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# Constitution

~~As adopted November 2009~~  
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***Updated February 5 2010***

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**1 Objects of Incorporated Body**

**1.1 Objects**

The objects for which the Incorporated Body established are:

- (a) To be the member of Football New South Wales (FNSW) and to comply with the constitution and by-laws of FNSW;
- (b) To govern, administer and regulate Football throughout the Illawarra Region and protect Football from abuse;
- (c) To prevent any infringement of the constitution and by-laws of FNSW to the extent it is able to do so;
- (d) To foster friendly relations among the officials and players of Football by encouraging Football games in the Illawarra Region;
- (e) To promote, provide for, regulate and manage Football tournaments and games in the Illawarra Region for the members, member clubs, and the selection and control of representative teams, players and officials including FNSW Champions of Champions and in particular:-
  - (i) To hear and determine complaints, charges or allegations against any club or member.
  - (ii) To impose fines or penalties by the way of suspensions, expulsion or otherwise for breach of this constitution, or by laws of I.J.F.A, or the constitution and by laws of FIFA, FFA, and FNSW.
  - (iii) To hear and determine upon and settle all questions or disputes on any matter relating to Football.
- (f) To promote, provide for, regulate and manage Football players representing the Illawarra Junior Football Association;
- (g) To co-operate with FNSW, other members of FNSW, FFA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) To facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the Illawarra Region;
- (i) To the extent that it is in the best interests of the IJFA, to buy, sell, exchange, let, mortgage or otherwise deal in real and personal property of any kind whatsoever and to import, export, manufacture, produce, treat, buy, sell, exchange, let or hire and generally deal in all kinds of goods, plant, machinery, merchandise and articles of any kind; and
- (j) To carry on any business, enterprise or undertaking in any sphere or activity which is permitted by law.
- (k) The object of the Association shall be to foster, regulate and control the game of Football within the boundaries prescribed by Football NSW.

- (l) The Association shall be affiliated to Football NSW and be bound, where applicable, by that body's constitution and by-laws.
- (m) To regulate and control the activities of the members and member clubs of the Association in any activity associated with Football and in particular:-
  - (i) To hear and determine complaints, charges or allegations against any member club or member.
  - (ii) To impose fines or penalties by way of suspension, expulsion or otherwise for breach of this constitution, or By Laws, or the rules or the laws relating to Football, by any member club or any member thereof or for conduct unbecoming, prejudicial or damaging.
- (n) To hear and determine upon and settle all questions or disputes on any matter relating to Football.
- (o) To organise and control the Football competition and matches played within its boundaries including matches, grounds and the selection and control of representative teams, players and officials including the Champion of Champions Series.

**2 Income and payments**

**2.1 I.J.F.A Application of income**

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

**2.2 No dividends, bonus or profit to be transferred to Members**

None of the IJFA's profits or property may be transferred to the Members, directly or indirectly, by any means.

**2.3 Payments in good faith**

**2.3.1** Subject to article 9.2, article 2.2 does not prevent the payment in good faith to an officer or Member, or a firm of which an officer or Member is a partner or to a company of which an officer or Member is a director or shareholder including any such payment for one or more of the following purposes:

- (a) remuneration for services to the Company;
- (b) for goods supplied to the Company in the ordinary course of business;
- (c) interest on money borrowed from them by the I.J.F.A. at a rate not exceeding the rate fixed for the purposes of this article 2.3 by the Company in general meeting; or
- (d) reasonable rent for premises let by them to the I.J.F.A.

**2.3.2** (a) Officers and Members have a duty to act in the best interests of the IJFA. A conflict of interests exists where there is a divergence between the individual interests of an officer or member and their professional obligations to the IJFA. A conflict of interest may be real or perceived

(b) To ensure that an appearance of impropriety or an actual conflict of interest is avoided, any officer or member to whom clause 2.3.1 applies should not be involved in the final discussion and decision by the IJFA to determine, in respect of such officer or member –

- (i) employments of services
- (ii) purchase of goods
- (iii) borrowing of money
- (iv) rental of premises.

**3. Membership to Illawarra Junior Football Association.**

**3.1 Member Club**

The Member Clubs are:

- (i) the member clubs listed in Schedule 1 to this Constitution;
- (ii) the member club delegates may vote on clubs or associations to become affiliate members of the IJFA.

A club or association is qualified to be a member club, if and only if the member club or association has been admitted to membership of the IJFA in accordance with this constitution and has not ceased to be a member of the IJFA. No member club or association shall be eligible to be elected to membership of the IJFA unless:-

- (a) The constitution, rules and by laws of that member club are consistent with FFA, FNSW and IJFA constitution and or by laws.
- (b) The member club or association agrees to be bound by the constitution and by laws of the IJFA for the period of it's membership and for that purpose the constitution of such member club or association shall contain a provision to the effect that the member club shall do all things necessary to implement and enforce any decision of the IJFA relating to any player, official, or person who has membership or seeks membership with the member club.
- (c) all member clubs shall have control of their own affairs with respect to club administration and finance provided the same does not conflict with the constitution or by laws of the IJFA. All transactions, communications shall pass through IJFA administration to FFA and or FNSW.
- (d) By the 1st day of April each year member clubs shall:-
  - (i) Forward to the IJFA a copy of its financial statement, annual report and receipt from the Department of Fair Trading for Incorporation payment.
  - (ii) Forward to the IJFA contact details of the member club officials including the Child Protection Information Officer (CPIO) and advise the IJFA of any changes within 14 days of such change.
  - (iii) Member club's shall supply the IJFA their current constitution and by laws.

***Failure to comply with the IJFA requests above will incur a fine determined at the AGM***

- (iv) Each member club shall;
  - Register with the IJFA the member club's colours or design and once accepted by the association shall not change alter said design without the permission of the IJFA.
  - Correspond with the association's office administrator or such person who has been nominated by the IJFA Directors on the member club's letter head, via mail or email, which has been signed.

- Be responsible for its own travelling expenses or any other expenses incurred whilst carrying out daily activities associated in the management of football controlled by the IJFA unless authorised by the Board of Directors of IJFA and member clubs.

- (v) Attendance at IJFA meetings and business shall take precedence over the member club's own meetings or business.
- (vi) Players, Coaches, Managers and Member Club Committees.

All players, coaches, managers and member club's committees shall be ordinary members of the IJFA if they have attained the age of 18 years or junior members if they are under 18 years of age.

**3.2 (a) Ordinary Members**

A person is qualified to be an ordinary member of the Association if but only if;

- (i) The person is as defined by the Association Incorporation Act, 1984 section 15.1 (a), (b) or (c) and that person has not ceased to be a member of the association at any time under the Association Incorporation Act, 1984 or
- (ii) The person is a natural person who has attained the age of 18 years and has been admitted to the Association in accordance with the rules of this constitution.

