

**Constitution of SOUTH COOGEE
JUNIOR FOOTBALL CLUB
INCORPORATED**

an incorporated association

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SOUTH COOGEE JUNIOR FOOTBALL CLUB INCORPORATED

An Incorporated Association

1. Name of incorporated association

The name of the incorporation association is SOUTH COOGEE JUNIOR FOOTBALL CLUB INCORPORATED (the **Club**).

2. Club Colours

The official club colours shall be Red, White & Black and shall be designed in such a manner as the committee determines.

3. Definitions and interpretation

3.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

Act means the *Associations Incorporation Act 2015* (the Act) and any regulations made under that statute;

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth;

By-Law means any By-Law, regulation or policy made by the Club under Rule.

Chairperson means the person appointed to the office of President of the Club from time to time, subject to clause 17.2(d);

Club means SOUTH COOGEE JUNIOR FOOTBALL CLUB Inc, an incorporated association;

Commissioner means the person designated as the Commissioner from time to time under section 153 of the Act;

Committee means the management committee referred to in clause 16.1;

Committee Member means a person appointed or elected to the Committee from time to time;

Committee Register means the register maintained in accordance with section 58 of the Act and referred to in clause 18.5;

Constitution means this constitution as amended, supplemented or replaced from time to time;

convene means to call together for a formal meeting;

Financial Records includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:

- (i) the methods by which financial statements are prepared; and
- (ii) adjustments to be made in preparing financial statements;

DFDC means the District Football Development Council

Financial Report means a financial report of a tier 2 association or tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

- (a) the Financial Statements for the relevant Financial Year;
- (b) the notes to the Financial Statements; and
- (c) the Committee's declaration about the Financial Statements and notes;

Financial Statements means financial statements prepared in accordance with Division 3 of the Act;

Financial Year has the meaning given in clause 23.5;

General Meeting means a general meeting of the Members, and includes special general meetings and annual general meetings;

Life Member means a Member entered in the Register as a life member;

Member means a member of the Club entered in the Register;

Membership Fee has the meaning given in clause 7.7(a);

Objects means the objects of the Club as set out in clause 4(a);

Ordinary Member means a Member entered in the Register as an ordinary member;

poll means voting conducted in written form (as opposed to a show of hands);

Present means, in connection with a meeting, a Member being present in person or by proxy, attorney or Representative, and includes being present at a different venue from the venue at which other Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed;

President means a person appointed to the office of president of the Club from time to time;

Register means the register of Members of the Club;

Secretary means a person appointed to the office of secretary of the Club from time to time;

Special Resolution has the meaning given in clause 11.3;

Team Official means a junior or youth coach or team manager

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies; and

Treasurer means a person appointed to the office of treasurer of the Club from time to time.

WAFC means the Western Australian Football Commission

3.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) the headings are used for convenience only and do not affect the interpretation of this Constitution;
- (c) other grammatical forms of defined words or expressions have corresponding meanings;
- (d) a reference to a document includes the document as modified from time to time and any document replacing it;
- (e) the word "person" includes a natural person, partnership, body corporate, association, governmental or local authority, agency and any other body or entity whether incorporated or not;
- (f) the word "month" means calendar month and the word "year" means 12 months;
- (g) the words "written" or "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
- (h) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
- (i) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (**defunct body**), means the agency or body that performs most closely the functions of the defunct body; and
- (j) any expression in a provision of this Constitution that relates to a particular provision of the Act has the same meaning as in that provision of the Act.

3.3 Compliance with the Act

This Constitution is subject to the Act, which overrides any clause in this Constitution that is inconsistent or not permitted by the Act.

3.4 Transitional

Everything done under this Constitution of the Company continues to have the same operation and effect after the adoption of any successor Constitution as if properly done under that Constitution.

4. Objects and powers of the Club

- (a) The objects of the Club are:
- (i) To promote, advance, foster and cultivate interest in Australian Rules Football.
 - (ii) To promote community interest, involvement and awareness about the Club and all of its activities.
 - (iii) To assist in the educational advancement of the community by means of development of a sense of fair play and love of sport. In particular, "Aussie Rules" Football
 - (iv) To acquire, develop and maintain premises for the benefit of all Members.
 - (v) To educate, train, coach and encourage members of the club in the game of football so that all members have the opportunity to reveal their maximum potential.
 - (vi) To encourage and assist all Members to enjoy the benefits of being a Member whilst doing so in a respectable and good sportsman-like manner.
 - (vii) To provide opportunities for all Members to become involved in the normal activities of the Club and provide access of benefits to all Members.
 - (viii) To encourage members of the Club to assist in the development of the game of football throughout Australia, but particularly within areas zoned to the South Fremantle District Football Development Commission, as defined by the regulations by the of the West Australian Football Commission.
 - (ix) To work collaboratively with the City of Cockburn to gain benefits for the club
 - (x) To obtain sponsorship and funding for the sole purpose of covering the expenses of the day-to-day activities of the club and to improve the Clubs facilities.
 - (xi) The property and income of the Club shall be applied solely towards the promotion of the objects of the Club, and no part of that property or income shall be paid or otherwise distributed, directly or indirectly, provided that nothing shall prevent the payment in return for services actually rendered.
- (b) The Club has all the powers of an incorporated association under the Act. The Club may only use its powers to do:
- (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.

5. Not for profit

- (a) All property and income of the Club must be applied solely towards promoting the Objects, and no part of the Club's property or income may be paid or otherwise distributed, directly or indirectly to any Member, except in good faith in promoting the Objects.

- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Club only if it is authorised under clause 5(c).
- (c) A payment to a Member out of the funds of the Club is authorised if it is:
 - (i) the payment in good faith to that Member of reasonable remuneration for services provided to the Club; or reasonable compensation for goods supplied to the Club in the ordinary course of business;
 - (ii) the payment of interest on money borrowed from a Member by the Club, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the Member for any premises leased by the Member to the Club; or
 - (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Club.

6. Affiliation

- (a) This association is affiliated with the West Australian Football Commission (WAFC), the South Fremantle District Football Development Council or another Junior based affiliated association of the West Australian Football Commission (WAFC).

7. Membership of the Club

7.1 Number of Members

- (a) The minimum number of Members of the Club is 6.
- (b) The maximum number of Members in each category of membership is at the discretion of the Committee, subject to any applicable legal requirements.

7.2 Membership classes

- (a) The membership of the Club will consist of:
 - (i) Ordinary Members;
 - (ii) Life Members; and
 - (iii) such other classes of Members as may be established from time to time in accordance with clause 7.2(b).
- (b) Subject to the Act, and without derogating from the rights of existing Members, the Club may by resolution create additional classes of associate membership of the Club and determine the eligibility criteria, rights and obligations of those associate members.

7.3 Eligibility for membership

Membership shall be open to all persons approved by the Committee on payment of the prescribed membership subscription.

- (a) Ordinary Members

To be eligible to apply for membership as an Ordinary Member, a person must:

- (i) be a natural person aged 18 years or over; and support the Objects.
- (ii) The term "Member" in respect of any minor shall include the parents or guardians of that minor.
- (iii) A member shall cease to be a member if:
 - (A) They resign;
 - (B) They fail to pay any subscription due;
 - (C) They are expelled
- (b) Life Members

Life members will be based on the criteria outlined in clause 7.5.

7.4 Applying for membership as an Ordinary Member

- (a) Application for membership as an Ordinary Member will be in the form of a player registration using the registration system in place from time to time as outlined by the WAFC
- (b) The Committee will consider membership applications and, in its discretion, may approve or reject an application, without giving reasons.
- (c) The Secretary must inform applicants of the outcome of their application within a reasonable period.
- (d) If the Committee approves the membership application, the Secretary must:
 - (i) notify the applicant and request payment of the applicable Membership Fee; and
 - (ii) within 28 days after the person becomes a Member, enter the person's name in the Register.
- (e) An applicant whose membership application has been approved will not become a Member until the Club has:
 - (i) received payment of the required Membership Fee; and
 - (ii) the applicant's details are entered in the Register.

