



Constitution of

Springwood United Football Club Inc.

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| Issued | 24 th June, 2011 |
| Approved by Management Committee | 14 th July, 2011 |
| Accepted by Members at SGM | 3 rd September, 2011 |
| Submitted to: | |
| <ul style="list-style-type: none"> • NSW Dept. of Fair Trading • Nepean District Soccer Football Association • Football NSW | 23 rd Sept, 2011 23 rd Sept, 2011 23 rd Sept, 2011 |

Version Control

| Number | File Name | Date | Approved by | Amendment |
|--------|----------------------------------------|----------|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | SUFC Constitution_Sept 2011-1.doc | 24/10/11 | Board | Corrected references to Cl 15.3 incorrectly shown as 15.4 |
| Draft | SUFC Constitution Nov_FINAL DRAFT .doc | 6/11/12 | Board | New Constitution - Revised to accommodate changes to structure of Football. Board replaced with Management Committee |
| 2 | SUFC Constitution Nov2012_APPROVED.doc | 30/11/12 | SGM | As above. Issued to DOF, NDSFA, FNSW 17/12/12 |
| 3 | SUFC Constitution Oct2017_APPROVED | 21/10/17 | SGM | Update logo (Crest) Various clause amendments, deletions and additions as presented via SGM Notice 30/09/17 and accepted by members at SGM on 21/10/2017 |

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PREAMBLE

Springwood United Football Club Incorporated (SUFC) is a community based club with its roots dating back to 1968 when the club, then known as Springwood Soccer & Sports Club (SSSC), was formed with five (5) teams. Since these modest beginnings, SUFC has grown to a membership of over 1,000 in 2012.

In 1978 with a grant from the NSW Dept. of Sport and Recreation, a bank loan guaranteed by the Club Committee and donations from members and the community, SSSC built the clubhouse at Summerhayes Park.

The Club has championed several sports since its inception including football (soccer), netball and darts with Football and Netball teams entered in local competitions (NDSFA and PNA). In 2012 the Club discontinued Netball and Darts to concentrate on Football. The Club has a long history in Football entering the representative football area in 1991 through the Men's State League competition. This was further expanded with Boy's Youth League in 2008 and Women's Super League in 2010. Changes to the competition structure of these leagues forced SUFC from the competitions in 2011 (WSL) and 2012 (MSL and BYL). From 2013 SUFC is a club committed to its vision:

- To be regarded as the best community-based football club in the Nepean and Blue Mountains districts.
- To ensure a safe, successful and supportive environment to all members and to market strong Club and community values.

PART 1 – NAMES, OBJECTIVES AND POWERS

1 The Club Name

- 1.1 The name of this Club shall be 'Springwood United Football Club Incorporated'.
- 1.2 The official colours of the Club shall be white, with red and black, and the members participating in sporting competition for the club will wear the uniforms of the Club as approved by the Management Committee.

2 Objectives

- 2.1 The Objectives of the Club shall be to foster and develop football and any other sport as the Club determines from time to time by:
 - a) organising and entering teams for junior players and senior players to compete in sporting competitions controlled by the various sporting bodies within those sports.
 - b) promoting sporting and social activities for members of the Club.
 - c) promoting and maintaining throughout the Club the highest possible standard of sportsmanship.
 - d) protecting members and players from unfair treatment and injustice.
 - e) encouraging all members and players to improve their knowledge of the laws of the sport to which they are associated.
- 2.2 The Club shall affiliate with the appropriate District, State or Australian sporting body and shall adopt any decisions of the Parent Sporting Body that affect the playing of those sports.

3 Powers

The powers of the Club include to:-

3.1

- a) maintain discipline amongst members and players, and to caution, reprimand, censure or impose penalties for any breaches of this Constitution and By-Laws of the Club, or for conduct prejudicial to the interests of the Club.
- b) do all such things as may be considered necessary or desirable for the Club to comply with the Rules and By-Laws of the Parent Sporting Body or other affiliated bodies.
- c) act on behalf of members generally, or members individually, in any matter or dispute whether involving any other individual or organisation or not, arising directly from their membership of this Club.
- d) do all such things necessary to implement and enforce any decision of the Parent Sporting Body relating to any player, Coach, Manager, official or person who is a member of the Club or seeks to be a member of the Club

PART 2 – DEFINITIONS AND INTERPRETATIONS

4 Interpretations

4.1 In this Constitution:-

'BMCC' means Blue Mountains City Council

'Business Plan' means a document setting out the policy, goals, resources, personnel, financial plans, budgets, activities and plans of the Club.

‘Club’ means the Springwood United Football Club Incorporated.

‘Coach’ means any person appointed by a Sub-Committee to coach a team competing in a competition sanctioned by the relevant sports Sub-Committee.

‘Coaches and Managers Meeting’ means a meeting arranged by the relevant Sub-Committee specifically for Coaches and Managers as appointed by such Sub-Committee.

‘Committee Meeting’ means a meeting of the Management Committee of the Club or a Sub-Committee of the Club.

‘General Meeting’ means an Annual General Meeting of the Club or a Special General Meeting of the Club.

‘Laws of the Game’ means any rules, laws or regulations of the game “football” as deemed by any of the Parent Sporting Bodies, e.g. the NFA, FNSW, FFA or FIFA

‘Manager’ means any person appointed by a Sub-Committee to manage a team competing in a competition sanctioned by the relevant sports Sub-Committee.

‘Management Committee’ means the Board and any reference to the Management Committee in any by-law or policy of the Club is a reference to the Board.

‘Member’ means a person who, having qualified under Part 3 Clause 8 of these rules is subject to the rules and the By-Laws of the Club.