**(b) Junior Members**

A person is qualified to be a junior member of the IJFA if and only if the person is:-

- (i) A natural person who has not attained the age of 18 years and
- (ii) Is currently registered as a player or is a member of a member club of the association.
- (iii) No Junior Member shall be entitled to:
  - (a) nominate any person for membership or
  - (b) nominate any other person to stand for the Board of Directors of the IJFA or
  - (c) to vote in any election of members to the Board of Directors of IJFA or
  - (d) vote at any meeting of the IJFA

**3.3 Life Membership**

- (a) Nominations for admission to life membership shall be considered by the IJFA Directors at the next Board Meeting after the nomination is received in writing, proposer and seconder with the nominee's service record.
- (b) Only two (2) life members shall be elected in any one year season. In the event of there being more than two nominations for life membership the Directors shall select the two (2) to be proposed for the election by the member clubs at the Annual General Meeting. Each nomination shall be put to a separate vote at an AGM by member clubs and must obtain a two – thirds (2/3rd) majority to be admitted to life membership.

- (c) A nominee is admitted to life membership if; the nominee has completed 7 years continuous, exceptional, devoted service to the IJFA.
- (d) Once admitted to life membership shall be entitled to all privileges including entitlements to vote and take part in the management of the IJFA without payment of any annual subscription or any special payment for such life membership.

**3.4 Nomination for Membership**

**3.4.1** A nomination of person for membership of the IJFA;

- (a) shall be made by a ordinary member of the association in writing on a form obtained from the IJFA administration office; and
- (b) shall be lodged at the place of administration of the IJFA.

**3.4.2** A nomination of membership by a member club to the IJFA;

- (a) shall be made by member clubs in writing, on the form set out in clause 3.4 of this constitution; and
- (b) shall lodge at the place of administration of the IJFA

**3.4.3** As soon as practicable after receiving a nomination for membership the Board of Directors of IJFA will review and if acceptable submit the nomination to member clubs at a general meeting for approval.

**3.4.4 Admission of Members**

Before admission as a Member, a person invited by the Directors to apply for membership must sign an application agreeing to be bound by:

- (i) this Constitution;
- (ii) the By-laws;
- (iii) the Statutes and Regulations of FNSW; and
- (iv) the Grievance Procedure and the dispute resolution process as set by the Board of Directors
  - (a) while a Member; and
  - (b) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.

**3.4.5 Formation of a New Member Club**

The member club seeking membership must first submit the names and addresses of club officials, submit Bank details, Club colours (for approval), submit a copy of Club's constitution, seek approval of club boundary. The Board of Directors will review, determine if the applicant's nomination is acceptable will submit the nomination to the general meeting of member clubs for approval.

Where a new member club has been accepted for membership the IJFA shall as soon as practicable after the determination, notify the nominee of the approval and request the nominee to pay within 28 days, after receipt of notification the entrance fee and annual subscription under the constitution, 3.9(c)

**3.4.6** The Board of Directors after the nominee has paid the amount referred to in clause 3.4.3 within the period referred to in that clause, enter the nominees name in the register of members and upon the name being entered the nominee becomes a member of the association.

**3.5 Register of Members**

(a) The Public Officer of the IJFA shall establish and maintain a register of members of the association, specifying the name and address of each person or member club with the date on which the person or member club became a member.

(b) The register of members shall be kept at the principal place of administration of the IJFA, shall be open for inspection, free of charge by any member of the Association at any reasonable hour.

**3.6 Disciplining of Members**

**3.6.1** Where the Directors are of the opinion that a member of the Association

(a) has persistently refused or neglected to comply with a provision or provisions of this Constitution ;

(b) has persistently and willfully acted in a manner prejudicial to the interests of the Association,

The Directors may, by resolution:

(a) expel the member from the Association; or

(b) suspend the member from membership of the Association for specified period

(c) fine or reprimand the member

(d) or any combination of these.

**3.6.2** A resolution of the Directors under clause 3.6.1 is of no effect unless the Directors at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under clause 3.6.2, confirms the resolution in accordance with this rule.

**3.6.3** Where the Board passes a resolution under clause 3.6.1, the administrator or secretary or person allocated to issue correspondence shall, within seven (7) days of such resolution, cause a notice in writing to be served on the member: setting out the resolution of the Board and the grounds on which it is based; stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of notice; stating the date, place and time of that meeting; and informing the member that the member may do either or both of the following;

(a) attend and speak at that meeting;

(b) submit to the Board prior to the date of that meeting written representations relating to the resolution.

- 3.6.4** At a meeting of the Board, held as referred to in clause 3.6.3, the Board shall give to the; member an opportunity to make oral representations; give due consideration to any written representations submitted to the Board by the member prior to the meeting; and by resolution determine whether to confirm or to revoke the resolution
- 3.6.5** Where the Board confirms a resolution under clause 3.6.4, the Administrator, Secretary or person allocated to deal with correspondence shall within 7 days after that confirmation, by notice in writing informing the member of the fact and of the members right of appeal under clause 3.7 the constitution.
- 3.6.6** A resolution confirmed by the Board under clause 3.6.4 does not take effect;
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
  - (b) where within that period the member exercises the right of appeal, unless and until the General Meeting of the Association confirms the resolution pursuant to clause 3.7.4.
- 3.6.7** No member shall be expelled from the Association unless the resolution for expulsion is passed by two thirds (2/3rds) of those Board or sub committee members present and voting.

**3.7 Right of Appeal of Disciplined Member**

- 3.7.1** A member may appeal to the Appeals Tribunal against a resolution of the Board which is confirmed under clause 3.6.4 within 14 days after notice of the resolution is served on the member by lodging with the Administrator, Secretary or person allocated to deal with correspondence a notice to that effect.
- 3.7.2** Upon receipt of a notice from a member under clause 3.7.1 the Administrator, Secretary or person allocated to issue correspondence shall notify the Board, who shall convene an Appeals Tribunal of the Association to be held within 21 days of the date on which the secretary, Administrator or person allocated to this role received the notice. Any penalty imposed shall have no effect from the date the notice is received until such time as the appeal is determined.

**3.7.3 Disciplining Players Coaches and Managers**

The Grievance committee set up by the Board shall deal with all protests and take disciplinary action against any player, official or club for any breach of this constitution or breaching any of the rules of the game of Football or of any rule or by-law of the Association in relation to any competition run by the Association.

- 3.7.4** The Board or sub-committee may expel, suspend, fine or reprimand any player, official or club and shall be empowered to make or amend by laws for the procedures and penalties to be followed when dealing with protests and taking disciplinary action pursuant to clause 3.7.3.
- 3.7.5** The Board will set up an Appeals Tribunal specifically for hearing appeals from the decisions of the Board referred to in clauses 3.7.3 and 3.7.4. Any person the subject of action taken by such committee shall be entitled to notice of the allegations against him/her, of participation in any hearing and the right to make submissions to the Grievance committee or Tribunal.