7.5 Membership as a Life Member

- (a) Life Membership shall be decided by the Executive Committee as long as the nominees have met the criteria for life membership, as outlined in 7.5(b).
- (b) To be considered for Life Membership, members must have served five (5) years' service as an Executive Committee member, seven (7) years' service as a Committee member or ten (10) years' as a team official.
- (c) Any Ordinary Member may nominate a person who is eligible in accordance with clause 7.3(a)(ii) for Life Membership. The Ordinary Member must lodge the nomination in writing with the Secretary, twenty-one (21) days prior to the General Meeting designated for life membership voting.

7.6 Membership as a Playing Life Member

- (a) Playing Life membership will be awarded to those players who reach 130 Games with South Coogee Junior Football Club

7.7 Membership Fees

- (a) The Committee must determine the Membership Fees from time to time applicable to each Member.
 - (i) Player fees will constitute the Annual membership fees.
 - (ii) Player fees will be set at a rate based on the South Fremantle District Football Development Commission fees for affiliated Clubs:
 - (iii) Player fees will be determined annually by the Committee and will be subject to confirmation by a General Meeting; and
- (b) The Committee may:
 - (i) in its absolute discretion may waive all or part of a Membership Fee payable by any particular Member.
- (c) Membership Fees are payable in by the commencement of the third fixtured game of the season.
- (d) If any amount owing under this clause 7.7 remains unpaid for a period of 60 days after it falls due, the Secretary will send a notice to the Member requiring payment of the outstanding amount within 28 days of the date of the notice.
- (e) If the amount is not paid within this 28 day period then the Member will at the end of the period automatically and without further notice cease to be a Member.
- (f) The Committee may, in its absolute discretion, reinstate the Member on payment of all arrears of amounts owing.

7.8 Player Transfers and Clearances

All player Transfers and Clearances will be dealt with under the current District club manual as determined by the By Laws set out by the DFDC

7.9 Membership obligations and rights

- (a) Every Member undertakes to the best of their ability to:
 - (i) comply with this Constitution and any regulations, policies or standards of the Club in force from time to time; and
 - (ii) promote the Objects, interests and standing of the Club.
- (b) Ordinary Members have all the rights provided to Members under this Constitution, including (but not limited to) the right to:
 - (i) receive notices from the Club;
 - (ii) attend, request the convening of and vote at all General Meetings of the Club; and

- (iii) be elected or appointed to the Committee and any committees of the Club.
- (c) Life Members:
 - (i) are not required to pay Membership Fees.
- (d) Any other class of associate member created in accordance with clause 7.2(b) will have the rights given to them in accordance with the resolution referred to in clause 7.2(b).

7.10 Liability of Members

- (a) The liability of Members is limited to payment of their Membership Fees in accordance with clause 7.7.
- (b) A Member is not liable, by reason of their Membership, for the liabilities of the Club or the cost of winding up the Club.

7.11 No transfer of membership

A right, privilege or obligation of a person by reason of Membership:

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

8. Ceasing to be a Member

8.1 When a Member ceases to be a Member

A Member will cease to be a Member:

- (a) if the Member resigns by verbal notice or notice in writing to the President or Secretary, on the date that the notice is received by the Secretary or President, or any later date specified in the notice;
- (b) in the case of a Life Member, if a special resolution referred to in clause 8.3 is passed;
- (c) in the case of an Ordinary Member (or any additional class of associate member created in accordance with clause 7.2(b), if their membership is revoked in accordance with clause 8.2; or
- (d) if the Member dies.

8.2 Revocation of membership

- (a) Subject to this clause 8, the Committee may at a Committee meeting resolve to revoke a Member's membership if in its opinion:
 - (i) the Member's status or conduct is detrimental to the Objects, interests or standing of the Club, including (without limitation) if the Member has brought the Club or the sport of Australian Rules Football into disrepute;
 - (ii) the Member has failed to comply with this Constitution or any regulations, policies or standards of the Club; or

- (iii) the Member no longer meets the applicable criteria for membership in clause 7.3(a).
- (b) At least 28 days before the Committee meeting referred to in clause 8.2(a) (**Revocation Meeting**), the Secretary must give written notice to the Member:
 - (i) of the proposed revocation of membership and the reasons for that revocation;
 - (ii) of the date, time and place of the Revocation Meeting; and
 - (iii) informing the Member that the Member may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (c) At the Revocation Meeting, the Committee must:
 - (i) give the Member a reasonable opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine whether the Member's membership should be revoked.

8.3 Revocation of Life Membership

- (a) The Committee may at a Committee meeting resolve to propose a Special Resolution to Members at a General Meeting to revoke a Life Member's membership if in its opinion:
 - (i) the Life Member's status or conduct is detrimental to the Objects, interests or standing of the Club, including (without limitation) if the Life Member has brought the Club or the sport of Australian Rules Football into disrepute; or
 - (ii) the Life Member has failed to comply with this Constitution or any regulations, policies or standards of the Club.
- (b) At least 28 days before the General Meeting at which the Special Resolution referred to in clause 8.3(a) is to be proposed (**Revocation Meeting**), the Secretary must give written notice to the Life Member:
 - (i) of the proposed revocation of membership and the reasons for that revocation;
 - (ii) of the date, time and place of the Revocation Meeting; and
 - (iii) informing the Life Member that the Life Member may attend the Revocation Meeting and will be given a full and fair opportunity to make oral and written submissions to the Members.
- (c) The Chairperson must give the Life Member a reasonable opportunity to submit written submissions to Members prior to the Revocation Meeting; and a reasonable opportunity to make oral submissions at the Revocation Meeting, before the Special Resolution is voted on by Members.

8.4 Consequences of ceasing to be a Member

Any person ceasing to be a Member:

- (a) will have its name removed from the Register;

- (b) is not entitled to any refund (or part refund) of any Membership Fee paid; and
- (c) will remain liable for and must pay to the Club all fees and any other amounts which were due to the Club at the date they cease to be a Member.

9. Register of Members

9.1 Maintaining the Register of Members

- (a) The Secretary (or any person authorised by the Committee) must keep and maintain a Register at the Club's premises in accordance with section 53 of the Act, containing:
 - (i) the name and residential, postal or email address of each Member;
 - (ii) the class of membership of each Member (if applicable);
 - (iii) the date on which each Member's name was entered into the Register;
 - (iv) the name and date of appointment of each Representative; and
 - (v) for a period of one year after a person ceases to be a Member, the date on which the person ceased to be a Member and the reason for the cessation.
- (b) Any change in the membership of the Club must be recorded in the Register within 28 days.

9.2 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Register.
- (c) A Member may apply in writing to the Committee for a copy of the Register. The Committee may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Club.
- (d) The Committee may charge a reasonable fee for providing a copy of the Register.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the administration of the Act.

10. General meetings

10.1 Annual general meetings

- (a) The Club must hold an annual general meeting once in each calendar year and shall be held on the Last Monday in the month of October, or on a date near to that date which is agreed to by the General Committee and advertised to all members not less than thirty (30) days prior to the agreed date.
- (b) The Committee must determine the place, date and time of the annual general meeting.

