votes cast by members of the Club.

3. Life Membership

3.1 Life Membership Eligibility

- (a) Life Membership of the Club may be conferred upon any person who has contributed outstanding and meritorious service to the Club.
- (b) Any person considered for nomination for Life Membership of the Club must be a current member and be of good character and highly regarded by their peers and meet or exceed not less than 3 of the following criteria:
 - (i) the person must have been a Playing Member for not less than 10 years;
 - (ii) the person must have been an Other Member for not less than 10 years;
 - (iii) the person must have been a coach appointed by the Management Committee for not less than 5 years;
 - (iv) the person must have been a manager appointed by the Management Committee for not less than 5 years;
 - (v) the person must have been an office bearer or Management Committee member for not less than 5 years; or

- (vi) the person have made a significant contribution to broader Club life through active participation in off - field activities.

3.2 Life Membership Nomination

Nominations of candidates for Life Membership of the Club must be delivered to the Secretary no later than 42 days before the date on which the annual General Meeting is held and include:

- (a) a written statement in support of the nomination that identifies criteria set out in clause 3.1 that the candidate satisfies; and
- (b) the endorsement of not less than 5 members.

3.3 Management Committee Assessment

- (a) After receipt of a nomination under clause 3.2, the Secretary must include in the business agenda for the next Management Committee meeting consideration of the nomination.
- (b) The Management Committee must consider a nomination received under clause 3.2 and if:
 - (i) not less than 75% of the Management Committee members present at the meeting vote to support the nomination for Life Membership, the Secretary must include in the business agenda for the next annual General Meeting the consideration of the nomination received under clause 3.2 that has been supported by the Management Committee under this clause 3.3 as an item that requires a special resolution (to which clause 6.8 of this Constitution applies); or
 - (ii) less than 75% of the Management Committee members present at the meeting vote to not support the nomination for Life Membership, the Secretary must give written notice of this determination to the person who delivered the nomination to the Secretary.

3.4 General Meeting Consideration

- (a) Nominations of candidates for Life Membership must be considered at an annual General Meeting as an item that requires a special resolution (to which clause 6.8 of this Constitution applies).
- (b) A person is conferred Life Membership if the nomination is approved under a special resolution at an annual General Meeting.

3.5 Life Membership limits

- (a) Not more than 2 nominations for Life Membership can be considered at any annual General Meeting.
- (b) If more than 2 nominations for Life Membership are received by the Secretary in any calendar year, the Management Committee shall decide which 2 are to be considered at the next annual General Meeting.
- (c) Any further nominations received by the Secretary may be deferred to the next calendar year or disregarded, at the discretion of the Management Committee.

4. Management Committee Membership

4.1 Management Committee Composition

- (a) The Management committee is to consist of:
 - (i) the office-bearers of the Club; and
 - (ii) not less than 2 ordinary committee members, each of whom is to be elected at the annual General Meeting under clause 4.3.
- (b) The total number of committee members is to be not less than 6.
- (c) The office-bearers of the Club are as follows:
 - (a) the President;
 - (b) the Vice-President;
 - (c) the Treasurer; and
 - (d) the Secretary.
- (d) A Management Committee member may hold up to 2 offices (other than both the President and Vice-President offices).
- (e) Each member of the Management Committee is, subject to this Constitution, to hold office until the conclusion of the annual General Meeting following the date of the member's election, but is eligible for re-election.

4.2 Management Committee Powers

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Club in a General Meeting, the Management Committee:

- (a) is to control and manage the affairs of the Club;
- (b) may exercise all such functions as may be exercised by the Club, other than those functions that are required by this Constitution to be exercised by a General Meeting;
- (c) has power to perform all such acts and do all such things as appear to the Management Committee to be necessary or desirable for the proper management of the affairs of the Club; and
- (d) may from time to time make, alter or repeal by-laws it considers necessary for the proper management of the Club's affairs.

4.3 Management Committee Members Election

- (a) A person nominated as a candidate for election as an office-bearer or as an ordinary Management Committee member must be a member of the Club.
- (b) Nominations of candidates for election as office-bearers of the Club or as ordinary Management Committee members must be made during the course of an annual General Meeting when nominations are called for and moved by not less than 2 members and:

- (i) if the candidate is present at the relevant General Meeting, by making known their acceptance of candidature to the Secretary; or
 - (ii) if the candidate is not present at the relevant General Meeting, by written notice to the Secretary that sets out the consent of the candidate to the nomination being moved.
- (c) If insufficient nominations are received to fill all vacancies on the Management Committee:
- (i) the candidates nominated are taken to be elected and further nominations are to be received at any future General Meeting; and
 - (ii) any vacant positions remaining on the Management Committee are taken to be casual vacancies.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held. The ballot for the election of office-bearers and ordinary Management Committee members is to be conducted at the annual General Meeting in such usual and proper manner as the Management Committee may direct.