**3.8 Ceasing to be a Member**

- (a) A person ceases to be a Member on:
  - (i) resignation;
  - (ii) death;

- (iii) becoming bankrupt or insolvent or making an arrangement or co-composition with creditors of the person's joint or separate estate generally;
  - (iv) becoming of unsound mind or liable to be dealt with in any way under a law relating to mental health;
  - (v) being convicted of a criminal offence which carries a jail sentence;
  - (vi) the termination of their membership under this Constitution; or
- (b) For the purposes of article 3.8(a) (i), a Member may resign as a member of the IJFA by giving 14 days written notice to the Board.
- (c) In the case of a member club, if that club ceases to exist.
- (d) When a Club which is affiliated to the IJFA ceases to function, the assets, liabilities and records of such club shall be forwarded to the IJFA and held in trust.
- (e) **RESIGNATION OF MEMBERSHIP**
- (i) A member of the Association is not entitled to resign that membership except in accordance with this rule.
  - (ii) A member of the Association who has paid all amounts payable by the member of the Association in respect of the members membership may resign from the Association by first giving notice (being not less than 1 month or not less than such other period as the Directors may determine) in writing to the Administrator, Secretary or a person allocated by the Directors of the Association, of the members intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
  - (iii) Where a member of the Association ceases to be a member pursuant to clause 3.8 e (ii), and in every other case where a member ceases to hold membership, the Administrator, Secretary or allocated person shall make an appropriate entry in the register of the members recording the date on which the member ceased to be a member.

### **3.9 Members Claim, Liability, Fees, Subscription**

(a) **No claim against IJFA**

A Member whose membership ceases has no claim in their capacity as a Member or former member of the association against the IJFA or the Board of Directors, for damages or otherwise.

(b) **Limited Liability**

Members have no liability in that capacity except as set out in clause 17.1.

(c) **Fees and Subscriptions**

A member club of the association shall, upon admission to membership pay to the association a fee which has been set at the AGM each year or where some other amount is determined by the Board of Directors and presented at a general meeting for approval.

Any affiliated member club shall be subject to an annual subscription fee of \$100.00, payable 28 days after the AGM each year.

Any member club unfinancial as at the date of the AGM shall incur a fine as determined by the Directors. If payment is not made within 28 days of the AGM the Board of Directors may move to exclude the member club from membership of the association.

(d) **Members Liabilities**

- (i) The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 3.9.b.
- (ii) The Association will not be liable for any claim or compensation for damages either personal or property and the association's registered players and accepts Clubs Officials, Association Officials and supporters on this basis

**4 Meetings**

**4.1 Annual General Meeting**

The Annual General Meeting of the Association shall, subject to the Act and to clause 5, be convened on such date and at such place and time as the committee thinks fit.

**4.2** The Annual General Meeting of the Association shall be held not later than the first Wednesday in December of each year. Fourteen days notice in writing shall be given to all affiliated clubs and other interested organisations or persons, subject to the Act and to clause 4.2, be convened on such date and at such place and time as the committee thinks fit.

**4.3** If the AGM is postponed for any reason, the Board of Directors shall convene the AGM in accordance to the Associations Incorporation Act.

**4.4** Clause 6 of this constitution shall be in force subject to any extension or permission under the Act.

**4.5** In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be:-

- (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 Board reports upon the activities of the Association during the last preceding financial year.
- (iii) To elect Board of Directors of the Association, and
- (iv) To receive and consider the financial statement which is required to be submitted to members pursuant to section 26.6 (6) of the Act.

**4.6** An Annual General Meeting shall be specified as such in the notice convening it.

**4.7 Notice Procedure**

**4.7.1** Except where the nature of the business proposed to be dealt with at a special general meeting or A.G.M. requires a special resolution of the Association the Administrator, Secretary or person allocated by Board shall, at least 14 days before the date fixed for the holding of the special general meeting, or A.G.M. cause to be sent by pre-paid post to each member club, life member and Board of Director at the member's address appearing in the register of member clubs, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

**4.7.2** Where the nature of the business proposed requires a special resolution a special general meeting, or A.G.M shall be called, at least 21 days before the date fixed for the holding of the special general meeting or A.G.M... Notice to be sent to each member in the manner provided in clause 4.7.1 specifying, in addition to the matter required under clause 4.5 the intention to propose the resolution as a special resolution.

**4.7.3** No business other than specified in the notice convening a special general meeting or A.G.M. shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 4.5.

**4.8 Procedure At Annual General Meetings**

AGM order of business shall be;

- (1) Reading (if requested) and confirmation of the minutes of last AGM.
- (2) Reading (if requested) and adoption of Annual Report.
- (3) Reading (if requested) and adoption of Annual Balance Sheet.
- (4) Consideration of Honorariums
- (5) Alterations to Constitution and or By-Laws
- (6) Deliberation of Budget and nomination fees
- (7) Election of Life Members if required.
- (8) Declaration of all positions vacant, and election of Returning Officer
- (9) Election of Patrons
- (10) Election of committee as in constitution (clause 14.1)
- (11) Election of Judiciary Committee, panel of 10 members
- (12) Election of Auditor.
- (13) Election of Delegates to Affiliated Organisations
- (14) General Business of which prior written notification has been received within the notified time limit as determined by the Board.

#### **4.9 Special General Meetings – calling of**

**4.9.1** The Board of Directors may, whenever it thinks fit, convene a special general meeting of the Association.

**4.9.2** 2 The Board of Directors shall on the requisition in writing, by post or email, from five (5) financial member clubs Secretaries or Presidents convene a special general meeting of the Association.

**4.9.3** A requisition of members for a special general meeting:-

- (i) shall state the purpose for a special general meeting
- (ii) shall be signed by the members making the requisition.
- (iii) shall be lodged with the Administrator, Secretary or person allocated to deal with correspondence, and
- (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

**Note:** no special conditions apply in relation to motion (s) being ratified e.g. 51 % vote - motion passed

**4.9.4** If the Board of Directors fail to convene a special general meeting to be held within 14 days after that date on which a requisition of members or member clubs for the meeting is lodged with the Board of Directors, any one or more of the members who made the requisition may convene a special general meeting to be held not later than one month after that date.

**4.9.5** A special general meeting convened by a member or member clubs as referred to in clause 4.9.2 shall be convened within 14 days in the same manner as general meetings are convened by the Board of Directors and any member who thereby incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

#### **4.10 Power to convene General Meeting**

**4.10.1** There shall be programmed a minimum of five (5) Regular General Meetings of the Association set by the Board at its first meeting after the AGM, for the next calendar year.

**4.10.2** The Board of Directors may convene a general meeting when they think fit and must do so if required under the Act.