10.2 Business at Annual General Meeting

Even if these items are not set out in the notice of meeting, the business of an annual general meeting may include:

- (a) reviewing the Club's activities and finances since the last preceding annual general meeting;
- (b) confirming the minutes of the last preceding annual general meeting and of any other General Meeting held since the last annual general meeting;
- (c) receiving and considering:
 - (i) the Committee's annual report on the Club's activities during the preceding financial year;
 - (ii) if the Club is a tier 1 association, the Financial Statements of the Club for the preceding financial year presented under Part 5 of the Act;
 - (iii) if the Club is a tier 2 association or a tier 3 association, the Financial Report of the Club for the preceding financial year presented under Part 5 of the Act; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable);
- (d) electing Committee Members for the upcoming season;
- (e) Make such By-laws as are necessary or convenient for the good management and discipline of the club.
- (f) The By-laws may be altered, amended or added to by a majority resolution of a General Meeting at any time, provided that a By-law may not be altered more than once in any season except on written request of 5% of financials members.
- (g) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

10.3 Special General Meetings

- (a) The Committee may at any time convene a Special General Meeting, or of any class of Members.
- (b) The Committee must convene a Special General Meeting if the following requirements are met:

- (i) the request is made by at least 10% of Members eligible to vote at a General Meeting;
 - (ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the General Meeting; and
 - (iii) the request is lodged with the Secretary or as otherwise directed by the Committee.
- (c) On receipt of a request from Members under clause 10.3(b), the Committee must:
- (i) give all Members 21 days' notice of the General Meeting; and
 - (ii) hold the General Meeting within 2 months of the date of the request.
- (d) Subject to the Act, the Committee may cancel or postpone any General Meeting or change its venue by giving notice to all persons to whom the notice of the original meeting was given, but may not cancel a General Meeting which was called or requested by Members, without the prior written consent of those Members.

10.4 Notice of General Meetings

- (a) General Meetings will be held on the second Monday of each calendar month
- (b) Notice of every General Meeting must be given in the manner authorised by clause 22.1 to:
- (i) every Member;
 - (ii) every Committee Member; and
 - (iii) any reviewer or auditor of the Club.
- (c) No other person is entitled to receive notice of a General Meeting, except any person authorised by the Committee.
- (d) Notice of General Meetings (including annual general meetings) must be provided to Members:
- (i) at least 21 clear days before any General Meeting at which a Special Resolution is proposed; and
 - (ii) at least 14 clear days before any other General Meeting.
- (e) Subject to clause 10.4(f), shorter notice of General Meetings (including annual general meetings) may be provided if:
- (i) for an annual general meeting, all the Members entitled to vote at the annual general meeting agree prior to the annual general meeting; and
 - (ii) for any other General Meeting, Members holding at least 95% of the votes that may be cast at the General Meeting agree prior to the General Meeting.
- (f) The Club cannot call a General Meeting or annual general meeting on shorter notice than that specified in clause 10.4(d) if a resolution will be moved at the meeting to:
- (i) appoint or remove a Committee Member; or

- (ii) remove an auditor or reviewer.

10.5 Content of notice of General Meetings

The notice of General Meeting must:

- (a) specify the place, date and time for the General Meeting (and, if the meeting is to be held in 2 or more places in accordance with clause 10.7, the technology that will be used to facilitate this);
- (b) state the general nature of the business to be transacted at the General Meeting;
- (c) (if a Special Resolution is to be proposed at the General Meeting) set out an intention to propose the Special Resolution and state the resolution; and
- (d) contain a statement of each Member's right to appoint a natural person who is also a Member as their proxy.

10.6 Failure to give notice

Any resolution passed at a General Meeting is not invalidated by:

- (a) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member; or
- (b) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

10.7 Use of technology

- (a) The Company may hold a General Meeting (including an annual general meeting) at two or more venues using any technology that gives Members a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast.
- (b) The General Meeting is taken to be held where the Chairperson of the General Meeting conducts the General Meeting. All proceedings conducted in accordance with this clause 10.7 are as valid as if conducted at a single gathering of a quorum of those entitled to be present.

10.8 Quorum

- (a) No business may be transacted at an Annual General Meeting, Special General Meeting or General Meeting unless a quorum of Members eligible to attend and vote at the General Meeting is Present at the time when the meeting proceeds to business.
- (b) For an Annual General Meeting, 5% of members eligible to vote plus (rounded to the nearest whole number) of the total number of Committee Members in office at the time of the meeting constitutes a quorum.
- (c) For a Special General Meeting, 50% (rounded to the nearest whole number) of the total number of Committee Members in office at the time of the meeting constitutes a quorum.
- (d) For a General Meeting, 50% (rounded to the nearest whole number) of the total number of Committee Members in office at the time of the meeting constitutes a quorum.

10.9 If a quorum not Present

If a quorum is not Present within 30 minutes after the time appointed for the General Meeting in the notice:

- (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; and
- (b) in any other case:
 - (i) the meeting stands adjourned to a day and at a time and place as the Committee decides or, if no decision is made by the Committee, to the same day in the next week at the same time and place; and
 - (ii) if no quorum is Present at the resumed meeting within 30 minutes after the time appointed for the meeting, provided at least 2 Members are Present at the resumed meeting, they will be taken to constitute a quorum.

10.10 Adjournments

- (a) The Chairperson may, and must if directed to do so by the General Meeting, adjourn a General Meeting from time to time and from place to place.
- (b) Only business left unfinished at the meeting which was adjourned may be transacted at a meeting resumed after an adjournment.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was in fact passed.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting. In all other cases it is not necessary to give notice of the adjourned meeting.

11. Voting at General Meetings

11.1 Voting rights

- (a) At General Meetings each Member entitled to attend and vote in accordance with this Constitution:
 - (i) has one vote on a show of hands or on a poll; and
 - (ii) may attend and vote in person or by proxy or attorney
- (b) No person under the age of eighteen shall be eligible to vote at any meeting of the Club. If one child from a family is a financial member of the Club, then one parent or guardian may act as a proxy. If two or more children from a family are financial members of the Club, then parents or guardians may act as proxies (with a maximum of two votes per family).
- (c) A Member ordinarily entitled to vote is not entitled to vote if his or her Membership Fee is more than 30 days in arrears at the commencement of the relevant General Meeting, unless the Committee resolves otherwise.
- (d) A Member may appoint a natural person who is also a Member as their proxy to attend and vote at General Meetings on behalf of the Member.

11.2 Members' resolutions

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members Present at the General Meeting, except where this Constitution or otherwise by law the resolution is required to be a Special Resolution.
- (b) A resolution put to the vote at a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with clause 11.4.
- (c) Before a vote is taken, the Chairperson must inform the General Meeting whether any proxy votes have been received and how the proxy votes are to be cast on the resolution.
- (d) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.
- (e) A declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact. Neither the Chairperson nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

11.3 Special Resolutions

A Special Resolution is a resolution passed by the Club in accordance with section 51 of the Act:

- (a) at a General Meeting, by the votes of not less than three-fourths of the Members Present and eligible to vote at the General Meeting; or
- (b) by not less than three-fourths of the votes cast in accordance with clause 11.6.

11.4 Voting by poll

- (a) A poll may be demanded by:
 - (i) the Chairperson;
 - (ii) at least 3 Members Present entitled to vote on the resolution.
- (b) A poll may be demanded:
 - (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to clause 11.4(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will be the resolution of the meeting at which the poll was demanded.

- (g) The demand for a poll does not prevent a General Meeting from proceeding with any other business.

