



KARRATHA SOCCER ASSOCIATION INCORPORATED

CONSTITUTION

The Karratha Soccer Association Incorporated (KSA) Constitution shall be read in conjunction with the Regulations of the Association.

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## 1 NAME

The name of the Association is **Karratha Soccer Association Incorporated**.

## 2 DEFINITIONS AND ABBREVIATIONS

The following abbreviations may be used in this document and associated documents that form the complete laws and regulations of the Association.

|                    |                                                                                                                                                                                                                                                                                                   |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Act            | Associations Incorporation Act 2015 and any amendments                                                                                                                                                                                                                                            |
| Affiliated Club    | Any club is a club that is registered under the auspices of the KSA with Football West                                                                                                                                                                                                            |
| AGM                | Annual General Meeting                                                                                                                                                                                                                                                                            |
| Association        | Karratha Soccer Association Incorporated                                                                                                                                                                                                                                                          |
| Association Role   | A duty assigned to a Member of the Association to facilitate the smooth operation of the Association such as Development Officer, Country Week Co-ordinator or Referee Co-ordinator. Such person may be a Committee Member but acceptance of the role does not confer membership of the Committee |
| Auditor            | A person or company who is deemed suitably qualified to carry out an audit under the Act                                                                                                                                                                                                          |
| By-laws            | Rules adopted by the Committee for the government of the Association Members and the regulation of its affairs, subject to this Constitution                                                                                                                                                      |
| Chairperson        | The person responsible for presiding as Chairperson of each meeting as laid out in this Constitution                                                                                                                                                                                              |
| Club Delegate      | A person nominated by an Affiliated Club to represent their interests on the Committee                                                                                                                                                                                                            |
| Committee          | The executive or management Committee of the Association comprised of a quorum as per this Constitution                                                                                                                                                                                           |
| Committee Position | One of the up to fifteen (15) seats at the Committee table                                                                                                                                                                                                                                        |
| EGM                | Extraordinary (or Special) General Meeting                                                                                                                                                                                                                                                        |
| General Meeting    | A meeting to which all Members are invited                                                                                                                                                                                                                                                        |
| In good standing   | To be in good standing a Member must have fulfilled the requirements for membership, have no outstanding financial obligations to the Association and have neither voluntarily withdrawn from membership or been expelled or suspended from membership after appropriate proceedings              |
| KSA                | Karratha Soccer Association Incorporated                                                                                                                                                                                                                                                          |
| Match Official     | Any person, including a referee, assistant referee, fourth official,                                                                                                                                                                                                                              |

|                     |                                                                                                                                                                                                                                           |
|---------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                     | match commissioner, any person in charge of safety or any other person appointed to assume responsibility in connection with a match                                                                                                      |
| Ordinary Resolution | Means resolution other than a special resolution                                                                                                                                                                                          |
| Player              | Any person properly registered with Football West to play soccer for an Affiliated Club or under the auspices of the Association                                                                                                          |
| Poll                | The process of voting in relation to a matter that is conducted in writing with the option of a silent ballot                                                                                                                             |
| Regulations         | Include but may not be limited to KSA By-laws, KSA Member Protection Document, KSA Code of Behaviour and KSA Rules of Competition                                                                                                         |
| Revenue             | As calculated in accordance with the Australian Accounting Standards and is the income that arises in the course of the ordinary activities of an incorporated association before any allowance is made for any relevant tax liabilities. |
| Special Resolution  | Has the meaning given by section 51 of the Act and includes changes to the Constitution and voluntary winding up or cancelling of the Association                                                                                         |
| Tiers- financial    | Financial Tiers as per the Act at the time of this Constitution coming into effect- • Tier 1: less than \$250,000 in revenue. • Tier 2: over \$250,000 but under \$1,000,000 in revenue. • Tier 3: \$1,000,000 or above in revenue.       |

### 3 OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- 3.1 To promote and encourage the game of soccer in the City of Karratha in accordance with the laws of the game laid down by Football West and Football Federation Australia.
- 3.2 To become affiliated with and maintain affiliation with Football West.
- 3.3 To promote and hold interclub and Association matches as laid down by the Committee.