‘NRG’ means the Nepean Referees Group

‘Parent Sporting Body’ means the Nepean Football Association Incorporated (NFA), Football New South Wales Inc (FNSW), Football Federation Australia (FFA), FIFA, or any other entity as required that controls a sport with which the Club is competing in, or their successors.

‘Player’ means any member of the Club registered to compete in a competition sanctioned by a Committee.

‘Registration Day’ means the day/s set by the Management Committee for the registration of all players for each forthcoming sports season.

‘Special General Meeting’ means a Meeting of the Club other than a Coaches and Managers Meeting, a Management Committee Meeting, a Sub-Committee Meeting or the Annual General Meeting of the Club.

‘SSF’ means Small Sided Football or MiniRoos. Generally U5-U11 age groups.

‘SUFC’ means the Springwood United Football Club Incorporated.

‘The Act’ means the Associations Incorporation Act, 2009.

‘The Management Committee’ means the governing body of the Club.

‘The Regulation’ means the Associations Incorporation Regulation 2010

4.2 Where the following abbreviations appear throughout these Rules, and By-Laws, they shall have the same meaning as set out here-under:-

NFA Inc - Nepean Football Association Incorporated

E.O. - Executive Officers

M.C. - Management Committee.

C & M.M. - Coaches and Managers Meeting

S.G.M. - Special General Meeting

A.G.M. - Annual General Meeting SUFC – Springwood United Football Club Incorporated

BMCC – Blue Mountains City Council

NRG – Nepean referees Group

4.3 In this Constitution:

- a) words which imply the singular number shall include the plural: and words which imply the masculine gender shall include the feminine, and visa-versa.
- b) the provisions of the Interpretation Act 1987 applies to and in respect of these rules in the same manner as those provisions would so apply if these were an instrument made under the Act.
- c) a reference to a function includes a reference to a power, authority and duty.

5 Membership Year

5.1 The Membership Year shall be from 1st February in one year to 31st January of the following year.

6 Financial Year

6.1 The Financial Year shall be from 1st October in one year to 30th September of the following year.

PART 3 – MEMBERSHIP

7 Membership Qualifications

- 7.1 Membership of the Club will be open to all persons wishing to participate in the sporting and/or social activities of the Club.
- 7.2 Only members who are eighteen years or older will be eligible to stand for office on the Management Committee, or the Club's Sub-Committees, or to vote at any meeting of the Club.
- 7.3 Paid employees of the Club are eligible to become Members of the Club.
- 7.4 The Management Committee reserves the right to refuse Membership to any person, without giving a reason for that decision.

8 Classification and Nomination of Members

- 8.1 A **Junior Playing Member** shall be any player under the age of eighteen (18) years who has completed all relevant forms for registration purposes and paid all fees due.
 - a) A Junior Playing Member's membership shall commence from the date of completion of all relevant forms for registration purposes and the payment of all fees due or from the start of the Membership Year, whichever is the later.

- b) A Junior Playing Member will automatically convert to a Senior Playing Member upon attaining the age of eighteen (18) years.
 - c) Junior playing members, at the time of registration, may nominate one (1) parent or guardian to vote on their behalf at any meeting of the Club, where members have the right to vote. Such voting rights will be limited to one (1) vote per family. The person listed as the contact in 'Emergency Contact 1 Details' within the FFA online registration system is the person entitled to exercise the vote. Unless a person has been given "sole parental responsibility" by an order of a Court that has not been varied or discharged and a copy of that order is provided.
 - d) Pursuant to Clause 32.1, a voting representative of a junior player will be allowed one (1) vote only.
 - e) There will only be one vote per family of junior playing members. Junior playing members will be deemed to be part of the same family where one or more junior playing members have obtained a family discount on the basis that they are part of the same family on registration of the junior playing member.
- 8.2 **A Senior Playing Member** shall be any player eighteen (18) years of age or older who has completed all relevant forms for registration purposes and paid all fees due.
- 8.2.1 A Senior Playing Member's membership shall commence from the date of completion of all relevant forms for registration purposes and the payment of all fees due or from the start of the Membership Year, whichever is the later.
 - 8.2.2 A Senior Playing Member (i.e. 18 years of age and above) may vote at any meeting of the Club, where members have the right to vote.
- 8.3 An **Honorary Member** shall be any person holding a position as a member of the Management Committee or any of its Sub-Committees, or as a Coach or Manager of any of the Club's teams or in any other appointed position of the Club.
- 8.3.1 An Honorary Member's membership shall commence from the date of appointment to that position, by the Management Committee, that makes them eligible to become an Honorary Member.
 - 8.3.2 An Honorary Member shall remain an Honorary Member until the completion of the Membership Year within which they were appointed to the position that made them eligible to become an Honorary Member or the date of acceptance of their notice of resignation from the position that made them eligible to become an Honorary Member or the date they ceased acting in that position whichever is the earlier.
- 8.4 An **Associate Member** shall be any person who has completed, and lodged with the Club, an Associate Membership Form (having been nominated and seconded by a Member of the Club on that form) and paid all fees payable as determined by the Management Committee, and whose membership has been approved by the Management Committee.
- 8.4.1 The nominations of Associate Members shall be dealt with by the next meeting of the Management Committee. The Secretary shall notify the nominee within fourteen (14) days of that decision.
 - 8.4.2 An Associate Member's membership shall commence from the date of approval by the Management Committee of that person being accepted as a member.