11.5 Objection to qualification to vote

- (a) An objection to a person's right to vote at a General Meeting:
 - (i) may only be raised at the General Meeting or adjourned meeting at which the vote objected to is tendered; and
 - (ii) must be determined by the Chairman of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

11.6 Direct voting

- (a) The Committee may determine that, at any General Meeting, a Member who is entitled to attend and vote on a resolution at that meeting is entitled to vote by direct vote in respect of that resolution. A direct vote includes a vote delivered to the Club by post or any other means approved by the Committee, subject to compliance with the Act.
- (b) Where clause 11.6(a) applies, the notice of meeting must indicate that direct voting is available at the relevant meeting or on particular resolutions.
- (c) The Committee may prescribe procedures in relation to direct voting, including (without limitation):
 - (i) specifying the form, method and timing of casting a direct vote at a meeting for the vote to be valid; and
 - (ii) the circumstances in which a direct vote may be withdrawn by the Member or deemed withdrawn.

12. Minutes

- (a) The Committee must cause minutes to be made of:
 - (i) proceedings and resolutions of General Meetings and resolutions passed by Members without a meeting;
 - (ii) all appointments of Committee Members and any other officers of the Club;
 - (iii) proceedings and resolutions of Committee meetings and resolutions passed by the Committee without a meeting,

and retain the minutes electronically using an application backed up on the cloud for a period of at least 10 years or such other period as may be required under the Act.

13. Resolving disputes

13.1 Application of disputes procedure

The disputes procedure set out in this clause applies to disputes under this Constitution between:

- (a) a Member and another Member or Members;

- (b) a Member or Members and the Club.

13.2 Disputes procedure

- (a) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties. In the case of a dispute involving the Club, the President or another Committee Member nominated by the President will represent the Association.
- (b) If the parties are unable to resolve the dispute within the 14 day period specified in clause 13.2(a), either party may initiate the dispute resolution procedure by giving a written notice to the Secretary identifying the parties to the dispute and the subject of the dispute.
- (c) Within 28 days of receipt of a notice under clause 13.2(b), a Committee meeting must be convened to determine the dispute.
- (d) The Secretary must give the parties to the dispute at least 7 days' prior written notice of the date, time and place of the Committee meeting. The notice must inform the parties that they (or their Representative) may attend the Committee meeting and will be given a full and fair opportunity to make oral and written submissions to the Committee.
- (e) At the Committee meeting, the Committee must:
 - (i) give each party to the dispute, or the party's Representative, a fair opportunity to make oral submissions and must give reasonable consideration to any written submissions; and
 - (ii) determine the dispute.
- (f) Written notice of the Committee's decision regarding the dispute must be given to all parties to the dispute within 7 days after the Committee meeting.

13.3 Dispute Resolution to Suspend or Expel Being Revoked

If a disputes procedure under this clause 13.3 takes place concerning the revocation of a Member's membership and the result of the disputes procedure is that the Member's membership is reinstated, that revocation decision does not affect the validity of any decision made at a Committee meeting or General Meeting during the period in which the Member's membership was purported to be revoked.

14. Disciplinary Suspension

A coach or team manager may request the suspension of any player for one (1) week for misconduct. Such suspension must be reported to the Secretary in writing and the Parents within twenty-four hours of the penalty being requested. Subject to Clause 13.3, the Executive Committee shall hear all reasons for the request from all parties.

Where the Executive Committee is advised or considered that a Member has allegedly;

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, By-Laws, policies or any resolution or determination of the Executive Committee or any duly authorised committee member; or

- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of the Club and/or the sport of Football; or
- (c) brought the Club or the sport of football into disrepute.

The Executive Committee may commence or cause to be commenced disciplinary proceedings against that member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Club as set out in the WAFC, South Fremantle DFDC and the Club By-Laws or policies.

15. Suspension and Expulsion

- (a) Any member of the Club who fails to observe the Rules and Policy of the Club or whose conduct in the opinion of the Executive Committee is prejudicial to the interests of the Club may be suspended or removed from membership of the Club. At least two thirds of the Executive Committee shall be present and vote at a Meeting of the Executive Committee and for which 2 days' notice of the meeting has been given to the member whom it is proposed to suspend or expel.
- (b) The member whom it is proposed to suspend or expel may attend such Meeting for the purpose of being heard and explaining their alleged conduct if they so desire.
- (c) An appeal may be made to a Committee Meeting which shall be called by the President at the request in writing of the member who has been suspended or expelled within three days of the Executive Committee's decision.
- (d) Any member who is suspended or expelled shall not be entitled to any refund of subscription.
- (e) On appeal from a decision of the Executive Committee the Committee may make such resolution as it may see fit to allow or disallow the appeal in whole or in part and may vary the decision of the Executive Committee.
- (f) Where a member has been suspended or expelled, his or her suspension or expulsion shall not affect the membership of any persons who may comprise a family membership.
- (g) Where a member is suspended, such member shall be deemed to be not a member during the period of his suspension until such time as their suspension is lifted.

16. Committee

Any Ordinary member is eligible to hold a position on committee

16.1 The Executive Committee

A person will be excluded from holding a position on the Executive Committee if they:

- (a) Are bankrupt or their affairs are under insolvency laws;
- (b) Have been convicted of an indictable offence in relation to the formation or management of a body corporate in the last 5 years;
- (c) Have been convicted of an offence involving fraud or dishonesty punishable by at least 3 months imprisonment in the last 5 years;

- (d) Have been convicted of an offence under the Associations Incorporation Act, where a person has allowed an association to operate while insolvent in the last 5 years.

The affairs of the Club will be managed by the Executive committee (**Committee**) consisting of:

- (e) the following office holders:
 - (i) a President;
 - (ii) a Vice President
 - (iii) a Secretary;
 - (iv) a Treasurer;
 - (v) a Registrar:
- (f) such number of ordinary Committee Members as the Committee thinks fit.
- (g) Should an executive committee role be shared the role will have only one casting vote in club matters requiring an executive committee vote.

16.2 The General Committee

The Executive committee will be supported by General committee members consisting of:

- (a) the following office holders:
 - (i) a Junior Vice President;
 - (ii) an All-Female Competition Coordinator
 - (iii) an Auskick Coordinator
 - (iv) a Coaching Coordinator;
 - (v) a First Aid Coordinator;
 - (vi) a Canteen Manager;
 - (vii) a Property Manager;
 - (viii) a Sponsorship Coordinator
 - (ix) a Merchandise Coordinator;
 - (x) a Fundraising Coordinator;
 - (xi) a Website Coordinator.
- (b) such number of General Committee Members as the Committee thinks fit.

16.3 Powers of the Committee

The Club is bound by the Bylaws as determined by the District Football Development Council.

- (a) The Committee is responsible for managing the business of the Club and may exercise all powers of the Club which are not required by the Act or this Constitution to be exercised by the Club in a General Meeting.
- (b) Without limiting the generality of clause 16.3(a), the Committee may exercise all the powers of the Club to:
 - (i) acquire, hold, deal with, and dispose of any real or personal property;
 - (ii) open and operate bank accounts;
 - (iii) borrow money on such terms and conditions as the Committee thinks fit;
 - (iv) invest money on such terms and conditions as the Committee thinks fit;
 - (v) grant security for the discharge of liabilities and obligations of the Club;
 - (vi) appoint agents to transact business on behalf of the Club; and
 - (vii) enter into any contract or arrangement in support of the Objects.

16.4 Payments to Committee Members

- (a) The Club must not pay fees to a Committee Member for acting as a Committee Member.
- (b) Clause 16.4(a) does not apply to any payments for out-of-pocket travel and accommodation expenses incurred in connection with the performance of the Committee Member's functions, including (but not limited to) attending Committee meetings and General Meetings.
- (c) The Canteen Manager role is a paid position, remuneration is to be set by a majority vote of the committee.