### 4 ATTAINING OBJECTS

The Association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the Association as far as permitted by the Act, the Constitution and the By-laws.

### 5 PROPERTY OF THE ASSOCIATION

The Association must apply all property and income of the association towards the promotion of the objects or purposes of the association and no part of that property or income to be paid or otherwise distributed, directly or indirectly, to Members of the Association, except in good faith in the promotion of those objects or purposes and as approved by the Committee.

## 6 POWERS OF THE ASSOCIATION

Subject to the requirements of the Act, the Association may:

- 6.1 Acquire, hold, deal with, and dispose of any real or personal property;
- 6.2 Open and operate bank accounts;
- 6.3 Invest it's money –
  - 6.3.1 As trust funds may be invested under the Trustees Act 1962 Part III; or
  - 6.3.2 In any other manner authorised by the Rules of the Association;
- 6.4 Borrow money upon such terms and conditions as the Association thinks fit;
- 6.5 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- 6.6 Appoint agents and employees to transact any business of the Association on its behalf for reward or otherwise;
- 6.7 Build, construct, erect, maintain, alter and repair any premises building or other structure of any kind and to furnish equip and improve the same for use by the Association;
- 6.8 Accept donations and gifts in accordance with the objects of the Association;
- 6.9 Print and publish any information by any media including print or electronic for promotion of the Association;
- 6.10 Provide gifts and prizes in accordance with the objects of the Association;
- 6.11 Organise social events for Members and the promotion of the Association; and
- 6.12 Enter into any other contract the Association considers necessary or desirable.

## 7 MEMBERSHIP

- 7.1 Membership shall be open to any person who wishes to participate in the activities of, or further the interests of, the Association.
- 7.2 Any person seeking membership, unless covered by subsequent clauses, shall make application as set out in the By-laws, and the Committee shall determine whether the application is successful or not; except where such memberships are automatically bestowed through processes defined in clause 7.4.
- 7.3 Each person admitted to membership shall:
  - 7.3.1 Be bound by the Constitution and Regulations of the Association.
  - 7.3.2 Become liable for such fees and subscriptions as may be fixed by the Association.
  - 7.3.3 Be entitled to all advantages and privileges of membership as laid out in this Constitution.
- 7.4 MEMBERSHIP CLASSES:
  - 7.4.1 JUNIOR MEMBER

Any person under the age of 18 years who is properly registered as a Player or Match Official is automatically a Junior Member. Junior Members shall have no voting rights nor be entitled to hold any office.
  - 7.4.2 SENIOR MEMBER

Any person over the age of 18 years who is properly registered as a Player or Match Official is automatically a Senior Member.

Senior Members shall have no voting rights nor be entitled to hold any office unless they are also an Ordinary Member but may enjoy all other benefits and privileges.

#### 7.4.3 ORDINARY MEMBER

The president of each Affiliated Club is automatically an Ordinary Member and said membership will attract no fees.

Any person over the age of 18 years who is interested in participating in the activities of the Association may apply for Ordinary Membership subject to clause 7.2, and if approved, is elected an Ordinary Member.

Any Ordinary Member in good standing is entitled to hold any office and enjoy the full privileges of the Association.

Only Ordinary Members in good standing are entitled to voting rights.

#### 7.4.4 SOCIAL MEMBER

Any person who is a parent or guardian of a Junior Member is automatically a Social Member unless they nominate as an Ordinary Member as per clause 7.2.

Persons other than Ordinary Members who are interested in promoting the Association, but who do not wish to participate in the activities of the Association, may become a Social Member subject to the payment of any fees set by the Association.

Social Members shall have no voting rights nor be entitled to hold any office but may enjoy all other benefits and privileges.

#### 7.4.5 LIFE MEMBERSHIP

The Committee may elect any Member as a Life Member who has given outstanding service to the Association. Any Member may nominate a person to the Committee for consideration for Life Membership.

A Life Member shall have no voting rights nor be entitled to hold any office unless they are also an Ordinary Member but may enjoy all other benefits and privileges.

#### 7.4.6 PATRON

The Association may, at its discretion, elect a patron/s or vice patron/s of the Association for such period as may be deemed necessary.

Such patron/s or vice patron/s shall have no voting rights nor be entitled to hold any office unless they are also an Ordinary Member.