- 8.4.3 Where a person's application for Associate Membership is not approved, the Club shall refund to that person all fees paid in relation to their application for Associate Membership within 14 days of the decision not to approve the membership.
- 8.4.4 Associate Members will not be eligible to vote on any meeting of the Club until forty-five (45) days after the approval of their application as an Associate Member.
- 8.5 **A Life Member** shall be any member who has been recommended by the Management Committee for approval at the Annual General Meeting of the Club and who receives at least a 75% majority vote of approval from members voting at the Annual General Meeting of the Club.
- 8.5.1 When considering whether to recommend a member for eligibility to become a Life Member, the Management Committee must consider the following:
- a) the Member must be nominated for Life Membership on the appropriate nomination form by a Member of the Club.
 - b) the Member must be seconded for Life Membership on the appropriate nomination form by a Member of the Club and the nominated member must have:
 - i. a minimum of twenty (20) years membership as a Playing Member and made a substantial contribution to the Club as agreed by the relevant Sub-Committee and the Management Committee; or
 - ii. made a substantial contribution to the Club as an Honorary Member of the Club in the capacity as a member of the Management Committee (or a previous Management Committee), or one of the Club's Sub-Committees, for at least eight (8) years; or
 - iii. been a Coach or Manager of any of the Club's teams, for at least fifteen (15) years; or
 - iv. made an outstanding contribution to the Club for the last fifteen (15) years.
- 8.5.2 When a Life Member dies, they shall be listed as a Life Member with the word 'deceased' after their name.
- 8.6 The person with voting rights of a Junior Member under Clause 8.1 c) shall become a member of the Club. But the only vote they will be entitled to exercise, unless they are a member in their own right, will be the vote on behalf of the junior member.
- 8.7 Once Membership is approved by the Club and recorded in the Minutes of the meeting of the Club and all required fees paid, the name of the member shall be entered into the Register of Members.

9 Limitations of Membership Entitlements

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

10 Cessation of Membership

- 10.1 A person ceases to be a Member of the Club if the person:
- a) dies;
 - b) resigns their membership;

- c) is expelled from the Club;
 - d) does not pay the annual fee or subscription (excepting Life Members) by the date set by the Management Committee;
 - e) ceases to hold a position in the Club that granted them membership.
- 10.2 A Member of the Club shall resign their membership by first giving notice in writing to the Secretary of the Club. Resignation of membership takes effect from the date of receipt of the letter of resignation.
- 10.3 Any fees paid by an Associate Member shall not be refundable upon resignation of that membership.
- 10.4 Where a Member of the Club ceases to be a Member in accordance with these rules, the Secretary shall make an appropriate entry in the Register of Members, recording the date on which the Member ceases to be a Member.

11 Register of Members

- 11.1 The Secretary shall maintain a register of Members of the Club.
- 11.2 The Register of Members shall contain a list of all current members of the Club.
- 11.3 Details of members who cease to remain members will be retained in the Register of Members for a period of not less than seven (7) years.
- 11.4 The Register of Members of the Club shall specify:
- a) the name of each person who is a Member of the Club;
 - b) the last known address of each person who is a Member of the Club;
 - c) the last known contact details of each person who is a Member of the Club;
 - d) the date on which the person became a Member of the Club; and
 - e) the date on which the person ceased to be a Member of the Club
- 11.5 The Register of Members will be open for inspection, free of charge, by any member of the Club at any reasonable hour.
- 11.6 Pursuant to Clause 11.5, only the names of members will be made available and a member must not use information about a person obtained from the register to contact or send material to the person, other than for:
- a) the purposes of sending the person a newsletter on behalf of the club, notice in respect of a meeting or other event relating to the club or other material relating to the club, or
 - b) any other purpose necessary to comply with a requirement of the Act or the regulation

12 Fees and Subscriptions

- 12.1 Any person who becomes a Member of the Club as defined in Clause 8 shall pay to the Club in accordance with these Rules, any fee required as approved from time to time by the Management Committee of the Club.
- 12.2 The Management Committee of the Club may set a date that a fee is required to be paid by.
- 12.3 Any member who has not paid all fees and subscriptions by the date set in 12.2 shall not be permitted to take part in any Club activity including attending meetings, nor shall they be entitled to vote or have a nominated representative exercise their vote.

13 Members Entitlements

- 13.1 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 under Clause 12.

14 Members Responsibilities

- 14.1 All members of the Club are to abide by the SUFC Constitution, SUFC Bylaws, SUFC Policies, and SUFC and BMCC and NRG and any Parent Sporting Body Codes of Behaviour and Conduct, Rules, Regulations and Policies.
- 14.2 Any breach of Clause 14.1 can result in action or sanctions against the member. This action may result in a player's registration being cancelled or a member being expelled from the Club.

PART 4 – COMMITTEES

15 Powers, Duties and Functions of the Management Committee

- 15.1 The Governance Committee of the Club shall be called the Management Committee. The Management Committee's primary responsibility is one of trusteeship on behalf of its members ensuring that the legal entity, the Club, remains viable and effective for the present and future. Subject to the Act, and the Regulation, these rules and to any resolution passed by the Club in a Special General Meeting, the Management Committee;
- a) shall control and manage all finances and administration, of the Club;
 - b) will determine the Club's strategic direction, core values, ethical framework, key objectives and performance measures;
 - c) has the right to alter any By-Law, provided that such a decision is made by at least 75% of the elected Management Committee members, and shall not result in changes of policy that extend beyond the next Annual General Meeting. This power shall only be used after resolution of any matter that is under ongoing investigation or a disciplinary hearing and where that matter or investigation is subject to the By Law/s that are proposed for alteration. Alterations to any By-Laws in consecutive years without being ratified at a SGM shall not be permitted.
 - d) shall create Sub-Committees and appoint persons to them.
 - e) may dissolve any Sub-Committee formed by these rules if 75% of the Management Committee deems that such Sub-Committee has not performed its duties as required. Such reasons may include financial mismanagement, failure to comply with Club Constitution or By-Laws, acting in a manner prejudicial to the aims and objectives of the Club or in a manner that brings the Club into disrepute;
 - i. where the Sub-Committee is dissolved, the Sub-Committee Members have the right to a hearing before the Management Committee. The Members may be accompanied by a colleague or friend to the hearing. The parent sporting body for the sport in question must be informed of the hearing and a representative may be invited to attend.
 - ii. where agreement on the Management Committee ruling cannot be reached, the Sub-Committee may call a SGM in accordance with Clause 26 of this Constitution to have the matter resolved by Member vote;
 - f) Will determine and be accountable for the strategic direction of the Club and for the production of the Business Plan, which:

- i. will be a public document published to the Club's website or other form of Member information distribution as may be adopted, and
 - ii. must be reviewed by the incoming Management Committee within one (1) month of the AGM.
 - iii. Should any changes or amendments be made to the Business Plan, these must be reflected in a 'control' version of the document and the updated version published within thirty (30) days of changes being made.
- g) Managing and overseeing the use of the Club's football fields in a responsible manner
 - h) Has the right to alter any Club Policies or implement new Club Policies, provided that such a decision is made by at least 75% of the elected Management Committee members and that such alteration of an existing policy or implementation of a new policy is not in breach or contrary to the Club Constitution or By Laws, or in breach or contrary to any of the Parent Sporting Body Rules and Regulations or Policies, or in breach or contrary to any BMCC Regulations or Policies, or in breach of any legislation. Any such change to existing Club Policy or implementation of new Club Policy shall take immediate effect upon receiving 75% Management Committee approval and being made available for review on the Club website with a communication distributed to members via their nominated contact details, this may include electronic means.

16 Sub-Committees of the Management Committee

16.1 The Management Committee will, as soon as possible after the Annual General Meeting and no later than 30 days after the Annual General Meeting appoint the following committees:

- a) The Football Committee; and
- b) The Appeals Committee

16.2 The Football Committee will consist of the following positions:

- a) The Football Manager who will function as chair;
- b) The Registrar;
- c) The Competition Secretary;
- d) The Equipment Officer;
- e) The Grading Coordinator/Development Officer
- f) The Coaching Coordinator
- g) SSF Coordinator
- h) Junior Player Coordinator
- i) Senior Male Player Coordinator
- j) Junior Female Player Coordinator
- k) Senior Female Player Coordinator
- l) additional committee members and such others as required, subject to the approval of the Management Committee;

16.3 The Football Committee will, subject to this Constitution and the By-Laws, administer and promote football and all matters relating to football within the club including but not limited to:

- a) organising and entering teams for junior players and senior players to compete in football competitions controlled, organised or sanctioned by the Parent Sporting Body;
- b) appointing the Coaches and Managers of a team (subject to their Membership being approved by the Management Committee);
- c) ensuring delegates attend meetings of all Parent Sporting Bodies;

- d) ensuring the use of the Club's football fields is done in a responsible manner and escalate any issues with the fields to the Chairman or Secretary
 - e) promoting and maintaining throughout the member the highest possible standard of sportsmanship and behaviour both on and off the playing fields;
 - f) protecting members from unfair treatment and injustice;
 - g) encouraging all members and players to improve their knowledge of the Laws of the Game;
 - h) investigating and actioning any complaint received relating to, or involving, a player, Coach or Manager or parent/guardian who is a member of the Club;
 - i) disciplining any player, Manager or Coach found guilty of breaching the Rules, Regulations, Policies, Codes of Behaviour, Laws of the Game or By-Laws of the Club or any Parent Sporting Body (or other football body)
- 16.4 The Appeals Committee will consist of:
- a) Vice Chair of the Management Committee;
 - b) A Life Member
 - c) An independent financial member;
 - d) A member of the Football Committee not involved in the initial hearing or ruling being appealed.
- 16.5 The Appeals Committee will, subject to the direction of the Management Committee, this Constitution and the By-Laws:
- a) Hear and determine any appeals;
 - b) Hear and determine any disciplinary matters concerning members not related to football;
- 16.6 The Management Committee may form at any time or for any reason the Management Committee deems necessary, one or more additional Sub-Committees consisting of such member or members of the Club as the Management Committee thinks fit.
- 16.7 The structure and powers of a Sub-Committee formed under this Clause 16 shall be determined by the Management Committee, taking into account the reasons for the formation of the Sub-Committee.
- 16.8 The Management Committee may, by instrument in writing, delegate to one or more Sub-Committees formed under Clause 16 the exercise of such of the functions of the Management Committee as are specified in the instrument, other than:
- a) this power of delegation; and
 - b) a function which is a duty imposed on the committee by the Act or by any other law.
- 16.9 A function, the exercise of which has been delegated to a Sub-Committee formed under Clause 16.8 will, while the delegation remains unrevoked, be exercised from time to time by the Sub-Committee in accordance with the terms of the delegation.
- 16.10 A delegation to a Sub-Committee formed under Clause 16 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 16.11 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation to a Sub-Committee formed under Clause 16 has the same force and effect as it would have if it had been done or suffered by the Management Committee.

- 16.12 The Management Committee may, by instrument in writing, revoke wholly or in part any delegation to a Sub-Committee formed under Clause 16.
- 16.13 A Sub-Committee formed under Clause 16 shall meet as often as deemed necessary by the Management Committee.