17. Responsibilities of Executive Committee Members

17.1 Responsibilities of Committee Members and declaring interests

- (a) Each Committee Member must exercise his or her powers and discharge his or her duties as Committee Member in accordance with the Act and all applicable laws.
- (b) A Committee Member who has a material personal interest in a matter which is or will be considered at a Committee meeting must:
 - (i) as soon as the Committee Member becomes aware of the interest, disclose to the Committee the nature and extent of the interest and how the interest relates to the activity of the Club;
 - (ii) not be present while the matter is being considered at the Committee meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Club is disclosed at the next General Meeting.

- (c) Clause 17.1(b) does not apply to any material personal interest that exists only because the Committee Member:
 - (i) is an employee of the Club;
 - (ii) is a member of a class of persons for whose benefit the Club is established; or
 - (iii) that the Committee Member has in common with all, or a substantial proportion of, the Members.

17.2 President

To oversee the activities of the club and ensure all business is conducted in an ethical manner and within the guidelines of the Constitution and/or Bylaws and to ensure that all club officials receive the necessary guidance, leadership, resources and communication to ensure the smooth running of the club.

- (a) Chair all meetings where practical and provide adequate communication to the Vice Presidents to enable them to chair meetings in the President's absence.
- (b) Where a Committee meeting is held and the President is not present or declines to act as chair, the Committee Members present must elect one of their number to chair the meeting.
- (c) Where a General Meeting is held and the President is not present or declines to act as chair, the Members present must elect a Committee Member present to chair the meeting.
- (d) Provide clear direction and communication to committee members and general members to enable them to carry out their duties within the guidelines of the Constitution and/or Bylaws.
- (e) In this constitution, references to the Chairperson are references to the President, or where a person is appointed to chair a meeting under clause 17.2(b) or 17.2(b), in relation to that meeting, references to the Chairperson in this Constitution include a reference to that person.
- (f) Assist the Treasurer to compile realistic and achievable financial budgets for the season.
- (g) Represent the club as a delegate to the District Development Council and JCC and liaise with the local council on behalf of the club.
- (h) Responsible for the information entered on the club website.
- (i) The setting of strategic plans aimed at providing opportunities for all children in the area to have the opportunity to play football in the best possible learning environment.
- (j) Foster an interactive, progressive committee and ensure they have the necessary skills and resources to carry out their duties.
- (k) Work with the Fundraising Coordinator and Treasurer to ensure a fundraising strategy is in place to assist with the financial viability of the club.
- (l) Oversees the operations of the canteen liaising with the Canteen Manager.

- (m) Manage Portfolio as set down by the committee.

17.3 Vice President

Responsible for assisting the President carry out their duties and to assume control of the committee meetings in the President's absence. Responsible for the effect and efficient running of the Youth teams in the club.

- (a) Oversee the integrity of player registrations by ensuring that a club registrar is appointed and adequately skilled in their role.
- (b) Liaise with the Coaching Coordinator to ensure that all coaches are adequately appointed and accredited.
- (c) Ensure that the youth game day environment is adhered to as set out in the club and District policy handbook.
- (d) Manage player and parent issues relating to this age group including behaviour compliance.
- (e) Liaise with other users of the City of Cockburn Santich Park facility to ensure the effect and efficient running of the facility.
- (f) Assume the role of chair at committee meetings and attend delegates meetings in the President's absence.
- (g) Manage Portfolio as set down by the committee.

17.4 Secretary

Secretary shall be responsible for keeping an accurate record of all incoming and outgoing correspondence for the club and that all members are kept up to date in terms of club directions, events and any other general communication.

- (a) Maintain custody of books and securities of the club.
- (b) Keep an accurate record of all happenings at all committee meetings and circulate meeting minutes within two weeks of each committee meeting.
- (c) Receive all incoming correspondence and pass it onto the appropriate person as soon as practical.
- (d) Record all incoming correspondence and report to committee with a true and accurate list each meeting.
- (e) Generate outgoing correspondence and keep an accurate record for reporting at committee meetings. Ensuring all outgoing correspondence adheres to club standards.
- (f) Ensure that all requests for information are honoured on behalf of the club within specified deadlines.
- (g) Coordinate the team photos.
- (h) Maintain a clear and logical filing system housing all official club documentation
- (i) Manage Portfolio as set down by the committee.

17.5 Treasurer

The Treasurer shall be responsible for all matters relating to finances within the club and will be responsible for ensuring the financial viability of the club.

- (a) Together with the President, put together a realistic and achievable budget for the season.
- (b) Receive all monies into the club and issue receipts for same, bank all monies as soon as is practical.
- (c) Obtain approval at committee meetings for the payment of all bills and file receipts.
- (d) Ensure all registered players are financial by the third game of the season.
- (e) Present a written true and accurate record of finances to the committee at monthly meetings.
- (f) Present all financial accounts together with receipts annually to the club auditor prior to the AGM each year.
- (g) Issue Merchandise Manager and Canteen Manager with necessary floats and ensure collection of same.
- (h) Maintain the Club's Public Liability Insurance so that it is current.
- (i) Provide a summary of income and expenditure via written Treasurer's Report at the Annual General Meeting in October of each year.
- (j) Manage Portfolio as set down by the committee.

17.6 Registrar

The Registrar is responsible for ensuring that all players are fully registered by the third game of each year and game tallies are received and updated in a timely manner.

- (a) Liaise with Team Manager Coordinator at the commencement of the season to ensure all players are registered.
- (b) Ensure all team sheets and voting cards are received at the completion of each round and posted to District as appropriate.
- (c) Attend Registrar's meetings conducted by the District.
- (d) Liaise with Treasurer and Team Manager Coordinator to ensure all players are financial members by the third game of each year.
- (e) Tally games played by each player at season's end and enter onto player card.
- (f) Maintain an up to date and accurate list of all registered players and distribute to relevant members of the committee as required.
- (g) Liaise with the Auskick Coordinator and Vice President's at the beginning of the season on recommended teams to field for the season based on registrations received on or before registration day.
- (h) Coordinate and purchase the player end of year trophies.
- (i) Report to club monthly meetings.

- (j) Manage Portfolio as set down by the committee
- (k) maintaining the Register in accordance with section 53 of the Act and clause 9.1; and providing for Members to inspect the Register and take copies in accordance with the Act and clause 9.2;
- (l) maintaining records of Committee Members, any other office holders and any appointed trustees in accordance with section 58 of the Act and clause 18.5 and providing for Members to inspect these records and take copies in accordance with the Act and clause 18.6.

18. Election of Committee Members

18.1 Eligibility

- (a) Any person may become a Committee Member either:
 - (i) by election at an annual general meeting under clause 18.3; or
 - (ii) by appointment of the Committee under clause 19.2.
- (b) A person is eligible for election to the Committee only if they:
 - (i) are aged 18 or over;
 - (ii) are a Member;
 - (iii) are not disqualified from being an office holder of the Committee under sections 39 and 40 of the Act; and
 - (iv) satisfy any eligibility requirements determined by the Committee from time to time.

18.2 Nomination of Committee Member

- (a) A Member who wishes to be elected to the Committee must send a nomination to the Secretary at least 28 days before the annual general meeting, indicating whether they wish to nominate for an office holder position or as an ordinary Committee Member.
- (b) A nomination under clause 18.2(a) must be in writing in such form as is approved by the Committee from time to time and signed by the Member.
- (c) In the nomination form the Member must certify that they are eligible to be elected to the Committee in accordance with clause 18.1(b).

18.3 Election of Committee Members

- (a) Subject to the Act, the Club may by resolution appoint or remove a Committee Member from the Committee.
- (b) At the conclusion of each annual general meeting, each Committee Member's term of office ends and all positions on the Committee, whether as officeholder or general Committee Member, are open for election.
- (c) There must be a separate election for each position on the Committee that is open for election, whether as office holder or ordinary Committee Member. No person may be elected to more than one position on the Committee.