#### 7.4.7 AFFILIATED CLUBS OR TEAMS

A club or team desirous of becoming an Affiliated Club or team must make an application in accordance with the By-laws of the Association. Such application must be lodged with the Association Secretary on or before a date as determined by the Committee.

All Affiliated Clubs or teams are subject to the Constitution and Regulations of the Association.

Where there is a conflict in such articles and laws with those of an Affiliated Club, the Constitution and Regulations of the Association take precedence.

- 7.5 The Secretary shall maintain an up-to-date Register of Members of the Association. The register may be used by the Association to further the Objects of the Association as the Committee deems appropriate.

Said register will contain, as a minimum:

- a. The name of the Member.
- b. The residential, or postal address, or email address of the Member.
- c. The category of membership.

## 8 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### 8.1 Suspension or expulsion

8.1.1 The Committee may decide to suspend a Member's membership or to expel a Member from the Association subject to clause 11.3.

8.1.2 The secretary must give the Member written notice of the proposed suspension or expulsion at least seven (7) days before the Committee Meeting at which the proposal is to be considered by the Committee.

The notice given to the Member must state —

- a. when and where the Committee Meeting is to be held; and
- b. the grounds on which the proposed suspension or expulsion is based; and
- c. that the Member, and/or the Member's representative, may attend the meeting and they will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.

8.1.3 At the Committee Meeting, the Committee must —

- a. give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion; and
- b. give due consideration to any submissions so made; and decide —
  - i. whether or not to suspend the Member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - ii. whether or not to expel the Member from the Association.

8.1.4 A decision of the Committee to suspend the Member's membership or to expel the Member from the Association takes immediate effect.

8.1.5 The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within seven (7) days after the Committee Meeting at which the decision is made.

8.1.6 A Member whose membership is suspended or who is expelled from the Association may, within seven (7) days after receiving notice of the Committee's decision under subclause 8.1.5, give written notice to the secretary requesting the appointment of a mediator under clause 8.4.

8.1.7 If notice is given under subclause 8.1.6, the Member who gives the notice and the Committee are the parties to the mediation.

8.1.8 Consequences of suspension

8.1.8.1 During the period a Member's membership is suspended, the Member

- a. loses any rights or privileges arising as a result of membership; and
- b. is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

8.1.8.2 When a Member's membership is suspended, the secretary must record in the Register of Members:



- a. that the Member's membership is suspended; and
  - b. the date on which the suspension takes effect; and
  - c. the period of the suspension.
- 8.1.8.3 When the period of the suspension ends, the secretary must record in the Register of Members that the Member's membership is no longer suspended.
- 8.2 Where disputes arise between Members, or between one or more Members and the Association, the parties shall attempt to resolve the dispute between themselves within seven (7) days after the dispute has come to the attention of each party.
- 8.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 8.2, any party to the dispute may start the grievance procedure by giving written notice to the secretary.
  - 8.3.1 Said notice must lay out:
    - a. the parties to the dispute; and
    - b. the matters that are the subject of the dispute.
  - 8.3.2 Within 28 days after the secretary is given the notice, a Committee Meeting must be convened to consider and determine the dispute.
  - 8.3.3 The secretary must give each party to the dispute written notice of the Committee Meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
  - 8.3.4 The notice given to each party to the dispute must state:
    - a. when and where the Committee Meeting is to be held; and
    - b. that the party, and/or the party's representative, may attend the meeting and they will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute.
  - 8.3.5 If the dispute is between one or more Members and the Association; and any party to the dispute gives written notice to the secretary stating that the party does not agree to the dispute being determined by the Committee; and requests the appointment of a mediator under clause 8.4, the Committee must not determine the dispute.
  - 8.3.6 Determination of dispute by Committee
 

At the Committee Meeting at which a dispute is to be considered and determined, the Committee must:

    - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the dispute; and
    - b. give due consideration to any submissions so made; and
    - c. determine the dispute.
  - 8.3.7 The Committee must give each party to the dispute written notice of the Committee determination, and the reasons for the determination, within seven (7) days after the Committee Meeting at which the determination is made.
  - 8.3.8 A party to the dispute may, within seven (7) days after receiving notice of the Committee's determination under 8.3.7 give written notice to the secretary requesting the appointment of a mediator under clause 8.4.
- 8.4 Appointment of mediator
  - 8.4.1 For disputes