17 Structure and Membership of the Management Committee

- 17.1 The Management Committee shall consist of the following members;
- a) the Executive Officers (office-bearers) of the Club; and
 - b) the Football Manager
 - c) Two additional General Committee members
- 17.2 The Executive Officers of the Club shall be:-
- a) the Chairman
 - b) the Vice-Chairman
 - c) the Secretary;
 - d) the Finance Officer
- 17.3 The Executive Officers shall be elected for a two (2) year term on alternate years.
- 17.4 Pursuant to Clause 17.3 the positions of Chairman and Secretary shall be elected concurrently at the same Annual General Meeting.
- 17.5 Pursuant to 17.3 and 17.4 the Finance Officer and Vice-Chairman shall be elected concurrently at alternate Annual General Meetings to those Annual General Meetings at which the Chairman and Secretary are elected.
- 17.6 Each member of the Management Committee shall, subject to these rules, hold office until the election of the new Management Committee following the date of the member's election. Such members shall be eligible for re-election.
- 17.7 Each member elected to a role within the Management Committee will undertake that role as described in the By-Laws and Position Descriptions.
- 17.8 The Executive Officers shall be members of all Sub-Committees within the Club, subject to;
- a) Only one Executive Officer can be a member of the Appeals Committee at any one point in time. That person being the Vice Chair, if the Vice Chair is unavailable or has a perceived interest in any appeal then another Executive Officer shall take their position on the Appeals Committee as the Chair.
 - b) The Executive Officers are non-voting members of the Football Committee and cannot hold any of the positions on the Football Committee that are subject to Clause 16.2 a) through to l).
- 17.9 No member shall be allowed to hold office in any capacity if they have committed an offence involving dishonesty for which the person can be sentenced to imprisonment for five (5) years or more, or is unable to provide a Working With Children Clearance
- 17.10 Each Management Committee member may hold up to two (2) offices (other than both the Chairman and Vice-Chairman).

- 17.11 Where a member resigns their position on a Management Committee or Sub-Committee they will be ineligible to be nominated at the next AGM, except in the following circumstances;
- a) where they have resigned their position, with the agreement of the Management Committee, due to extenuating circumstances as accepted by the Management Committee;
 - b) where they have resigned their position, with the agreement of the Management Committee, to take on another role within the Club; or
 - c) where the Management Committee votes with a 60% majority to allow that person to be nominated. They may be appointed to a vacant position after the AGM as the Management Committee determines.
- 17.12 Executive Officers cannot hold any of the positions on the Football Committee that are subject to Clause 16.2 a) through to l)

18 General Powers, Duties and Functions of all Sub-Committees

- 18.1 No Sub-Committee shall have the power to reject, rescind, or otherwise interpret a decision taken at a Management Committee meeting except in cases where the Sub-Committee believes the Management Committee decision may affect the status of the club in relation to Sub-Committee's Parent Sporting Body or other relevant groups (e.g. Local Council). In such instances, the Sub-Committee may call a SGM requesting members to vote on the issue.
- 18.2 All resolutions from Sub-Committee meetings involving financial expenditure outside approved budgets must be approved by the Management Committee prior to action of that resolution.
- 18.3 All Sub-Committees must receive and adopt written minutes of Sub-Committee meetings.
- 18.4 Adopted written minutes of Sub-Committees must be submitted at the next Management Committee meeting for receipt and archiving by the Management Committee.
- 18.5 Sub-Committees may co-opt other members as deemed necessary after approval by the Management Committee.
- 18.6 Any member co-opted to assist a Sub-Committee shall not be eligible to vote on that Sub-Committee.
- 18.7 Each Sub-Committee is responsible for the operation of the Club within the scope of the delegation from the Management Committee. This will be their area of direct responsibility. Within their area of direct responsibility and subject to the Constitution, By-Laws and Policies of the Club the Sub-Committee will hear and determine any complaints against any member and manage disciplinary matters.

19 Election of Members of the Management Committee

- 19.1 Nominations of candidates for election as members of the Management Committee shall be made in writing, signed by 2 members of the Club and accompanied by the written consent of the candidate.
- 19.2 Nominations for positions must be received by the Secretary of the Club by 5:00pm, 21 days prior to the date fixed for the holding of the Annual General Meeting.

- 19.3 If no written nominations are received for any given position then nominations shall be called for from the floor at the Annual General Meeting. Any such nomination from the floor at the Annual General Meeting shall require a seconder and be agreed to by the person nominated. No nominations can be received from the floor if there are nominations that are compliant to Clauses 19.1, 19.2 and 19.4 that are then successful with a majority vote pursuant to Clause 18.6. Nominations received from the floor are subject to Clauses 19.4, 19.5 and 19.6.
- 19.4 Nominations received that are compliant to Clauses 19.1 and 19.2 shall be presented by the Chair of the AGM to the members present at the AGM for discussion from the floor 'for' or 'against' the nomination. At the conclusion of discussion a separate vote shall be held for each nomination to determine if the nomination is accepted by the members. A majority vote of acceptance is required to proceed to the voting requirements of Clause 19.6. If there is only one nomination for a position then the requirements of Clause 19.6 are deemed to have been met if a majority vote for acceptance was passed pursuant to Clause 19.4, then that person shall be the elected person that holds that position.
- 19.5 Only nominations that receive a majority vote of acceptance pursuant to Clause 19.4 shall proceed to a vote pursuant to Clause 19.6.
- 19.6 If more than one nomination for a given position is accepted by the members in accordance with Clause 19.4 then a secret ballot shall be held to determine who will be elected as the person to hold that position.
- 19.7 If any positions remain vacant at the conclusion of the Annual General Meeting then the Management Committee shall fill these positions as casual vacancies pursuant to Clause 20.2.

20 Casual Vacancies

- 20.1 For the purposes of these rules, a casual vacancy in the office of a member of the Management Committee occurs if the member:-
- a) dies;
 - b) ceases to be a member of the Club;
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - d) resigns office by notice in writing given to the Secretary;
 - e) is removed from office under Clause 21;
 - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - g) is absent without the consent of the Management Committee from three consecutive Management Committee meetings.
- 20.2 In the event of a casual vacancy occurring 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 shall hold office, subject to these rules, until the election of the new Management Committee following the date of the appointment.
- 20.3 In the event of a casual vacancy occurring among the Executive Officers, the Management Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the term of the elected Executive Officer.