**4.10.3** Business at such regular general meetings shall include:-

- (i) confirmation of minutes of preceding regular general meeting or any special general meeting held since the previous regular general meeting;
- (ii) to receive correspondence not previously dealt with by the Board.
- (iii) to receive reports from Board of Directors, sub-committees or invited guests.
- (iv) General Business of which prior written notification has been received within the notified time limit as determined by the Board
- (v) A member desiring to bring any business before a general meeting may give notice in writing of that business, within the notified time limit as determined by the Board, to the Administrator, Secretary or person allocated by the Board who shall include that business in the next notice, calling a general meeting given after receipt of the notice from the member.

**4.11 Notice of General Meeting**

- (a) 7 days notice must be given to Member Clubs or according to the Act.
- (b) A person may waive notice of any general meeting by notice in writing to the IJFA, where permitted to do so by the Act.

**4.12 Cancellation of, change of venue for, or postponement of, general meeting**

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit and at least 48 hours prior to the time the meeting is to be held, cancel the meeting, change the venue for the meeting, or postpone the meeting to a date and time they determine.
- (b) If a general meeting is called and arranged, the Directors may not postpone it beyond the date by which the Act requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

**4.13 Written notice of cancellation of, change of venue for, or postponement of, general meeting**

Notice of cancellation of, change of venue for, or postponement of, a general meeting must state the reason for doing so and be given to:

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under the Act.

**4.14 Contents of notice postponing general meeting**

A notice postponing a general meeting must specify

- (a) the new date and time for the meeting
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold

the meeting in that manner.

**4.15 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing a general meeting to the date specified in that notice for the postponed meeting may not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Act.

**4.16 Business at postponed general meeting**

The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

**4.17 Non-receipt of notice**

The non-receipt of notice of a general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) , or a failure to give notice of a general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) to any person entitled to receive notice of a general meeting does not invalidate the general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) or any act, matter or thing done or resolution passed at the general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) if:

- (a) the non-receipt or failure occurred by accident or error.

**5.0 Proceedings at General Meetings**

**5.1 Number for a quorum**

Subject to article 5.4, 60% by number of those Member Clubs shall form a quorum at a General Meeting (G.M), Special General Meeting (S.G.M.) and Annual General Meeting (A.G.M.)

**5.2 Requirement for a quorum**

- (a) An item of business may not be transacted at any meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

**5.3 Quorum and time**

If within 30 minutes after the time appointed for a general meeting a quorum is not present:

- (a) if the meeting was convened by or on requisition of, Members, the meeting must be dissolved; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.
- (c) No item of business shall be transacted at an annual general meeting, general meeting and special general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (d) 60% members present in person (being members entitled under these rules to vote at a general meeting, annual general meeting and special general meeting) constitute a quorum for the transaction of the business of an annual general meeting.
- (e) If within half an hour after the appointed time for the commencement of a general meeting a quorum not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person residing at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

**5.4 Adjourned meeting**

- (a) At a meeting adjourned under article 5.3(b), 40% by number of those persons who are Members who are entitled to vote are a quorum.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

**5.5 President to preside over general meetings**

- (a) The President is entitled to preside at general meetings.
- (b) If a general meeting is convened and the President is not present, or the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
  - (i) the Vice-President
  - (ii) a Director chosen by a majority of the Directors present;
  - (iii) the only Director present; or
  - (iv) a Member chosen by a majority of the Members present.

**5.6 Conduct of General Meetings**

- (a) The chairman of a general meeting:
  - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
  - (ii) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chairman under this article is final.

**5.7 Adjournment of general meeting**

- (a) The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The chairman may, but need not, seek any approval for the adjournment.
- (d) Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members under the Act. If a meeting is called and arranged to be held, the Directors may not postpone it beyond the date by which the Act requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

**5.8 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more or the venue for the adjourned meeting is changed.

In that case, the period of notice which must be given for the adjourned meeting must be the greater of the number of clear day's notice of general meetings required to be given under the Act and the period of notice as was originally given for the meeting.

**5.9 Questions decided by majority**

Subject to the requirements of the Act and Part 6, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it

**5.10 Equality of votes**

If there is an equality of votes at a general meeting, as calculated under Part 6, whether on a show of hands or on a poll, the resolution shall be deemed to have been lost.

**5.11 Declaration of results**

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of a show of hands, a poll is properly demanded (and the demand is not withdrawn);
  - (i) by the chairman of the meeting; or
  - (ii) by at least one Member present and having the right to vote on the resolution.
- (b) Unless a poll is properly demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

**5.12 Poll**

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn
- (d) A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

**5.13 Objection to voting qualification**

An objection to the qualification of a person to attend or vote at the meeting or adjourned meeting:

- (a) may not be raised except at that meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed by the chairman of a meeting under this article 5.13 is valid for all purposes.

**5.14 Chairman to determine any poll dispute**

If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and their decision made in good faith is final and conclusive.

**6 Votes and Decisions of Members**

- 6.1** Questions arising at a meeting of the Directors or any sub committee appointed by the Directors shall be determined by a majority of the votes of by the Directors or sub committee present at the meeting.
- 6.2** Each member present at a meeting of the Directors or any sub-committee appointed by the Directors (including the person presiding over the committee) is entitled to one vote, but in the event of an equality of votes the person presiding over the Directors meeting or sub committees may exercise a second or casting vote.
- 6.3** Any act or thing done or suffered or purporting to have been done or suffered by the Directors meeting or any sub committee appointed by the Directors is valid and effectual not withstanding any defect that may after wards be discovered in the appointment or qualification of any member of the Directors or sub committee.
- 6.4** Upon any question arising at an Annual General Meeting, a Special General Meeting or a General Meeting the voting rights are as follows:-
- (a) A club member who is financial and has five or more teams registered with the Association shall have 2 votes only.
  - (b) A club member who is financial and has four or less teams registered with the Association shall have 1 vote only.
  - (c) each Director shall have one vote each.
  - (d) Any affiliated organisation, other than club members shall have one vote only.
  - (e) Life Members shall have one vote each.
- 6.5** All votes shall be made in person and no proxies shall be allowed.
- 6.6** In the case of an equality of votes the Chairperson of the meeting is allowed to exercise a second or casting vote.
- 6.7**
- (a) Altering the Constitution or By Laws requires a special resolution and a two-thirds majority of those present and entitled to vote.
  - (b) Altering the decision of a properly constituted Board of Directors requires a special resolution and a two-thirds majority of those present and entitled to vote. The Board of Directors are not entitled to vote on appeals against the decision of the Board of Directors and an independent Chairperson should also be appointed.
  - (c) All other decisions only require a simple majority to be passed
  - (d) Clause (b) above cannot be executed if the avenue of appeal is to the Appeals Committee or the appeal time has lapsed.
- 6.8** A motion, moved and seconded at a general meeting of the Association shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that resolution has, on a show of hands, been carried or carries 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.

**6.9** At a general meeting of the Association, a poll may be demanded by the chairperson by not less than 3 members present in person.