- (d) If there is no nomination for any position on the Committee under clause 18.2, the Chairperson may call for nominations from the Members Present at the annual general meeting.
- (e) If only one Member has nominated for any Committee position, the Chairperson must declare that Member elected to the position.
- (f) If more than one Member has nominated for a Committee position, the Members Present must vote to elect the Committee Member, in accordance with any procedures agreed by the Committee. A Member who has nominated for a Committee position may vote for himself or herself.
- (g) Any person elected to the Committee who has not completed a nomination in accordance with clause 18.2 must within 14 days confirm in writing to the Committee their eligibility under clause 18.1(b). If the person is not eligible, their appointment to the Committee is deemed not to have taken place.

18.4 Term of office

The term of office of a Committee Member:

- (a) begins when the member is elected at an annual general meeting under clause 18.3, or is appointed under clause 19.2; and
- (b) ends at the conclusion of the next annual general meeting, or otherwise under clause 19.

18.5 Committee Register

- (a) The Secretary (or any person authorised by the Committee) must keep and maintain a Committee Register in accordance with section 58 of the Act, including:
 - (i) the name; and
 - (ii) at least one of the residential address, business address, post office box address or email address,for each person identified in clause 18.5(b).
- (b) Clause 18.5(a) applies to:
 - (i) each Committee Member;
 - (ii) any other person who holds any office in the Club;
 - (iii) every person who is authorised to use the seal of the Club (if any); and
 - (iv) any person who is appointed or who acts as trustee on behalf of the Club.

18.6 Inspecting and copying the Committee Register

- (a) The Committee Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Committee Register or take an extract but a Member does not have the right to remove the Committee Register for that purpose.

- (c) A Member must not use or disclose any information in the Committee Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Club; or
 - (ii) relates to the administration of the Act.

19. Resignation and removal from office of Committee Members

19.1 Vacancy on the Committee

A Committee Member's term of office ends and that office becomes vacant if the Committee Member:

- (a) resigns by notice in writing delivered to the Secretary or, if the Committee Member is the Secretary, to the Chairperson;
- (b) dies;
- (c) is or becomes ineligible to act as a Committee Member under clause 18.1;
- (d) becomes physically or mentally incapable of performing the Committee Member's duties and the Committee resolves that his or her office be vacated for that reason;
- (e) is absent from more than:
 - (i) 4 consecutive Committee meetings without leave of absence granted from the Committee; or
 - (ii) 4 Committee meetings in the same Financial Year without tendering an apology to the relevant Chairperson of each meeting, which apology is accepted by the Chairperson;
 - (iii) and the Committee that his or her office be vacated for that reason;
- (f) ceases to be a Member; or
- (g) is the subject of a resolution passed by Members terminating his or her appointment as a Committee Member.

19.2 Filling casual vacancies

- (a) The Committee may appoint a Member (who is eligible under clause 18.1) at any time to fill a Committee position:
 - (i) that has become vacant under clause 19.1; or
 - (ii) that was not filled at the annual general meeting.
- (b) A Member appointed to the Committee under clause 19.2(a) holds office until the conclusion of the next annual general meeting, and is eligible for election to the Committee at that annual general meeting.

19.3 Return of books and records

- (a) As soon as practicable after a Committee Member's term of office ends, that person (or if the Committee Member has died, their personal representative) must deliver to

the Committee all books, records and documents of the Club in his or her possession, whether in hard copy or electronic format.

- (b) The Committee may require the outgoing Committee Member to certify in writing that, having complied with clause 19.3(a), he or she has destroyed all remaining electronic copies of books, records and documents of the Club.

20. Committee proceedings

20.1 Calling and holding Committee meetings

- (a) The Committee must meet as often as it thinks fit to adequately discharge its duties; and no less than 4 times per Financial Year.
- (b) The Committee or a Committee Member may call a Committee meeting by giving reasonable notice to each Committee Member.
- (c) The Committee may adjourn and otherwise regulate their meetings as it thinks fit.

20.2 Meetings by telecommunications

Without limiting the Committee's power to regulate its meetings as it thinks fit, the Committee may hold a valid meeting using any medium by which each of the Committee Members can simultaneously hear all the other participants (including telephone, video conferencing or any other means of instant communication), and in that case:

- (a) the participating Committee Members are taken to be present at the meeting for the purposes of this Constitution;
- (b) the meeting is taken to be held where the Chairperson of the meeting is; and
- (c) all proceedings of the Committee conducted in accordance with this clause 20.2 are as valid and effective as if conducted at a meeting at which all of the Committee Members were present in person.

20.3 Quorum

- (a) At a Committee meeting, the number of Committee Members whose presence is necessary to constitute a quorum is 50% (rounded to the nearest whole number) of the total number of Committee Members in office at the time of the Committee meeting.
- (b) If any office on the Committee becomes vacant, the remaining Committee Members may act but, if the total number of remaining Committee Members is not sufficient to constitute a quorum at a Committee meeting, the Committee Members may act only for the purpose of increasing the number of Committee Members to a number sufficient to constitute a quorum or for the purpose of convening a General Meeting.

20.4 Guests at Committee meetings

- (a) The Committee may invite a Member or any other person who is not a Committee Member to attend a Committee meeting.
- (b) A person invited to attend a Committee meeting under clause 20.4(a) has no right to receive any agendas, notices or papers relating to the Committee meeting; no right to vote; and no right to comment on any matters discussed at the Committee meeting without the Committee's consent.

20.5 Committee resolutions

- (a) Subject to this Constitution, a resolution of the Committee must be passed by a majority of the votes of Committee Members present and entitled to vote on the resolution.
- (b) Each Committee Member has one vote.
- (c) In case of an equality of votes, the Chairperson has a second or casting vote in addition to his or her deliberative vote (if any).

20.6 Written Committee resolutions

- (a) The Committee may pass a resolution without a Committee meeting being held if all the Committee Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document (**Committee circular resolution**).
- (b) Identical copies of the document setting out the Committee circular resolution may be distributed for signing by different Committee Members and taken together will constitute the same document.
- (c) The Committee circular resolution may be sent by email to the Committee Members and the Committee Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply email.
- (d) The Committee circular resolution is passed when the last Committee Member entitled to vote on the resolution:
 - (i) signs the document in accordance with clauses 20.6(a) or 20.6(b); or
 - (ii) agrees to the Committee circular resolution in accordance with clause 20.6(c).

20.7 Regulations

- (a) The Committee has the power to make, amend and rescind regulations, policies and standards (**Regulations**) regulating the administration and conduct of the Club, including (but not limited to) the matters listed in clause 20.7(b), provided such Regulations are not inconsistent with this Constitution or the Act.
- (b) The Regulations may provide for any matter within the Committee's power, including (but not limited to) club colours; club badge; club motto; player uniform; competition rules; player eligibility and selection; fixtures; conduct of the Club's premises; supply of liquor; and player codes of conduct and discipline, including tribunals.
- (c) All Regulations in force from time to time are binding on the Members.
- (d) Any Member may inspect the Regulations (in force from time to time) free of charge upon written request to the Secretary.

20.8 Acts valid despite defective appointment

Any act done at any Committee meeting by any person acting as a Committee Member, even if it is later discovered that there was some defect in the appointment of any such Committee Member or that the Committee member was disqualified, is valid as if the Committee Member had been duly appointed and was qualified to be a Committee Member.