- a. between Members the mediator must be a person chosen by agreement between the parties to the dispute.
  - b. between one or more Members and the Association by agreement between the Member and the Committee.
- 8.4.2 If there is no agreement for the purposes of subclause 8.4.1(a) or (b), then, subject to subclauses 8.4.3 and 8.4.4, the Committee must appoint the mediator.
- 8.4.3 The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
- 8.4.4 The person appointed as mediator by the Committee may be a Member or former Member of the Association but must not:
  - a. have a personal interest in the matter that is the subject of the mediation; or
  - b. be biased in favour of or against any party to the mediation.
- 8.5 Mediation process
  - 8.5.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
  - 8.5.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least seven (7) days before the mediation takes place.
  - 8.5.3 In conducting the mediation, the mediator must:
    - a. give each party to the mediation every opportunity to be heard; and
    - b. allow each party to the mediation to give due consideration to any written statement given by another party; and
    - c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
  - 8.5.4 The mediator cannot determine the matter that is the subject of the mediation.
  - 8.5.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
  - 8.5.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 8.6 If mediation results in decision to suspend or expel being revoked that revocation does not affect the validity of any decision made at a Committee Meeting or General Meeting during the period of suspension or expulsion.

## 9 ACCESS TO RECORDS

As provided by the Act, any Member may access the following:

- 9.1 Register of Members
  - 9.1.1 The Register of Members may be accessed at a time suitable to the Member and the Committee. The register may be copied but shall not be removed.
  - 9.1.2 A Member may in writing request the association to provide the Member with a copy of the register of Members. Subject to payment of any applicable fee as laid out in the By-laws, said copy shall be made available.
  - 9.1.3 The Association may require that the Member requesting access to, or a copy of, the register provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.

## 9.2 Register of Office Bearers and Committee Members

- 9.2.1 The Register of Office Bearers and Committee Members may be accessed at a time suitable to the Member and the Committee. The register may be copied but shall not be removed.
- 9.2.2 The Association may require that the Member requesting access to the register provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- 9.3 For the purposes of clauses 9.1 and 9.2, the “time suitable” shall be no later than fourteen (14) days after the next Committee Meeting after the access request has been received by a Committee Member.
- 9.4 A copy of the current Constitution, By-laws, and Regulations of the Association. Such requested documents will be provided as soon as practicable.
- 9.5 The following records may also be accessed by Members:
  - 9.5.1 The financial records of the Association as accepted at the most recent General Meeting of the Association, including any auditors or reviewers’ reports presented at said meeting.
  - 9.5.2 The minutes of previous General Meetings once accepted by the Association.
  - 9.5.3 Extracts from the minutes of Committee Meetings limited to detail of decisions taken.
- 9.6 Members shall not have access to the following unless they are on the Committee:
  - 9.6.1 Staff or client files that are confidential in nature.
  - 9.6.2 Complete minutes of Committee Meetings that record the workings of the Committee.
  - 9.6.3 Correspondence received or sent by the Committee on behalf of the Association.

## 10 SUBSCRIPTIONS

All subscriptions are to be paid by the different membership classes as and when they are due and as laid out in the By-laws.

## 11 TERMINATION OF MEMBERSHIP

- 11.1 All memberships, with the exception of Life Memberships and Patronages, are valid from the date of registration as a Player or Official, or acceptance by the Committee of a membership application per clause 7.2 for the coming or current season and terminating on the day preceding the opening day of the following season. Such season dates will be determined by the Committee from year to year.
- 11.2 Notwithstanding clause 11.1, any person’s membership will be terminated by the following events:
  - 11.2.1 A Member’s annual membership fee remains unpaid three (3) months after falling due.
  - 11.2.2 Resignation.
  - 11.2.3 Expulsion.
- 11.3 The Committee, after having undertaken due enquiry, and in accordance with the Constitution and By-laws of the Association, shall have the power to suspend or expel any

Member of the Association for:

- 11.3.1 False or inaccurate statements made in the Member's application for membership of the Association.
- 11.3.2 Breach of any rule, regulation, or by-law of the Association.
- 11.3.3 Any act detrimental to the welfare of the Association.
- 11.4 Notwithstanding the process laid out in article eight (8) of this Constitution, any Member who is expelled, suspended, or has their membership terminated, shall have the right to appeal against their suspension or expulsion by presenting their case to a General Meeting called for such purpose, and the decision of the General Meeting shall be final.