**6.10** Where the poll is demanded at a general meeting, the poll shall be taken:-

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

**6.11** The Chairperson may call for a secret ballot at any meeting

**6.12 Delegation by Board of Directors to appoint a Sub-Committee.**

- (a) The Directors may, by instrument in writing delegate to one or more sub-committees (consisting of such member or members of the Association as the committee thinks fit) the exercise of such of the functions of the committees as are specified in the instrument, other than:-
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the 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 rule may, while the delegation remains unrevoked, be exceeded from time to time by the sub-committee in accordance with the terms of the delegation
- (c) Notwithstanding any delegation under this rule, the committee may continue to exercise any function delegated.
- (d) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the committee.
- (e) The committee may, by instrument in writing revoke wholly or in part any delegation under this rule.
- (f) A sub-committee may meet and adjourn as it thinks proper.

**6.13 Special Resolution**

A resolution of the Association is a special resolution if:-

- (a) It is passed by a majority which comprises not less than two thirds of such members of the Association as, being entitled under this Constitution, vote in person at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules, or
- (b) where it is made to appear to the commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) the resolution is passed in a manner specified by the commission.

**7 Constitution and By-laws**

- 7.1**
- (a) The Members must amend this Constitution, and the Directors must adopt, revoke or amend the By-laws, to promptly adopt changes in the model constitution and by-laws promulgated by FNSW and FFA from time to time.
  - (b) The Members must not otherwise amend this Constitution, and the Directors must not otherwise adopt, revoke or amend any By-laws, which will contravene FNSW and or FFA constitution and or By-laws.
  - (c) Any amendment to this Constitution and any adoption, revocation or amendment of any By-law in breach of article 7.1(b) will be invalid.
  - (d) A resolution passed by at least 2/3rds of the votes cast by Members entitled to vote on the resolution, is required to amend this Constitution.

**7.2 Enforcement of rules**

- (a) The Association must promulgate and comply with the Statutes and Regulations of FNSW
- (b) The Association must promulgate and enforce the Laws of the Game.

**7.3 Register of participants**

- (a) The Association must maintain a database of each person registered with it in any capacity.
- (b) The database is to be established and maintained in the form and contains details required by FNSW from time to time.

**7.4 Financial Statements**

The Association must:

- (a) prepare annual Financial Statements in respect of all of its financial activities for the period ending at the end of its financial year and ensure that the Financial Statement are audited; and
- (b) Provide FNSW with a copy of the audited Financial Statements no later than 3 months after the end of the Association's financial year.

**7.5 Funds – Management**

- (a) Subject to any resolution passed by the Association in general meetings, the funds of the Association shall be used in pursuance of the objects of the Association in such a manner as the Directors determine.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed as per clause 12.12
- (c) The Directors shall prepare and circulate to members at or before the Annual General Meeting a balance sheet relating to the income and expenditure of the Association since the preceding AGM. Such accounts shall be certified as being true and correct by an independent public accountant engaged by the Association.
- (d) The Directors shall ensure that policies which have been adopted in relation to fund management are enacted.

**7.6 Funds - Source**

- (a) The funds of the Association shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association at a general meeting, such other sources as the Directors determine.
- (b) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Associations bank account.
- (c) The Association shall as soon as practicable after receiving any money, issue an appropriate receipt.

**7.7 Insurance**

- (a) The Association shall effect and maintain insurance pursuant to section 44 of the Act.
- (b) In addition to the insurance required under clause 7.6, the Association may effect and maintain other insurance.

**8 FNSW, FFA and FIFA**

**8.1 Compliance and co-operation**

The Illawarra Junior Football Association must:

- (a) comply with this Constitution, all By-Laws, the constitution of FNSW and FFA and all by-laws of FNSW and FFA;
- (b) comply with, and do everything within its power to enforce compliance with the Football Code of Conduct, the Statutes and Regulations and the Laws of the Game;
- (c) co-operate with FNSW and FFA in all matters relating to the organisation of State and national Football competitions, the IJFA's own Football competitions and Football in general;
- (d) Comply with written notices given to the IJFA by FNSW and FFA pursuant to article 7.4 of the constitution of FFA; and
- (e) Comply with directions given to the Association via FNSW by FFA pursuant to article 7.6 of the constitution of FFA.

**8.2 Membership to Football New South Wales**

The Association shall be affiliated to Football New South Wales, and do all such things necessary to implement and enforce any decision Football New South Wales issues relating to any player, official, person or club who is a member of or affiliated with the Association or seeks to be a member of or affiliated with the Association.

**8.3 Referral of disputes**

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must ensure that its Affiliates refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure laws and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (c) This article 8.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while a Member.

**9 The Board of Directors**

**9.1 The Board of Directors Authority**

The Board of Directors of the Illawarra Junior Football Association subject to the Act, the Regulations, and the constitution and By – laws of the IJFA and any resolution passed by the Association at meetings –

- (a) Shall control and manage the affairs of the Association;
- (b) May exercise all such functions as may be determined by the Association 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 Board of Directors to be necessary or desirable for the correct management of the affairs of the Association.

**9.2 Remuneration to Board of Directors**

Directors may be paid a fixed fee per annum as determined by the Members at the annual general meeting or general meeting for services as a Director;

- (a) reimbursed by the IJFA for their reasonable travelling, accommodation and other expenses when:
  - (i) travelling to or from meetings of the FNSW, Sydney Branch or;
  - (ii) Otherwise engaged on the affairs of the IJFA.
- (b) repayment of out of pocket expenses; to delegates which is deemed to be a reasonable expense incurred whilst representing the Association at any, dinner or function shall be paid whether in part or whole depending on payment made by other parties.
- (c) Interest at a rate not exceeding interest that is currently being charged by the Associations bank for money lent to the Association;
- (d) Reasonable and correct rent for premises being let to the Association; and
- (e) Honorariums which may cover the out of pocket expenses which have been incurred by the Board over the 12 months in office (the honorariums are voted on at each AGM by the Member Clubs.