- 20.4 For the purposes of these rules, a casual vacancy in the office of a member of a Sub-Committee occurs if the member:-
- a) dies;
 - b) ceases to be a member of the Club;
 - c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth);
 - d) resigns office by notice in writing given to the Secretary;
 - e) is removed from office under Clause 21;
 - f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - g) is absent without the consent of that Sub-Committee from three consecutive meetings of the Sub-Committee.
- 20.5 In the event of a casual vacancy occurring in the membership of a Sub-Committee, the Management Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the appointment of a new Sub-Committee.

21 Removal of Member of the Management Committee or Sub-Committee

- 21.1 The Club in a Special General Meeting may, by resolution, remove any member of the Management Committee or a Sub-Committee from the office of member before the expiration of the member's term of office.
- 21.2 The Management Committee may revoke any appointment so made under Clause 16 by majority vote where the Management Committee believes this person is unwilling or incapable of performing their duties, conducts themselves in a manner that is detrimental to the reputation of the Club or brings the Club and/or its members into disrepute or is involved in any illegal activity or activities considered inappropriate to a person in their position. Where a member is removed from a Sub-Committee they shall be informed in writing by the Secretary within seven (7) days of the decision.

22 Right of Appeal of Members

- 22.1 All members have a right of appeal against a decision of the Management Committee or a Sub-Committee that adversely affects them.
- 22.2 All appeals against a decision by the Management Committee shall be determined by a SGM held within 30 days of the lodgement of the appeal with the Secretary.
- 22.3 All appeals against a decision by a Sub-Committee shall be submitted to the Secretary or Chairman of the Management Committee for the Management Committee to determine if the appeal is to be dealt with by the Appeals Committee. If the Management Committee rejects the appeal the member has a right to exercise Clause 22.2.
- 22.4 The resolution of any appeal dealt with by a SGM shall be final and is not subject to any further appeal within the Club.

PART 5 – MEETINGS AND VOTING

23 Committee Meetings and Quorum

- 23.1 The Management Committee shall meet at least monthly at such place and time as the Management Committee may determine.
- 23.2 Additional meetings of the Management Committee may be convened by the Chairman of the Club or by any three members of the Management Committee.
- 23.3 Oral or written notice of a meeting of the Management Committee or Sub-Committee shall be given by the Secretary or Chair of the Sub-Committee to each member of the Management Committee of Sub-Committee at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Sub-Committee) before the time appointed for the holding of the meeting.
- 23.4 All Sub-Committees shall meet on a regular basis at least once monthly (unless otherwise agreed by the Management Committee) at such place and time as the chairperson of the Sub-Committee may determine.
- 23.5 Additional meetings of all Sub-Committees may be convened by the Chairman of the Club, the chairperson of the Sub-Committee or by any three members of the Sub-Committee.
- 23.6 Oral or written notice of a meeting of a Sub-Committee shall be given by the Chairperson of that Sub-Committee to each member of the Sub-Committee, and the Executive Officers of the Club, at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Sub-Committee) before the time appointed for the holding of the meeting.
- 23.7 Any 4 members of the Management Committee (including at least two Executive Officers) shall constitute a quorum for the transaction of the business of a meeting of the Management Committee.
- 23.8 More than fifty per cent (50%) of members of a Sub-Committee shall constitute a quorum for the transaction of the business of a meeting of the Sub-Committee. In determining a quorum, non-voting members of the Sub-Committee are not to be considered members of the Sub-Committee.
- 23.9 No business shall be transacted by the Management Committee, or a Sub-Committee, unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to the same place and at the same hour of the same day in the following week or at an earlier date and time as set by the Chairperson of that committee subject to Clause 23.3 or Clause 23.7 being applied.
- 23.10 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 23.11 At the meeting of the Management Committee –
- a) the Chairman shall preside; or
 - b) in the Chairman's absence, the Vice Chairman shall preside and if the Vice Chairman is absent then the Secretary shall preside.
 - c) if none of the above are in attendance then no meeting shall take place.

- 23.12 The Executive Officers are empowered to make decisions between Management Committee meetings subject to:
- a) at least two Executive Officers being involved in the decision; and
 - b) the Chairman or Vice Chairman of the Club shall be one of those Executive Officers involved in the decision; and
 - c) a majority vote must be gained for such decision to take effect. Should the vote be equal then the Chairman shall have the presiding vote; and
 - d) any such decisions shall be ratified at the next Management Committee meeting.

24 Voting and Decisions at Committee Meetings

- 24.1 Questions arising at a meeting of the Management Committee, or of any Sub-Committee shall be determined by a majority of the votes of members of that committee present at the meeting.
- 24.2 Each member present at the meeting of 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 presiding may exercise a second or casting vote.
- 24.3 Any act or thing done or suffered, or purporting to have been done or suffered, by the Management Committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualifications of any member of the committee or Sub-Committee.