4.4 Casual Vacancies

If a casual vacancy occurs in the membership of the Management Committee, the Management Committee may appoint a member of the Club to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the annual General Meeting next following the date of the appointment.

4.5 Cessation of Management Committee Membership

Membership of the Management Committee will cease if the member:

- (a) dies;
- (b) ceases to be a member of the Club;
- (c) becomes bankrupt;
- (d) resigns office by written notice given to the Secretary;
- (e) is removed from office under clause 4.6;
- (f) becomes a mentally incapacitated person;
- (g) is absent without the consent of the Management Committee from 3 or more consecutive meetings;
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months; or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the [Corporations Act 2001](#) of the Commonwealth.

4.6 Management Committee Member Removal

- (a) By way of a resolution at a General Meeting a member of the Management Committee can be removed before the expiration of their term of office.
- (b) If a Management Committee member to whom a proposed resolution referred to in clause 4.6(a) relates makes written representations to the Secretary or the President and requests that the representations be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the General Meeting at which the resolution is considered.

4.7 No Payment or Remuneration

A member of the Management Committee must not be appointed to any salaried office of the Club or any office of the Club paid by fees and no remuneration or other benefit in money or money's worth shall be given by the Club to any member of the Management Committee except:

- (a) repayment of out-of-pocket expenses;
- (b) interest at a rate not exceeding interest at the rate for the time being charged by the Club's bankers for money lent to the Club;
- (c) reasonable and proper rent for premises owned or controlled by the Management Committee member that is occupied by the Club;
- (d) payment for services rendered or goods supplied in arm's length transaction on normal commercial terms approved by the Management Committee.

5. Management Committee Operation

5.1 President

- (a) The President must, as soon as practicable after being appointed, lodge notice with the Club of their address.
- (b) It is the duty of the President to work in the best interests of the Club and this includes:
 - (i) ensuring that Club's activities align with the purpose of the Club set out in this Constitution;
 - (ii) being the chair of all Management Committee meetings, General Meetings and Special General Meetings; and
 - (iii) being the official spokesman for the Club and represent the Club in an official capacity.
- (c) The President is not obliged to pay a fee under clause 2.10.

5.2 Vice President

- (a) The Vice President must, as soon as practicable after being appointed, lodge notice with the Club of their address.

- (b) It is the duty of the Vice President to work in the best interests of the Club and this includes:
 - (i) supporting the President in ensuring that the Club's activities align with the purpose of the Club set out in this Constitution; and
 - (ii) assisting the President in activities associated with being the official spokesman for the Club and representing the Club in an official capacity.
- (c) The Vice President is not obliged to pay a fee under clause 2.10.

5.3 Secretary

- (a) The Secretary must, as soon as practicable after being appointed, lodge notice with the Club of their address.
- (b) It is the duty of the Secretary to work in the best interests of the Club and this includes keeping records of:
 - (i) all appointments of office-bearers and members of the Management Committee; and
 - (ii) the names of members of the Management Committee present at a committee meeting, a General Meeting or a Special General Meeting; and
 - (iii) establish and maintain the register of members; and
 - (iv) all proceedings at committee meeting, a General Meeting or a Special General Meeting.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) The Secretary is the public officer of the Club.
- (e) The Secretary is not obliged to pay a fee under clause 2.10.

5.4 Treasurer

- (a) The Treasurer must, as soon as practicable after being appointed, lodge notice with the Club of their address.
- (b) It is the duty of the Treasurer to work in the best interests of the Club and this includes ensuring that:
 - (i) all money due to the Club is collected and received and that all payments authorised by the Club are made; and
 - (ii) correct books and accounts are kept showing the financial affairs of the Club, including full details of all receipts and expenditure connected with the activities of the Club.
- (c) The Treasurer is not obliged to pay a fee under clause 2.10.

5.5 Meetings and Quorum

- (a) The Management Committee must meet at least 3 times in each period of 12 months at such place and time as the Management Committee may determine.
- (b) Additional meetings of the Management Committee may be convened by:
 - (i) the President; or
 - (ii) by 2 or more members of the Management Committee,giving the Secretary written notice requesting a meeting not less than 3 days (or such other period as may be unanimously agreed on by the members of the Management Committee) before the time appointed for the holding of the meeting.
- (c) Notice of a meeting given under clause 5.5(b) (ii) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Management Committee members present at the meeting unanimously agree to treat as urgent business.
- (d) Any 3 members of the Management Committee constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- (e) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (f) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (g) At a meeting of the committee:
 - (i) the President or, in the President's absence, the Vice President is to chair the meeting; or
 - (ii) if the President and the Vice President are absent or unwilling to act, such one of the remaining members of the Management Committee as may be chosen by the members present at the meeting is to chair.