**10 The Board of Directors Portfolios**

- 10.1.1** Subject in the case of the first members of the committee to the Act, the Board of Directors shall consist of -
- (a) President
  - (b) Vice President
  - (c) Treasurer
  - (d) Competition Secretary
  - (e) Minutes Secretary
  - (f) Judiciary Chairperson
  - (g) Roo ball Convener
  - (h) Ordinary members five (5)
- 10.1.2** Where there is a paid employee appointed as Office Manager or Administrative Officer or Clerical Officer (where that position has been agreed to at the AGM or SGM), the following positions will be determined by the Board with approval of member clubs
- (a) Secretary,
  - (b) Players Registrar
- 10.1.3** Where there is no paid employee then the following positions will be determined at the AGM
- (a) Secretary,
  - (b) Players Registrar
- 10.2** Each member of the Board shall, subject to this Constitution, hold office until the conclusion of the Annual General Meeting following the date of the member's election, but are eligible for re-election.
- 10.3.1** In the event of a casual vacancy occurring the Board of Directors are empowered to fill the vacancy and the Director so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 10.3.2** If a casual vacancy occurs and no director is appointed then at the next GM or SGM the members may fill the vacancy. The Director so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of the appointment.
- 10.4** No person holding an executive position in a member club is eligible to hold an executive position on the Board of Directors. Executive positions are that of President, Vice President, Secretary if appointed, Treasurer, and Competition Secretary.
- 10.5** The elected Board Members shall appoint a Member Protection Officer (MPO) and/or Member Protection Information Officer (MPIO) for the IJFA. The MPO and/or MPIO shall be deemed an ancillary position with no voting rights on the Board. The MPO and/or MPIO can be selected from an appropriately trained Board Member or a nominated person from a member club. The MPO and/or MPIO shall carry out the roles and responsibilities as set out in the Member Protection and Intervention Policy and other associated policies. The MPO and/or MPIO shall report directly to the President of the IJFA to ensure confidentiality.

**10.6 Specialist Director**

The Board of Directors of IJFA may at any time appoint persons to act as Specialist Directors to assist with particular projects and initiatives after Member Clubs have sanctioned the appointment at a General Meeting by a means of a resolution. The IJFA Board of Directors may remove those persons as and when desired. Specialist Directors will be permitted to attend directors' meetings but will have no voting rights, and will not receive any honorariums but with written permission of the Board claim any out of pocket expenses incurred.

**11 Election of Board of Directors**

- 11.1** Nominations of candidates for election as office bearers of the Board or as ordinary members of the Board:-
- (a) Shall be made in writing, signed by two (2) members of the Association and by the written consent of the candidate (which must be endorsed on the form of nomination) and
  - (b) Shall be delivered to the place of business of the Association in a sealed envelope for the Returning Officer, who was selected by the members at the policy Meeting prior to the AGM and not less than fourteen (14) days before the date fixed by the ordinary closing of hours of that date, for the holding of the annual general meeting at which the election is to take place.
  - (c) At the closure of the nomination deadline (date & time) and after verification of the validity of each nomination, the Board will send a list of all nominations, to each member club and life members with in 48 hrs of closure. Inspection of nomination papers will be available to members at the IJFA office.
- 11.2** If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received from the floor of the annual general meeting.
- 11.3** If insufficient further nominations are received, any vacant positions remaining on the committee shall be deemed to be casual vacancies
- 11.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 11.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- 11.6** The ballot for the election of Executive Board members and or ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the constitution stipulates.
- 11.7** At nomination, all candidates are required to declare
- (a) Current employment
  - (b) Any previous employment in which the director still has a financial or other interest
  - (c) Any appointments (voluntary or otherwise) e.g. position in member club, IFA club or affiliated or guest club, association, trusteeship, directorships, local authority, membership, tribunals or any other bodies which have a relationship to the IJFA

**12 Criteria, Duties and Functions of Board Members**

**12.1** The Board of Directors as set out in clause 11.1 and shall form the Board of Directors. Where a paid employee is elected he/she will take the positions of Secretary, Assistant Secretary and Players Registrar, unless the Board otherwise determines.

**12.2 President:**

It is preferred that The President:

- has 5 years experience and knowledge in sporting administration/ management at Club level
- demonstrates an understanding of all matters in regards to the operation and development of junior football.
- demonstrates strong and clear written and verbal communication skills.

The President when available shall be, the chairman of all meetings and shall conduct such meetings in accordance with the constitution and or By - laws of the Association. He/she shall be ex officio member of all committees, may exercise a second or casting vote.

**12.3 Vice-President:**

It is preferred that the Vice President:

- has 5 years experience and knowledge in sporting administration/ management at Club level
- demonstrates an understanding of all matters in regards to the operation and development of junior football.
- demonstrates strong and clear written and verbal communication skills.

In the absence of the President, the Vice President shall be chairman and shall exercise all the powers duties and functions of the President. The Vice President shall be an ex officio member of all committees at any meeting,

**12.4** In the absence of the President and Vice President, a chairman shall be elected from the members present at the meeting and shall have a casting vote except where that chairman is a club delegate.

**12.5** Board of Directors shall organise, as soon as practicable after being appointed, distribution to member clubs all of the following;

- (a) Board of Directors appointed;
- (b) The attendees at all meetings of the IJFA;
- (c) All minuted items at IJFA meetings
- (d) Keep a players register and members register;
- (e) Perform such other duties as determined by the Board of Directors or a directive from a general meeting of member clubs;

**12.6 Treasurer:**

The Treasurer must have at least 5 years experience and knowledge in accounting and/or bookkeeping with accredited qualifications.

It is the duty of the Treasurer of the IJFA to ensure that:-

- (a) All money due to the Association is collected banked and receipts issued
- (b) All accounts authorised for payment by the Association are paid promptly
- (c) Correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with activities of the Association.
- (d) Prepare financial statements for audit and submission to the Annual General Meeting and to prepare an annual budget.
- (e) Shall be an ex officio member of all committees

**12.7 Competition Secretary:**

The Competition Secretary must have knowledge in formulating competition structure and administering competitions and preferred 2 years experience.

The Competition Secretary shall:-

- (a) Arrange all competitions and fixtures as directed by the Board of Directors
- (b) Record all tables showing positions of all competition teams
- (c) Record the results of all matches
- (d) Review any incidents and if deemed appropriate refer the incident to the Judiciary Chairperson.

**12.8 Players Registrar or Allocated person**

Shall :-

- (a) Receive all FFA Amateur Registration Forms and record the names, dates of birth and addresses of all players registered with the Association Representative Teams or member clubs.
- (b) Receive and record official team sheets of all matches
- (c) Record all players De registration and Supplementary Registration as per FFA forms.
- (d) Keep records of all infringements, yellow and red cards and all penalties, fines and disqualifications, any disqualifications 12 weeks or more shall be forwarded to FNSW.
- (e) Keep records as to the eligibility of players playing in matches

**12.9 Minute Secretary**

Shall keep minutes of attendance and business of all meetings of IJFA general meetings and Board meetings.

**12.10 Roo-Ball Convenor**

The Roo – Ball Convenor must have knowledge in formulating and administrating roo – ball /social football and preferred 2 years experience

The Roo – Ball **Convenor** shall:

- (a) Arrange all Roo-Ball games as directed by the Board of Directors.
- (b) Review any incidents and if deemed appropriate refer the incident to the Judiciary Chairperson

**12.11 Auditors.**

All books pertaining to the financial position and dealings of the Association may be subject to audit at any time at the discretion of the Board and prior to the AGM each year and the auditor shall issue a certificate as to the correctness or otherwise of such books. Such Auditor shall be a qualified accountant.