## 12 COMMITTEE

- 12.1 Management of the Association shall be vested in the Committee.
- 12.2 A person must be an Ordinary Member of the Association to hold a position on the Committee.
- 12.3 The Members of the Committee will be organised as follows:
  - 12.3.1 The Committee will consist, as a minimum, of nine (9) members. There will be a maximum of fifteen (15) members.
    - 12.3.1.1 There will be five (5) Office Bearers: President, Vice President, Secretary, Treasurer, Registrar.
    - 12.3.1.2 There will be a minimum of four (4) and up to ten (10) General Committee Members.
- 12.4 The Committee may appoint Members to the Committee by simple majority if required to fulfill the numbers laid out in this constitution.
- 12.5 The Committee shall be comprised of the Presidents of each Affiliated Club and such other persons as are elected by the Members at the Annual General Meeting. Should nobody nominate for the Committee prior to, or during, the AGM, the Presidents shall co-opt a number of persons to meet the minimum numbers requirement to form a Committee.
- 12.6 Where the President of an Affiliated Club cannot attend a meeting, the affected club may nominate a Club Delegate to attend on their behalf. Said Club Delegate will carry all duties and privileges of the absentee's position on the Committee. The attendance of the Club Delegate will be noted in the minutes.
- 12.7 The Office Bearers will be elected by the Members at the Annual General Meeting.
- 12.8 No person may be elected to the same Office Bearer position for more than three (3) years running. Following a break of at least two (2) years, any person may once again be elected to an office they previously held.
- 12.9 In the event of the Association President's position being left vacant, the Presidents of the Affiliated Clubs or their nominated Proxies by majority hold that office, subject to this Constitution, until this position can be filled or the next Annual General Meeting.
- 12.10 In the case of any Office Bearer position not being filled at the Annual General Meeting, a person can be appointed by a two thirds majority vote of the Committee, subject to this Constitution.
- 12.11 No person may hold more than one (1) of the fifteen (15) positions on the Committee as set out in clause 12.3 but may be nominated to carry out other roles as allowed in clause

14.9.

- 12.12 Committee Office Bearers may be Club Presidents and may also act as Club Delegates.
- 12.13 No Affiliated Club will have more than three (3) votes on the Committee, except in the case of a hung vote where the Chairperson may cast a deciding vote.
- 12.14 In the event of a vacancy occurring in the Committee, the Committee may appoint an Ordinary Member in good standing to fill the vacancy.
- 12.15 The Committee may also appoint an Ordinary Member in good standing to the Committee if required to fulfill the numbers allowed by this constitution.
- 12.16 Any Committee Member appointed under clause 12.14 or clause 12.15 is to hold office, subject to this Constitution, until the position can be filled at the Annual General Meeting following the date of the appointment.
- 12.17 The Committee shall meet as often as is deemed necessary to manage the business of the Association and will meet on at least six (6) occasions per year.
- 12.18 The date, time, and place of each meeting will be determined by the Committee.
- 12.19 The President shall, upon the request of four (4) Committee Members, convene a meeting of the Committee within fourteen (14) days.
- 12.20 The Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- 12.21 A quorum of the Committee shall be half of its Members plus one and must include a minimum of two (2) Office Bearers.
- 12.22 Any Committee Member may attend a meeting remotely by telephone or other means of instantaneous communication so long as each Member is in instantaneous communication. Any Member attending in such fashion will be deemed to be present at the meeting and any votes cast by such Members will be deemed to have been cast in person.
- 12.23 Any Member of the Committee must disclose any direct or indirect financial interest they may have in any contract, or proposed contract, entered into or being considered by the Committee and abstain from any discussion or vote.
- 12.24 The Chairperson shall be entitled to a deliberate vote, and, in the event of a tied vote, the Chairperson shall exercise a casting vote.
- 12.25 Each individual Committee Member present shall have one (1) vote.
- 12.26 A Member of the Committee may lose his or her seat on the Committee for missing three (3) or more meetings without leave of absence.
- 12.27 A person shall cease to be a Member of the Committee at the close of the Annual General Meeting which follows his/her election or appointment.
- 12.28 All outgoing Committee Members shall be eligible for re-election subject to clause 12.8 and clause 12.11.
- 12.29 The incoming Committee is empowered from the close of the Annual General Meeting.
- 12.30 The first meeting of the incoming Committee will succeed the close of the Annual General Meeting during which the Committee was elected.
- 12.31 The Secretary shall maintain an up-to-date Register of Committee Members. The register may be used by the Committee to regulate attendance at meetings. Only Members who are on the Register Committee Members may attend meetings where the ordinary business of the Committee will be conducted.