20.9 Committees

- (a) The Committee may create committees as it sees fit, consisting of such Members, Committee Members or other persons who are not Members as the Committee thinks fit. The Committee may delegate to any committee the exercise of such functions of the Committee as are specified in the delegation other than:
 - (i) the power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by the Act or any other law.
- (b) A committee must exercise the powers granted to it in accordance with any direction of the Committee. Any power exercised in accordance with this clause 20.9(b) is taken to be exercised by the Committee.
- (c) Clauses 20.1, 20.2 and 20.4 apply to any committee as if each reference in those clauses to the Committee members was a reference to the members of the committee and each reference to a Committee meeting were to a committee meeting.
- (d) Minutes of all the proceedings and decisions of every committee must be made, entered and signed in the same manner in all respects as minutes of proceedings of the Committee are required by the Act to be made, entered and signed.

21. Execution of documents

21.1 Execution generally

- (a) The Club may validly execute a document (including a deed) if the document is signed by a Committee Member and countersigned by another Committee Member or another person appointed by the Committee to countersign that document or a class of documents in which that document is included.
- (b) Clause 21.1(a) does not limit the Committee's ability to authorise a person who is not a Committee Member to execute a document for and on behalf of the Club.

21.2 Common seal

- (a) The Club chooses not to have or use a common seal.

22. Notices

22.1 How notice to be given

- (a) All notices, including notices of meeting, may be given by the Club to any Member by:
 - (i) serving it on the Member personally;
 - (ii) sending it by post to the Member's nominated address;
 - (iii) sending it by email to an email address nominated by the Member, or by any other electronic means nominated by the Member; or
 - (iv) giving it by any other means permitted or contemplated by the Act.

22.2 When notice is given

A notice is deemed to be given by the Club and received by the Member:

- (a) if delivered in person, when delivered to the Member;
- (b) if posted, on the day after the date of posting to the Member, whether delivered or not;
- (c) if sent by email or other electronic means, on the day after the date of its transmission,

but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.

23. Funds and accounts

23.1 Control of funds

- (a) The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution determined by the Committee.
- (b) Custody of the books and security of the club is the responsibility of the Treasurer
- (c) The funds of the Club are to be used to do:
 - (i) anything which it considers will advance or achieve the Objects; and
 - (ii) all other things that are incidental to carrying out the Objects.
- (d) The Committee is responsible for expenditure of the funds of the Club and may authorise any person to expend the funds of the Club within specified limits and any expenditure above those limits must be approved or ratified by the Committee.
- (e) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Club are to be executed by:
 - (i) any two authorised Committee Members not of the same household; or
 - (ii) any person or persons authorised by the Committee, within the expenditure limits set by the Committee.
- (f) All electronic payments by the Club are to be made or authorised by:
 - (i) the Treasurer; or
 - (ii) any person or persons authorised by the Committee, within the expenditure limits set by the Committee.

23.2 Source of funds

The Club may derive funds in any way permitted by the Act.

23.3 Financial Records

- (a) The Club must keep Financial Records that:

- (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair Financial Statements to be prepared in accordance with Part 5 of the Act.
- (b) The Club must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.
 - (c) The Company must allow the Directors and the auditor to inspect those accounts at all reasonable times.

23.4 Financial reporting, audit and review

- (a) The Committee must cause the Club to comply with all financial reporting obligations imposed on it under the Act.
- (b) Without limiting clause 23.4(a), the Committee must cause the Club to:
 - (i) if it is a tier 1 association, prepare annual Financial Statements, presented under Part 5 of the Act;
 - (ii) if it is a tier 2 association or tier 3 association, prepare an annual Financial Report, presented under Part 5 of the Act;
 - (iii) have its Financial Statements or Financial Report reviewed or audited (as applicable) if:
 - (A) it is required under the Act;
 - (B) it is directed by the Commissioner;
 - (C) the Members pass a resolution requiring it; or
 - (D) it is required as a condition of a funding arrangement; holding of a charitable collections licence or otherwise at law; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, present a copy of the report of the review or the auditor's report on the Financial Statements or Financial Report (as applicable) to the annual general meeting.

23.5 Financial Year

The financial year shall be from October 1st to September 30th in the following year. All members shall be deemed to be financial for the purpose of The Annual General Meeting or for nomination purposes, provided the previous year's annual subscription has been paid.

23.6 Inspection of records

- (a) Subject to the Act and to this Constitution, the Committee must determine whether and on what terms the securities, records and other documents of the Club will be open to the inspection by Members other than Committee Members.
- (b) A Member other than a Committee Member does not have the right to inspect any document of the Company except as provided by the Act, or otherwise as authorised by the Committee or by the Club in General Meeting.

24. Trophies/Awards – Auskick/Junior/Youth

24.1 Participation Award

All players receive non-discriminatory participation awards, medallions or trophies as lay down by the Committee.

24.2 Youth Best & Fairest Awards - Voting

- (a) Voting will take place on a weekly basis to determine winners of Club trophies and will come into effect for age groups Y8 and over.
- (b) Forty-Five (45) votes to be allocated per game, on the basis of 5, 4, 3, 2, 1 using three (3) voting slips. One (1) voting slip will be completed by the coaching staff and Two (2) other voting slips by independent persons as rostered by the team manager.
- (c) Each voting slip will not have the same player's name more than once.
- (d) All votes to be counted within seven (7) days of the conclusion of the qualifying rounds

24.3 Youth Best & Fairest Awards - Eligibility

- (a) Players, in any age group, reported throughout the season and found guilty by the Ruling Body's Tribunal shall not be eligible to win or receive any Fairest and Best or Fairest and Best Runner Up award, relative to that season.
- (b) Players who are un-financial shall not be eligible to receive any of the Fairest and Best awards.

24.4 Youth Best & Fairest Awards

- (a) In the event of a tied vote, identical trophies shall be awarded. No count back provisions shall apply.
- (b) In attendance at vote counting must be a least one executive committee member.
- (c) The maximum number of performance related trophies to be given is five per team as follows:
 - (i) Fairest and Best as per vote count (mandatory)
 - (ii) Runner up Fairest and Best as per vote count (mandatory)
 - (iii) 2nd Runner up Fairest and Best as per vote count (mandatory)
 - (iv) Coaches Award (mandatory)
 - (v) one other trophy to be decided and named by the coach, examples to include, Most Courageous, Most Improved, Best Clubman etc... or discretionary as agreed with committee.
- (d) With the exception of the two F&B trophies which will be decided by vote, all other trophies will be awarded by the Coach.
- (e) Should there be a tie in the voted awards there will be additional trophies allocated so there are a minimum of two trophies awarded by the coach.

25. Indemnity and insurance

25.1 Definition

In this clause **Officer** has the meaning given in section 3 of the Act.

25.2 Club may indemnify Officers

To the full extent permitted by law and without limiting the powers of the Club, the Company may indemnify any person who is or has been an Officer of the Club against all losses, liabilities, damages, costs, charges and expenses of any kind incurred by the Officer as an officer of the Club.

25.3 Documentary indemnity and insurance policy

To the extent permitted by the Act and any applicable law and without limiting the powers of the Club, the Committee may authorise the Club to, and the Club may, enter into any:

- (a) documentary indemnity in favour of; or
- (b) insurance policy for the benefit of,

a person who is, or has been, an Officer of the Club, which indemnity or insurance policy may be in such terms as the Committee approves and, in particular, may apply to acts or omissions prior to or after the time of entering into the indemnity or policy.

25.4 Winding up, cancellation and distribution of surplus property

- (a) For the purposes of this clause **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, the Club may cease its activities and be wound up or cancelled in accordance with a Special Resolution.
- (c) Upon the winding up or cancellation of the Club, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the Objects.

26. Variation or amendment of Constitution

- (a) This Constitution may be varied, amended or rescinded from time to time by Special Resolution in accordance with Division 2 of Part 3 of the Act.