25 Annual General Meeting

- 25.1 The Club shall at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the Club, convene an Annual General Meeting of its members.
- 25.2 The Annual General Meeting of the Club shall, subject to the Act and to Clause 28, be convened on such date and at such place and time as the Management Committee thinks fit.
- 25.3 The business of an Annual General Meeting shall be restricted to –
- a) Confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting;
 - b) Receive from the Management Committee reports upon the activities of the Club during the last preceding financial year;
 - c) Receive and consider a statement, which complies with the Act, which is not misleading, and which gives a true and fair view of the following:
 - i. the income and expenditure of the Club during its last financial year,
 - ii. the assets and liabilities of the Club at the end of its last financial year,
 - iii. the mortgages, charges and other securities of any description affecting any of the property of the Club at the end of its last financial year.
 - d) Elect members of the Management Committee as detailed in Clause 17.1 and Clause 17.2. All Management Committee positions to be elected are deemed vacant until after the voting;
 - e) Consider, and vote on, any nominations for Life membership of the Club;
 - f) Consider, and vote on, any amendment/s to the SUFC By Laws;
 - g) Appoint an auditor of the Club;

- h) Accept general business from the floor to be reviewed by the Management Committee at a later date. No discussion shall take place on any such business at the AGM.
- 25.4 The Secretary shall at least 14 days before the date fixed for the holding of the Annual General Meeting, cause to be sent to each member, by email or other means agreed by the Management Committee, a notice specifying:
- a) the place, date and time of the Annual General Meeting,
 - b) the nature of the business proposed to be transacted at the meeting;
 - c) a list of all positions on the Management Committee detailing the full name of any nominees for each position that have been received at the time of the notice and the full name of the nominator and seconder of the nominee for that position;
 - d) the full name of any member nominated to become a Life Member along with the full name of the nominator and seconder of that nominee and a brief overview of the reasons that member has been nominated for Life membership.

26 Special General Meeting

- 26.1 The Management Committee may, whenever it thinks fit and with a majority vote in favour, convene a Special General Meeting of Club Members.
- 26.2 The Secretary shall at least 21 days before the date fixed for the holding of a Special General Meeting, cause to be sent to each member, by the members' nominated form of communication, a notice specifying:
- a) the place, date and time of the Special General Meeting;
 - b) the nature of the business proposed to be transacted at the meeting;
 - c) the nature and details of any special resolutions proposed to be put to the Special General Meeting; and
 - d) the opportunity for Members to raise, for discussion, general business not requiring a resolution to be put to the Club.
- 26.3 No special resolutions other than those specified in the notice convening the Special General Meeting shall be decided on at the meeting.
- 26.4 A member desiring to bring any general business before a Special General Meeting shall give notice in writing of that business to the Secretary at least 7 days before the date fixed for the holding of that meeting. No other General Business shall be discussed at that Special General Meeting.
- 26.5 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Clauses to vote is present during the time the meeting is considering that item.
- 26.6 Where a Special General Meeting is convened by the Management Committee under 26.1 it shall be convened, as near as practicable, in the same manner as General Meetings are convened by the Management Committee.

27 Requisition by Members of a Special General Meeting

- 27.1 The Management Committee shall, on the requisition in writing of at least 5% current financial voting members of the Club, convene a Special General Meeting of the Club to be held within 30 days after the date on which the requisition of members for the meeting was lodged with the Secretary.

- 27.2 A requisition by members for a Special General Meeting –
- a) shall state the purpose or purposes of the meeting;
 - b) shall be signed by the members making the requisitions;
 - c) shall be lodged with the Secretary of the Club; and
 - d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 27.3 If the Management Committee fails to convene a Special General Meeting pursuant to Clause 27.2 any one (1) 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.
- 27.4 A Special General Meeting convened by a member or members as referred to in Clause 27.2 shall be convened as early as is practicable in the same manner Special General Meetings are convened by the Management Committee and any member who thereby incurs expense is entitled to be reimbursed by the Club for any expense so incurred.

28 Quorum for a General Meeting

- 28.1 Any twenty members (being members entitled under these rules to vote at a general meeting) shall constitute a quorum for the transaction of the business of a General Meeting.
- 28.2 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time and at the same place.
- 28.3 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 10) shall constitute a quorum.

29 Presiding Member of a General Meeting

- 29.1 The Chairman, or in the Chairman's absence the Vice Chairman, shall preside as chairman at each general meeting of the Club.
- 29.2 If the Chairman and the Vice Chairman are absent from a general meeting or unwilling to act, another member of the Management Committee shall chair the meeting. If no Management Committee members are present, the members present shall elect one of their number to preside as chairman of the meeting.

30 Adjournment of a General Meeting

- 30.1 The Chairman of a General Meeting at which quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 30.2 Where a general meeting is adjourned for 14 days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Club stating the place date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Subject to Clause 30.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 Making of Decisions at a General Meeting

31.1 A question arising at a General Meeting of the Club shall be determined on a show of hands unless before, or on the declaration of the show of hands, a poll is demanded.

31.2 At a General Meeting of the Club a poll may be demanded by the Chairman or by not less than five (5) members present at the meeting.

31.3 Where a poll is demanded at a General Meeting, the poll shall be taken –

- a) immediately in the case of a poll which relates to the election of the Chairman of the meeting or to the question of an adjournment; or
- b) in any other case, in such manner and at such time before the close of the meeting as the Chairman directs

31.4 Where a poll is demanded, the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

31.5 A question arising at a General Meeting of the Club shall be determined by the majority of Members attending the General Meeting.

31.6 A special resolution of the Club is passed if at least 75% of those members of the Club in attendance at the meeting vote in favour of the Special Resolution.

31.7 A declaration by the Chairman that a question or Special Resolution has been carried or lost, or an entry to that effect in the minute book of the Club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

32 Voting at a General Meeting

32.1 Upon any question arising at a General Meeting of the Club a member has one vote only.

32.2 All votes must be given personally at the time that a vote arises.

32.3 In the case of an equality of votes on a question or resolution at a general meeting, the Chairman of the meeting is entitled to exercise a second or casting vote, except in the case of the election of Management Committee Members by secret ballot.

32.4 Where a secret ballot is conducted all voting must be made in person at the time the actual ballot is conducted.

32.5 A member is not entitled to vote at any General Meeting of the Club unless all money due and payable by the member to the Club has been paid.