Said register will contain, as a minimum:

- a. The name of the Member.
- b. The club affiliation (where KSA can be said affiliation) of the Member.
- c. The Members position on the Committee
- d. The residential, or postal address, or email address of the Member.

## 13 DUTIES OF THE OFFICE BEARERS

### 13.1 The President and Vice-President must:

13.1.1 subject to this article, the President shall preside as Chairperson at all General Meetings and Committee Meetings.

13.1.2 in the event of the absence from a General Meeting of:

- a. the President, the Vice-President shall preside as Chairperson; or
- b. both the President and the Vice-President, a Committee Member elected by the other Members present at the General Meeting, shall preside as Chairperson at the General Meeting.

13.1.3 In the event of the absence from a Committee Meeting of:

- a. the President, the Vice-President Shall preside as Chairperson; or
- b. both the President and the Vice-President, a Committee Member elected by the other Committee Members present at the Committee Meeting, shall preside at the Committee Meeting.

### 13.2 The Secretary must:

13.2.1 co-ordinate the correspondence of the Association

13.2.2 keep full and correct minutes of the proceedings of the Committee and of the Association.

13.2.3 comply on behalf of the Association with:

13.2.3.1 section 53 of the Act with respect to the Register of Members of the Association, as set out in clause 7.5 and article nine (9) of this Constitution.

13.2.3.2 section 30 of the Act by keeping and maintaining in an up-to-date condition, the Constitution and By-laws of the Association and, as set out in article nine (9) of this Constitution, making said Constitution and By-laws available for inspection; and

13.2.3.3 section 58 of the Act by maintaining a record of:

- a. the Committee as set out in clause 12.31 and article nine (9) of this Constitution; and
- b. the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the written request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

13.2.4 unless the Members resolve otherwise at a General Meeting, have custody of all books, documents, records and registers of the Association, including those referred to in subclause 13.2.3 but other than those required by clause 13.3 to be

kept and maintained by, or in the custody of, the Treasurer, and those required by clause 13.4 to be kept and maintained by, or in the custody of, the Registrar; and

13.2.5 lodge the Association's Annual Information Statements with Consumer Protection within 6 months after the end of the association's financial year. Said statement to confirm:

- a. the association's address.
- b. that the association has at least 6 voting Members
- c. the date of the most recent Annual General Meeting; and
- d. the revenue for the most recent financial year.

13.2.6 perform such other duties as are imposed by this Constitution and the By-laws on the Secretary.

13.3 The Treasure must:

13.3.1 be responsible for the receipt of all monies paid to or received by, or by them on behalf of, the Association and must issue receipts for those monies in the name of the Association;

13.3.2 be responsible for the payment all monies referred to in subclause 13.3.1 into such account or accounts of the Association as the Committee may from time to time direct;

13.3.3 make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in so doing ensure said payments are approved by themselves and at least one other authorised Committee Member, or by any two others as are authorised by the Committee;

13.3.4 comply on behalf of the Association with sections 66 and 67 of the Act with respect to the accounting records of the Association by:

- a. keeping, or causing to be kept, such accounting records as correctly record and explain the financial transactions and financial position of the Association;
- b. keeping, or causing to be kept, its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
- c. keeping, or causing to be kept, its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
- d. submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

13.3.5 At each Committee Meeting, submit to the Committee a report, balance sheet or financial statement setting out the financial position of the Association;

13.3.6 Unless the Members resolve otherwise at a General Meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in subclauses 13.3.4 and 13.3.5; and

13.3.7 Perform such other duties as are imposed by this Constitution and the By-laws on the Treasurer.

13.4 The Registrar must:

13.4.1 Make available the registration packages for the clubs at such fees as defined by



the Committee through such system as defined by the Committee.