**12.12 Bank Authority.**

All cheques issued by the Association shall be signed by any two of the following; President, Treasurer, Secretary (where there is a paid employee the Vice President shall be third signature).

**12.13 Delegates to affiliated bodies**

Two delegates will be, appointed by the Board to represent the Association at the affiliated bodies meetings who will vote as instructed by the Association or if not specifically authorised, vote in a manner they think is deemed to be in the best interest of the code and this Association.

**12.14 Publicity Officer**

Shall arrange any publicity for Association members.

**12.15 Judiciary Chairman:**

**It** is preferred that The Judiciary Chairman:

- has at least 3 years experience and knowledge in football administration/management at Club level.
- demonstrates integrity in the football community and a sound knowledge of the Laws of the Game and judicial procedure.

The Judiciary Chairman shall:

- (a) consider the reports of referees, assistant referees, decide if the offence is proven, determine and set whatever punishment or sanctions that it considers appropriate in accordance with the by-laws.
- (b) organise judiciary meetings from the panel of Judiciary Committee members elected at the A.G.M. as required in the By-Laws.
- (c) organise a General Purpose Tribunal as required by the By – Laws.

**13 Casual Vacancies**

**13.1** A casual vacancy occurs if a Board of Director

- (a) dies
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of the Incorporation Act;
- (d) A written resignation is received;
- (e) Is removed from office under clause 14.
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt within any way under the law relating to mental health; or
- (g) is absent without consent from three (3) consecutive Board Meetings.

**14 Removal of a Member**

**14.1** At a General Meeting, member clubs by written resolution, moved and seconded may remove any member of the Board from the office providing the resolution is received 21 days prior to the General Meeting. A 2/3rd majority is required.

**14.2** Where Board member to whom the resolution referred to in clause 14.1 makes representation in writing to the President within 14 days and requests that the representations be notified to the members of the Association, the President may send a copy of the representations to each member of the Association or, if these are not so sent, the member is entitled to enquire that the representations be read out at the meeting at which the resolution is considered.

**14.3** If the Board member referred to in 14.1 is removed from office, the member clubs at the General Meeting may elect a person to fill the vacancy.

**15 Miscellaneous**

**15.1 Rights of patrons**

- (a) entitled to notice of all general meetings;
- (b) entitled to attend and speak at general meetings; and
- (c) Not entitled to vote at any general meeting

**15.2 Rules Governing Entry into Competitions**

- (a) The Association may conduct such competitions between teams representing all or any clubs as the Board may from time to time determine with the approval of the member clubs present at the general meeting.
- (b) Each club desirous of entering a team in a competition conducted by the Association shall lodge an application with the Association by such date as prescribed by the Board.
- (c) Such application shall be in the form as prescribed by the Board.
- (d) A club which enters a team or teams in a competition conducted by the Association in one season does not automatically get accepted for the following season and the Board has the right to refuse any application.
- (e) Each club admitted in the Association's competitions shall abide by the Constitution and By-Laws of the IJFA.

**15.3 Alteration of Objects, Constitution and By - Laws**

The constitution and by-laws may only be altered, rescinded or added to by a special resolution at a special general or annual general meeting of the Association.

**15.4 Common Seal**

- (a) The common seal shall be kept in the custody of the public officer.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the signature of any Executive Board Member.

**15.5 Custody of Books, etc**

Except as otherwise stated by these rules, the President shall keep custody or control all records, books, and other documents relating to the Association.

**15.6 Inspection of Books, etc**

The records, books and other documents of the Association shall be open to inspection, free of charge, by any member of the Association at any reasonable hour by appointment by the President.

**15.7 Service of Notice**

- (a) For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the address shown in the register of members,

- (b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in ordinary course of Post.

**15.8 Vacation of Office.**

Without limiting the operation of clause 13, the position of the Board member shall become vacant if -

- (a) The member holds a paid position in the Association.

**15.9 Fax or electronic transmission**

If a document is sent by fax or electronic transmission (email), delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission;  
and
- (b) to have been delivered on the day following its transmission.

**16 Paid Employee**

**16.1 Appointment of Paid Employee**

There could be at least one employee who is to be appointed by the Board.

**16.2 Suspension and removal of Secretary**

The Board may suspend or remove a paid employee from that office.

**16.3 Powers, duties and authorities of Paid Employee**

A paid employee holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Board.

**17 Winding up**

In the winding up of the Association the surplus property of the Association shall subject to any trust affecting the property or any part of its vest in Football New South Wales or its successor or in the event of Football New South Wales, or its successor ceasing to exist another organisation shall be determined by the Member Clubs of the Association if another organisation cannot be agreed upon the Department of Fair Trading shall nominate.

**17.1 Contributions of Members on winding up**

Each Member must contribute to the IJFA's property if the Association is wound up while they are a Member or within one year after their membership ceases.

This contribution is for:

- (a) payment of the Association's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00

**18 By-laws**

**18.1 Effect of By-law**

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) When in force, is binding on all Members.

**19 Indemnity**

Every person who is or has been:

- (a) a Director;
- (b) a paid employee
- (c) a coach and /or manager of Illawarra Representative Teams,

is entitled to be indemnified out of the property of the Association against every liability incurred by the person in that capacity (except a liability for legal costs)

**20 AGM Voting and Counting**

**20.1** No AGM ballots/votes can be counted by any paid employee of the IJFA

**20.2** Two independent ballot scrutineers are appointed or ballot scrutineers are chosen at random at the AGM from one (1) delegate from any three (3) member clubs, and one (1) random life member. (The selected 4 ballot counters can participate in AGM discussions and vote)

**20.3** All eligible voters are given an initialed ballot paper per position and these are handed out to those members as they sign the attendance sheet for the AGM.

**20.4** Ballots are recorded on a separate tally sheets per position.

**21 Definitions and interpretation**

**21.1 Definitions**

In this Constitution unless the contrary intention appears:

**Accredited** means a person who has completed a course of relevant training recognised by the Association, FNSW, FFA.

**Act** means the Associations Incorporation Act, 1984.

**Affiliated Bodies**; means the Illawarra Women's Soccer Association, and shall include such new affiliated bodies as shall from time to time be admitted to the Association together with the successors and assigns of all such Affiliated Bodies as shall be approved by the Association

**Appointed Director** means a Director appointed under article 10.13.

**Attorney** means a person appointed under a power of attorney to represent or act in place of the appointer.

**Association** means the Illawarra Junior Football Association Inc

**By-law** means a by-law made under Part 17 and a reference to a specific by-law means that by-law as amended from time to time.

**Club** means:

- (a) incorporated member club recognised by the Association and having the following characteristics:
  - (i) it organises teams to participate in competitions sanctioned by the IJFA or FNSW;
  - (ii) all member clubs are entitled to club membership as per this constitution ;
  - (iii) club members (or their parent or guardian) may vote in an election for any club officeholders; or
- (b) Any legal entity deemed to be a Club by the IJFA.