32.6 A member is not permitted to vote at any General Meeting if they are under suspension.

PART 6 – FINANCES

33 Funds - Source

- 33.1 The funds of the Club shall be derived from a combination of registration fees, annual subscriptions of members, donations, sponsorship and such other sources as the Management Committee determines.
- 33.2 The Management Committee shall set the membership fees payable for the next membership year.

34 Funds – Management

- 34.1 Subject to any Special Resolution passed by the Club in a Special General Meeting, the funds of the Club shall be used in pursuance of the objects of the Club in such manner as the Management Committee determines.
- 34.2 All money received by the Club shall be deposited as soon as practicable and without deduction to the credit of the Club's bank account.
- 34.3 The Club shall as soon as practicable after receiving money, issue an appropriate receipt.
- 34.4 All accounts, greater than an amount stipulated by the Management Committee annually, shall be paid by cheque or Electronic Funds Transfer.
- 34.5 The Chair of each Sub-Committee may authorize emergency purchases, not exceeding an amount stipulated by the Management Committee annually, in any calendar month, required by their committee to operate normally. Any such purchases must be advised to the Management Committee at the next meeting.
- 34.6 Operating floats shall be kept by the canteen and the office.
- 34.7 No Sub-Committee and individual member shall conduct fundraising activities without the express written approval of the Management Committee and such activities must comply with all local, state and national statutes.
- 34.8 Funds raised in accordance with Clause 34.7 must be banked in an account approved by the Management Committee prior to any disbursement;
- 34.9 Disbursement of funds must be reported to the Management Committee and only be done in a manner agreed as part of the fund-raising approval.

35 Bank Authority

- 35.1 The Chairman, the Vice Chairman, the Secretary and the Finance Officer shall be signatories to all of the Club's bank accounts, investment accounts, shares, bonds or debentures.
- 35.2 All cheques must carry at least three signatures.

PART 7 – MISCELLANEOUS

36 Paid Employees of the Club

- 36.1 All paid employees of the Club shall be appointed by the Management Committee.
- 36.2 The Management Committee shall determine, upon appointment of a paid employee, who that paid employee will report to.
- 36.3 The Secretary shall hold all contracts for paid employees.
- 36.4 A list of all paid employees shall be produced at the first meeting of the Management Committee after the Annual General Meeting.

37 Indemnity

37.1 Indemnity of Officers

Every person who is or has been:

- a) a Member of the Management Committee;
- b) a Member of a Sub-Committee of the Club appointed by the Management Committee or General Meeting

is entitled to be indemnified out of the property of the Club against:

- a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- c) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
- d) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

37.2 Insurance

The Club may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Member of the Management Committee, Member of a Committee or Sub-Committee against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- a) The Club is forbidden by statute to pay or agree to pay the premium; or
- b) The contract would, if the Club paid the premium, be made void by statute.

- c) The Club shall effect and maintain insurance as the Management Committee determines to ensure all Local, State and Federal Government Rules, Laws and Statutes are complied with.
- d) The maintaining of insurance is the responsibility of the Secretary who shall hold all current policies. These shall be produced at the first meeting of the Management Committee after the Annual General Meeting and by the Finance Officer once they are paid.

38 Public Officer

- 38.1 The Finance Officer of the Club shall be the Public Officer.
- 38.2 The Public Officer shall be responsible for the receipt and submission of all documents to the Department of Fair Trading.

39 Common Seal

- 39.1 The Common Seal of the Club shall be kept in the custody of the Public Officer.
- 39.2 The Common Seal shall not be affixed to any instrument except by the authority of the Management Committee and the affixing of the Common Seal shall be attested by the signatures either of:
 - a) two (2) Executive Officers of the Club or
 - b) two (2) members of the Management Committee and the Secretary of the Club

40 Custody of Books

- 40.1 Except as otherwise provided by these rules, the Secretary shall keep in his or her custody or under his or her control all records, books and other documents relating to the Club.

41 Inspection of Books

- 41.1 The minutes of meetings, records, books and other financial documents of the Club shall be open to inspection, free of charge, by any member of the Club within ten days of a written request being received by a member of the Management Committee.

42 Service of Notices

- 42.1 For the purpose of these rules, a notice may be served by or on behalf of the Club upon any member;
 - a) by delivering it to the person personally; or
 - b) by sending it by pre-paid post to the address of the person of the person appearing in the Register of Members as the address of the person; or
 - c) by sending it by facsimile transmission or some other form of electronic transmission to the address specified by the person for giving or serving the notice.

- 42.2 For the purpose of these rules, a notice is taken, unless the contrary is proved, to have been given or served:
- a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course or post, and
 - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43 Patrons

- 43.1 The Club may elect a Patron or Patrons at the Annual General Meeting each year to foster the objectives of the Club within the local community.
- 43.2 The Management Committee may appoint further persons as Patrons during the year as they determine.
- 43.3 A Patron shall be entitled to attend all meetings of the Club but shall not be entitled to vote.

44 Distribution of Property on Winding Up

- 44.1 If upon winding up or dissolution of the Club there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members. Instead the assets or property shall be given or transferred to another organisation(s) that has Objects similar to those of the Club. The organisation(s) must prohibit the distribution of its income and property among Members to an extent at least as great as that imposed on the Club by this Constitution. The organisation(s) is to be determined by the Members in a General Meeting at or before the time of dissolution. If this does not occur, the decision is to be made by the judge of the Supreme Court of New South Wales or other court as may have or acquire jurisdiction in the matter.

45 Auditors

- 45.1 The Club shall appoint an auditor at the Annual General Meeting each Year, such person not being a member of the Management Committee of the Club.