- 13.4.2 Manage the registrations of all players through such system as defined by the Committee.
- 13.4.3 Maintain a record of all players affiliated to the Association.
- 13.4.4 Perform such other duties as are imposed by this Constitution and the By-laws on the Registrar.

## 14 POWERS OF THE COMMITTEE

The Committee shall carry out the day-to-day running of the Association and shall have the power to:

- 14.1 Administer the finances, appoint bankers, and direct the opening of banking accounts for specific purposes and to transfer funds from one account to another, and to close any such account.
- 14.2 Fix the way such banking accounts shall be operated upon, subject to the Constitution, By-laws, and Regulations of the Association, providing the Committee passes all payments.
- 14.3 Fix fees and subscriptions payable by Members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
- 14.4 Adjudicate on all matters brought before it which in any way affect the Association.
- 14.5 Invite interested third parties to present to the Committee at a time set aside during Committee Meetings. Such presentations to be minuted but no ordinary business of the Committee shall be conducted while the third parties are present.
- 14.6 Cause minutes to be made of all proceedings at meetings of the Committee and General Meetings of Members.
- 14.7 Make, amend, and rescind rulings and By-laws and Regulations.
- 14.8 Have the power to form and appoint any subcommittee/s as required for specific purposes. Such subcommittees to, at a minimum, be chaired by a Member of the Committee.
- 14.9 Appoint persons to roles such as, but not limited to, Development Officer, Referee Co-ordinator or Country Week Co-ordinator. Such roles may be in addition to positions on the Committee such as an Office Bearer or general Committee Member but do not, in and of themselves, constitute a position on the Committee.
- 14.10 May at their discretion employ a person or persons to carry out certain duties required by the Association, at salaries or remunerations for such period of time, as may be deemed necessary. Said salaries or remuneration to be commensurate with the market rate for the duties.
- 14.11 Appoint an officer/s or agent of the Committee to have custody of the Association's records, documents, and securities.

## 15 REVIEWER OR AUDITOR

For so long as the Association is a Tier 1 or Tier 2 association under the Act, the Annual General Meeting may pass a resolution, by simple majority of those in attendance, that an Auditor be appointed to complete an audit.

For so long as the Association is a Tier 2 association under the Act, the Association shall appoint,



as a minimum, a Reviewer.

For so long as the Association is a Tier 3 association under the Act, the Association shall appoint an Auditor.

In so much as a Reviewer or an Auditor is appointed by the Association, said appointment will be laid out in a Letter of Appointment that specifies their responsibilities, the scope of work to be completed, the agreed cost, and the expected time frame for the completion of the scope.

Reviewer/s shall review the financial statements and reports of the Association and provide a report thereon, to the requirements of the Act, that will be presented to the Annual General Meeting.

**15.1** Auditor/s shall examine and audit all the books and accounts of the Association, and have the power to call for all books, papers, accounts, receipts etc., of the Association and provide a report thereon, to the requirements of the Act, that will be presented to the Annual General Meeting.

**15.2** The Reviewer or Auditor appointed shall not be:

- a. A past or present Member of the Committee.
- b. A Member of the Association.
- c. An employee or supplier of goods or services, with the exception of reviewing or auditing services, to the Association.
- d. An employee, partner, or family member of a Member of the Committee.

In all cases where there is a requirement for a Reviewer or an Auditor, such persons will be appointed by the Committee and shall follow the requirements of the Act and this Constitution. The Reviewer or Auditor shall:

**15.2.1** Have the required qualifications.

**15.2.2** Be accorded all rights afforded under the Act.

**15.2.3** Be appointed for a specific task.

**15.2.4** Remain engaged until any of:

- a. The task is completed.
- b. The Reviewer or Auditor ceases to be qualified to deliver the agreed scope.
- c. The Reviewer or Auditor becomes insolvent.
- d. The Reviewer or Auditor resigns.
- e. The Reviewer or Auditor dies.
- f. The Association passes a resolution at a General Meeting to remove the Reviewer or Auditor.