5.6 Delegation to Sub Committee

- (a) The Management Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Club as the Management Committee thinks fit) the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
 - (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Management Committee by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this clause 5.6 may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (c) A delegation under this clause 5.6 may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this clause 5.6, the Management Committee may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause 5.6 has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (f) At any time the Management Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause 5.6.
- (g) A sub-committee may meet and adjourn as it thinks proper.

5.7 Voting and Decisions

- (a) Questions arising at a meeting of the Management Committee or of any sub-committee appointed by the Management Committee are to be determined by a majority of the votes of members of the Management Committee or sub-committee present at the meeting.
- (b) Each member present at a Management Committee meeting or of any sub-committee appointed by the Management 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 chairing may exercise a second or casting vote.
- (c) Subject to clause 5.5(e), the Management Committee may act despite any vacancy on the committee.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Management Committee or sub-committee.

6. General Meetings

6.1 Annual General Meetings

- (a) The Club must hold its first annual General Meeting within 18 months after its registration under the Act.
- (b) The Club must hold its annual General Meetings:
 - (i) within 6 months after the close of the Club's financial year; or
 - (ii) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

6.2 Annual General Meetings – Calling and Business

- (a) The annual General Meeting is, subject to the Act and to clause 6.1, to be convened on such date and at such place and time as the Management Committee thinks fit.

- (b) In addition to any other business which may be transacted at an annual General Meeting, the business of an annual General Meeting is to include the following:
 - (i) to confirm the minutes of the last preceding annual General Meeting and of any Special General Meeting held since that meeting;
 - (ii) to receive from the committee reports on the activities of the Club during the last preceding financial year;
 - (iii) to elect office-bearers of the Club and ordinary Management Committee members; and
 - (iv) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (c) An annual General Meeting must be specified as such in the notice convening it.

6.3 Special General Meeting - Calling

- (a) The Management Committee may, whenever it thinks fit, convene a Special General Meeting.
- (b) The Management Committee must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting.
- (c) A requisition of members for a Special General Meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the members making the requisition;
 - (iii) must be lodged with the Secretary; and
 - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Management Committee fails to convene a Special General Meeting to be held within 1 month after that 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.
- (e) A Special General Meeting convened by a member or members as referred to in clause 5.3(d) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

6.4 Meeting Notice

- (a) Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, no later than 14 days before the date fixed for the holding of the General Meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Club, the Secretary must, no later than 21 days before the date fixed for the holding of the General Meeting, cause notice to be

given to each member specifying, in addition to the matter required under clause 6.4(a), the intention to propose the resolution as a special resolution.

- (c) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an annual General Meeting, business which may be transacted under clause 6.2.
- (d) A member desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

6.5 Quorum

- (a) No item of business is to be transacted at a General Meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (b) Five members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting:
 - (i) if convened on the requisition of members, is to be dissolved; and
 - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

6.6 Chair

- (a) The President or, in the President's absence, the Vice President, is to preside as chairperson at each General Meeting and Special General Meeting.
- (b) If the President and the Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

6.7 Decision Making

- (a) A question arising at a General Meeting or a Special General Meeting is to be determined by either:
 - (i) a show of hands; or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.
- (b) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried

unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- (c) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

6.8 Special Resolution

A special resolution may only be passed by the Club in accordance with section 39 of the Act.

6.9 Voting

- (a) On any question arising at a General Meeting or a Special General Meeting a Member has one vote only. For the avoidance of doubt, this limitation applies regardless of the kind of membership held.
- (b) In the case of an equality of votes on a question at a General Meeting or a Special General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (c) A member is not entitled to vote at a General Meeting or a Special General Meeting unless all money due and payable by the member to the Club has been paid.

6.10 Proxy Voting

- (a) No member may attend or vote at any meeting of the Club or of any committee of the Club or vote at any election of the club as a proxy of another person if the members present at the relevant meeting determine that proxy voting is not allowed.
- (b) If proxy voting is allowed:
 - (i) each member is entitled to appoint another member as proxy by notice given to the Secretary no later than 1 day before the time of the meeting in respect of which the proxy is required; and
 - (ii) the notice appointing the proxy must be in the form set out in annexure 2 to this Constitution.

6.11 Postal Ballots

No postal ballots are permitted at any General Meeting or Special General Meeting.

7. Football Association Membership

7.1 Football Association Membership

The Club must do all things necessary to implement and enforce any decision of the Gladesville - Hornsby Football Association Incorporated relating to any players, official or other person who is a member of the Club.

8. Insurance

8.1 Insurance

- (a) The Club must effect and maintain insurance required by law.
- (b) The Management Committee may also effect and maintain any insurance it thinks fit.