**Club Member** means any club or organisation whether incorporated or unincorporated which is admitted into membership in accordance with this constitution

**Committee** means a committee established under article 6.12.

**Constitution** means this constitution as amended from time to time, and a reference to a particular article is a reference to an article of this Constitution.

**Director** means all or some of the directors of the Association acting as a board.

**Elected Director** means a Director elected under article 10.7.

**Equal Opportunity Law** means the Sex Discrimination Act 1984 (Cth), Racial Discrimination Act 1975 (Cth), Disability Discrimination Act 1992 (Cth), Age Discrimination Act 2004 (Cth), Human Rights and Equal Opportunity Act 1986 (Cth) and Anti-Discrimination Act 1977 (NSW), and any regulations made under any of those Acts.

**FFA** means Football Federation Australian Limited ACN 106 478 068

**FIFA** means Federation Internationale de Football Association.

**FNSW** means Football New South Wales Limited CAN 003 215 923

**Financial Statements** means a statement of financial performance, a statement of financial position, a statement of cash flows and notes to each of these statements.

**Football** means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Company, Football includes the games of soccer, soccer football, indoor or 5 a side (Futsal) soccer and beach soccer.

**Football Code of Conduct** means the code of conduct so named published by FFA and notified to members of FFA, as amended from time to time.

**General Meeting** means a general meeting of the Association not being a special, annual or management meeting.

**Grievance** has the meaning given to that term in the Grievance Procedure;

**Grievance Procedure** means the procedure that applies exclusively to facilitate the expeditious and fair resolution of disputes and grievances that arise between the Members as promulgated by the IJFA from time to time.

**Junior member** means any person who has not attained the age of eighteen (18) years who has been admitted to the association in accordance with clause 3.2 (b) herein.

**Laws of the Game** means the rules of Football referred to in the Statutes and Regulations.

**Life Member** means a person admitted to life membership under article 3.3 and those persons listed in Schedule 3 to this Constitution.

**Member club** means a member of the Association.

**Official Position** means a person who holds a position, whether elected or appointed, as:

- (a) president, vice-president, secretary, treasurer, director, committee member of a club, association or other entity conducting, participating in or administering Football or any Football competition in Illawarra
- (b) Coach and Manger appointed by member clubs or IJFA representative coaches and manager.

**Ordinary member** means any person over the age of eighteen (18) years who has been admitted to the association in accordance with clause 3.2 (a) herein.

**Part** means a Part of this Constitution.

**Personal Information** has the meaning given to it in section 6 of the Privacy Act 1988 (Cth).

**President** means the person elected to the office of president from time to time under article 10.7.

**Registered Office** means the registered office of the Company from time to time.

**Registered Participant** means a person registered by the Association as per FFA Rules and Regulations:

**Regulation** means the Associations Incorporation Regulation;1985

**Relevant By-Laws** is defined in article 3.6(a) (i).

**Secretary** or person allocated by the Board; means the person holding office under these rules as secretary of the Association; or when no such person holds that office the administrative officer of the Association shall have that role, but without voting rights.

**Special general meeting** means a general meeting of the Association other than the annual general meeting or general meeting (if applicable see clause 4.9 herein.).

**State** means New South Wales excluding any part of New South Wales which is recognised by FFA as being under the exclusive jurisdiction of another member of FFA.

**Statutes and Regulations** means the Statutes and Regulations of FIFA, ASC and FFA in force from time to time.

**Vice-President** means the person elected to the office of vice-president as this constitution.

## **21.2 Interpretation**

(a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person.
- (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year,
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

(b) In this Constitution unless the contrary intention appears:

- (i) **(gender)** words importing any gender include all other genders;
- (ii) **(person)** the word "person" means a natural person;
- (iii) **(successors)** a reference to an organisation includes a reference to its successors;
- (iv) **(singular includes plural)** the singular includes the plural and vice versa;
- (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

- (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

**21.3 Headings**

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

**21.4 “Include” etc**

5 In this Constitution the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation.

**21.5 Powers**

A power, an authority or a discretion reposed in a Director, the Directors, a Committee, the Association’s in general meeting or a Member may be exercised at any time and from time to time.

In this constitution –

A reference to a function includes a reference to a power, authority and duty; and a reference to the exercise of a function includes, where a function is a duty, a reference to the performance of the duty.

Duties of officials are listed and they must carry out those duties as stated therein.

The Illawarra Junior Football Association Inc shall at all times be bound by the Constitution, By - Laws of Football New South Wales. Where there is any inconsistency between any provision of the Constitution and or By - Laws of the Illawarra Junior Football Association Inc and those of Football New South Wales, then to the extent of such inconsistency the Constitution, By - Laws of Football New South Wales shall prevail;

The Illawarra Junior Football Association Inc shall be bound by the lawful decisions of the Board of Football New South Wales and shall do all things reasonably necessary to implement and enforce such decisions.

This procedure also applies to Football New South Wales parent body, Football Federation of Australia.

**SCHEDULE 1 – List of Member Clubs**

Albion Park  
Balgownie  
Berkeley  
Bellambi  
Bulli  
Coledale  
Coniston  
Corrimal  
Dapto  
Figtree  
Fernhill  
Helensburgh  
Illawarra United Stingrays  
Kiama  
Lake Heights  
Lakeside Lions  
Oak Flats  
Port Kembla  
Russel Vale  
Shellharbour  
Tarrawanna  
Thirroul  
Unanderra  
Warilla  
Wollongong Olympic  
Woonona

**SCHEDULE 2 – List of Affiliated Associations**

**Associations**

Illawarra Women's Soccer Association  
Highlands

**SCHEDULE 3 List of Life Members**

1.	Buchanan R G	***
2.	Burrows A J	***
3.	Cowie D	
4.	Daly W J	***
5.	Davidson A	***
6.	Davidson A	***
7.	Davidson N	
8.	Edwards G L	***
9.	Etherington G W	
10.	Evry J F	
11.	Gavin W J	***
12.	Hayman D V	
13.	Hudson J	
14.	Kemp N	
15.	Lamb L D	***
16.	Masters J	***
17.	Maughan B	
18.	Maughan J	
20.	Moore H	
21.	Morris S	
22.	Munro J	
23.	Newell R G	
24.	Nolan J	
25.	Pleasant B	***
26.	Positti J	***
27.	Positti R F	***
28.	Positti S J	
29.	Power D	
30.	Ring E G	***
31.	Robson G B	***
32.	Shipton C	***
33.	Simpson W H	***
34.	Smart R	
35.	Stephenson F	
36.	Styles A G	
37.	Thomas D	***
38.	Tidswell V	
39.	Townson R M	***
40.	Ware D	
41.	Whiddett J	

\*\*\* Denotes – Deceased Member