27. South Coogee Junior Football Club By-Laws

27.1 Responsibilities of the Junior Vice President

The Junior Vice President is responsible for assisting the Senior Vice President and President carry out their duties and to assume control of the committee meetings in the President's and Senior Vice President absence. Responsible for the effective and efficient running of the Junior teams in the club.

- (a) Oversee the integrity of player registrations by ensuring that a club registrar is appointed and adequately skilled in their role.
- (b) Liaise with the Coaching Coordinator to ensure that all coaches are adequately appointed and accredited.
- (c) Ensure that the junior game day environment is adhered to as set out in the club and District policy handbook.
- (d) Manage player and parent issues relating to this age group including behaviour compliance.
- (e) Assume the role of chair at committee meetings and attend delegates meetings in the Senior Vice President's and Presidents absence.
- (f) Manage Portfolio as set down by the committee.

27.2 Responsibilities of the All-Female Coordinator

Responsible to assisting the District Development Council in the promotion of the Female Football Program.

- (a) Assists the District Development Council in the promotion of the Girls Football Program.
- (b) Liaise with junior, youth vice presidents and Auskick Co-ordinator to ensure football program succeeds in the South Fremantle district.
- (c) Attend meetings conducted by the District in relation to the program.
- (d) Report to club monthly meeting.
- (e) Manage Portfolio as set down by the committee.

27.3 Responsibilities of the Auskick Coordinator

The Auskick Coordinator shall ensure the smooth running of all Auskick activities aimed at developing basic football skills amongst players with minimal pressure or opposition. This will be achieved through a close working relationship with the club committee, Auskick Coaches and Team Managers.

- (a) Set goals for the year and ensure a common focus is achieved with all Auskick teams.
- (b) Communicate to parent's season format.
- (c) Attend Auskick meetings on behalf of the club.

- (d) Recruit and delegate roles to parent helpers, including umpiring, grounds, equipment, canteen help and first aid.
- (e) Regularly update and inform parent group through social media.
- (f) Coordinator Grid Games (if allocated AFL match through District) and Field Days.
- (g) Liaise with the Girls Coordinator to promote and coordinate Girls within Auskick Program
- (h) Coordinate the team photos
- (i) Liaise with Property and Equipment Managers to ensure all equipment is available for the year.
- (j) Report to club monthly meetings.
- (k) Manage Portfolio as set down by the committee.

27.4 Responsibilities of the Auskick Registrar

The Auskick Registrar is responsible for ensuring that all players are fully registered by the third game of each year and game tallies are received and updated in a timely manner.

- (a) Liaise with Auskick Coordinator at the commencement of the season to ensure all players are registered.
- (b) Attend Registrar's meetings conducted by the District.
- (c) Liaise with Treasurer and Team Manager Coordinator to ensure all players are financial members by the third game of each year.
- (d) Tally games played by each player at season's end and maintain a record on the club data management system at the time.
- (e) Maintain an up to date and accurate list of all registered players and distribute to relevant members of the committee as required.
- (f) Coordinate and purchase the player end of year trophies.
- (g) Report to club monthly meetings.
- (h) Manage Portfolio as set down by the committee

27.5 Responsibilities of the Coach Coordinator

The Coach Coordinator shall assume responsibility for the development of football skills amongst the players by providing effective guidance, direction and communication to the Coaches.

- (a) Ensure all coaches have the necessary accreditations and coordinator courses as required.
- (b) Conduct regular meetings with coaches to ensure effective communication, goal setting and player development.
- (c) Monitor coach development and provide necessary support and/or coaching to coaches.

- (d) Represent the club at Coach Coordinator meetings conducted by the District.
- (e) Report to club monthly meetings.
- (f) Manage Portfolio as set down by the committee.

27.6 Responsibilities of the Fundraising/Sponsorship Coordinator

Reporting through to the President will be responsible for all social and fundraising activities. They shall ensure that a fundraising and sponsorship programme is developed for the season to realise the financial targets set by the Treasurer and President.

- (a) Apply for and be holder of all permits associated with fundraising and social activities.
- (b) Assemble a Subcommittee as necessary.
- (c) Negotiate all prizes for raffles, quiz nights, etc.
- (d) Source sponsorships through the Sponsorship Program in the form of financial assistance, prizes and services on behalf of the club.
- (e) Report to club monthly meetings.
- (f) Act as organiser for the club for all social gatherings, including Association dinners, club functions, etc (including end of year windups).
- (g) Manage Portfolio as set down by the committee

27.7 Responsibilities of the Canteen Manager

The Canteen Manager will be responsible for all activities associated with the canteen each week at home games and will assume responsibility for profit generation, staffing, ordering and hygiene.

- (a) Develop a range and price structure of products to be sold in the canteen, which represents value and maintains profit margins.
- (b) Liaise with the Treasurer in relation to floats, and monies in and out.
- (c) Organise the delivery of products for sale in the canteen.
- (d) Ensure that the risk of infection is minimised through maintaining a clean and hygiene working environment, including utensils.
- (e) Liaise with the President in relation to any issues associated with the running of the canteen.
- (f) Report to club monthly meeting.
- (g) Manage Portfolio as set down by the committee.

27.8 Responsibilities of the Property Manager

Ensures the grounds are correctly marked before the first game of the season and during the season.

- (a) Liaise with the Senior Vice President to ensure the council has completed the initial marking of the oval for the beginning of the season.
- (b) Responsible for the purchase of line marking service/paint with any receipts being given to the Treasurer for payment or reimbursement.
- (c) Ensure the lines are continually visibly marked during the season.
- (d) Liaise with the council on any matters pertaining to the upkeep of the ground.
- (e) Ensure that all team jumpers are returned clean at the end of the season.
- (f) Manage an itinerary of jumpers and training kits issued per team.
- (g) Ensure that all kits are equipped with necessary equipment (i.e.: footballs, goal flags, first aid) for the season for issue to coaches.
- (h) Liaise with Team Manager Coordinator in relation to management of jumpers.
- (i) Purchase new equipment on behalf of the club with the committee authorisation.
- (j) Report to club monthly meeting.
- (k) Manage Portfolio as set down by the committee.

27.9 Responsibilities of the Merchandise Manager

Responsible for the management of club merchandise for the club.

- (a) Ensure adequate stock of club merchandise is available and managed throughout the season
- (b) Report to club monthly meeting
- (c) Record a stock take of Merchandise at the end of the season
- (d) Manage Portfolio as set down by the committee.

27.10 Responsibilities of the First Aid Co-ordinator

Responsible for the management of all matters regarding First Aid.

- (a) Liaise with Team Managers and team First Aid officers and organise adequate training for team First Aid officers.
- (b) Purchase, distribute and restock depleted first aid supplies throughout the season.
- (c) Report to club monthly meetings.
- (d) Manage Portfolio as set down by the committee.

27.11 Responsibilities of the General Committee Members

To assist were required in the smooth running of the club were necessary.

- (a) Assist other portfolios where necessary
- (b) Attend club monthly meeting.

27.12 Total game count

Total games played by any registered player shall be in line with the Ruling Body and include:

- (a) Games played with other Junior Football Clubs. (Official confirmation is required).
- (b) A 1 game tally will be credited for completion of an Auskick season.
- (c) A 1 game tally will be credited for participation in a field day.
- (d) A medal or trophy will be presented to eligible players who reach the following milestones:
 - (i) 50 Games
 - (ii) 100 Games
 - (iii) 130 Games
- (e) Eligible players will have their names added to the club honour boards who reach the following milestones playing with South Coogee Junior Football Club:
 - (i) 100 Games
 - (ii) 130 Games

27.13 Injured Players

The Club shall not at any time be responsible for any injury, loss of life or damages whatsoever to any member or sustained by any playing member of the Club during any official football function.