9. Finance and Record Keeping

9.1 Source of Funds

- (a) The funds of the Club are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Club in a General Meeting, such other sources as the Management Committee determines.
- (b) All money received by the Club must be deposited as soon as practicable and without deduction to the credit of the Club's bank or other authorised deposit-taking institution account.
- (c) The Club must, as soon as practicable after receiving any money, issue an appropriate receipt.

9.2 Management of Funds

- (a) Subject to any resolution passed by the Club in a General Meeting, the funds of the Club are to be used in pursuance of the objects of the Club in such manner as the Management Committee determines.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by a member of the Management Committee or employees of the Club, being members or employees authorised to do so by the Management Committee.
- (c) Payment of any expenses of \$5000 or more must not be paid without the prior approval of the Management Committee.
- (d) The operation of any bank account of the Club must include 2 Management Committee members as signatories to the relevant bank account.

9.3 Custody of Records

The Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

9.4 Inspection of Records

- (a) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (i) records, books and other financial documents of the Club;
 - (ii) this Constitution; and

- (iii) minutes of all Management Committee meetings, General Meetings and Special General Meetings.
- (b) A member of the association may obtain a copy of any of the documents referred to in clause 9.4(a) on payment of a fee of not more than \$1 for each page copied.

9.5 Financial Year

The financial year of the Club is:

- (a) the period of time commencing on the date of incorporation of the Club and ending on the following 31 October; and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 November and ending on the following 31 October.

9.6 Common Seal

- (a) The common seal of the Club must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Management Committee. The affixing of the common seal must be attested by the signatures either of 2 members of the Management Committee or of 1 member of the Management Committee and the Secretary.

10. Definitions and Interpretation

10.1 Definitions

In this Constitution:

Act means the [Clubs Incorporation Act 2009](#).

Club means the Epping Eastwood Football Club Incorporated that is established under and governed by this Constitution.

Constitution means this document and includes any annexures or schedules to it.

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

General Meeting means a general meeting of the Club other than a Special General Meeting.

Junior Member has the meaning given to that term in clause 2.4.

Life Member means a person who is conferred life membership of the Club under clause 3 of this Constitution.

Management Committee means the committee established under this Constitution that is responsible for the management of the Club's affairs.

member means a Junior Member, a Life Member, a Playing Member or an Other Member.

Other Member means a person who is conferred membership of the Club under clause 2.5 of this Constitution.

Playing Member has the meaning given to that term in clause 2.3.

President means the person holding office under this Constitution as president of the Club.

Regulation means the [Clubs Incorporation Regulation 2010](#)

Secretary means the person for the time being holding the office of secretary under this Constitution.

Special General Meeting means a general meeting of the Club other than an annual general meeting.

Treasurer means the person for the time being holding office of treasurer under this Constitution.

Vice President means the person for the time being holding office of vice president under this Constitution.

10.2 Interpretation

- (a) In this Constitution a reference to:
 - (i) a function includes a reference to a power, authority and duty;
 - (ii) a function includes, if the function is a duty, a reference to the performance of the duty.
- (b) The provisions of the [Interpretation Act 1987](#) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act.

10.3 Notices

- (a) For the purpose of this Constitution, a notice may be served on or given to a person:
 - (i) by delivering it to the person personally;
 - (ii) by sending it by pre-paid post to the address of the person;
 - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice; or
 - (iv) by electronic mail (e-mail) to an address specified by the person for the giving or serving of notices.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee;
 - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post;
 - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from

which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date; and

- (iv) in the case of electronic mail (e-mail), when received by the recipient's e-mail server.

Annexure 1 – Application for Club Membership

APPLICATION FOR CLUB MEMBERSHIP

Epping – Eastwood Football Club Incorporated

I,
[full name of applicant]

of
[address]

.....
[occupation]

hereby apply to become a member of the Club. In the event of my admission as a member, I agree to be bound by the constitution of the Club for the time being in force.

.....
Signature of applicant Date

I,
[full name]

a member of the Club, nominate the applicant for membership of the Club.

.....
Signature of proposer Date

I,
[full name]

a member of the Club, second the nomination of the applicant for membership of the Club.

.....
Signature of seconder Date

Annexure 2 – Proxy Appointment Notice

PROXY APPOINTMENT NOTICE

Epping – Eastwood Football Club Incorporated

I, _____ (full name)

of _____ (address)

being a member of the Epping – Eastwood Football Club Incorporated hereby appoint

_____ (full name)

of _____ (address)

being a member of the Epping – Eastwood Football Club, as my proxy to vote for me on my behalf at the general meeting of the club (annual general meeting or special general meeting, as the case may be) to be held

on the ___ day of _____ and at any adjournment of that meeting.

* My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details).

* To be inserted, if desired.

Signature of member appointing proxy

Date: _____

NOTE: A proxy vote may not be given to a person who is not a member of the Club.