## 16 GENERAL MEETINGS:

**16.1** General Meetings

**16.1.1** Use of Technology to be Present at General Meetings:

The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

**16.1.2** Presiding Member shall be a Member of the Committee as set out in clause 13.1'

#### 16.1.3 Proxies:

- 16.1.3.1 An Ordinary Member in good standing may appoint an individual who is an Ordinary Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- 16.1.3.2 An Ordinary Member may be appointed the proxy for not more than five (5) other Ordinary Members.
- 16.1.3.3 The appointment of a proxy must be in writing and signed by the Ordinary Member making the appointment. Such written notice must be submitted to the Secretary no later than fifteen (15) minutes prior to the commencement of the meeting.
- 16.1.3.4 The Ordinary Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf. If no instructions are given to the proxy, the proxy may vote on behalf of the Ordinary Member in any matter as the proxy sees fit.
- 16.1.3.5 If the Committee has approved a form for the appointment of a proxy, the Ordinary Member may use that form or any other form:
  - a. that clearly identifies the person appointed as the Ordinary Member's proxy; and
  - b. any specific voting instructions as per subclause 16.1.3.4
  - c. that has been signed and dated by the appointing Ordinary Member.

#### 16.1.4 Adjournment of a General Meeting:

- 16.1.4.1 The Chairperson of a General Meeting at which a Quorum is present may, with the consent of a three quarters majority of the ordinary Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 16.1.4.2 Without limiting subclause 16.1.4.1, a meeting may be adjourned:
  - a. if there is insufficient time to deal with the business at hand; or
  - b. to give the Members more time to consider an item of business.
- 16.1.4.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 16.1.4.4 Notice of the adjournment of a meeting under this subclause is not required unless the meeting is adjourned for twenty-one (21) days or more, in which case notice of the meeting must be given in accordance with subclauses 16.2.2 or 16.3.3 as appropriate.

#### 16.1.5 Minutes of General Meeting

- 16.1.5.1 The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- 16.1.5.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 16.1.5.3 In addition, the minutes of each AGM must record:
  - a. the names of the Ordinary Members attending the meeting; and

- b. any proxy forms given to the Secretary under subclause 16.1.3.3; and
- c. the Financial Statements or Financial Report presented at the meeting, as referred to in subclause 16.2.8; and
- d. a copy of the report of the reviewer or auditor if applicable on the Financial Statements or Financial Report presented at the meeting, as referred to in article fifteen (15).

16.1.5.4 The minutes of a General Meeting must be entered in the Association's minute book within twenty-eight (28) days after the meeting is held.

16.1.5.5 The Chairperson must ensure that the minutes of a General Meeting are, within twenty-eight (28) days of the close of the meeting, reviewed and signed as correct by:

- a. the Chairperson of the meeting; or
- b. the Chairperson of the next General Meeting.

16.1.5.6 When the minutes of a General Meeting have been signed as correct, they are, in the absence of evidence to the contrary, taken to be proof that:

- a. the meeting to which the minutes relate was duly convened and held; and
- b. the matters recorded as having taken place at the meeting took place as recorded; and any election or appointment purportedly made at the meeting was validly made.

## 16.2 Annual General Meeting (AGM)

16.2.1 The AGM of the Association must be held within four (4) months of the end of the club's financial year at a date, time and place determined by the Committee.

16.2.2 The Secretary shall give at least twenty-one (21) days' notice of the date, time and place of the AGM to Members.

16.2.3 Notices of Motion for the AGM of the Association must be submitted in writing to the Secretary no less than fourteen (14) days prior to of the date of the Annual General Meeting.

16.2.4 The Secretary shall send copies of all notices of motion to each Member at least seven (7) days prior to the date of the AGM.

16.2.5 All Members may attend the AGM.

16.2.6 The Committee may invite guests to attend the meeting. Such invitees will be treated as Social Members for the duration of the AGM.

16.2.7 The AGM shall have as a quorum a minimum of ten per cent (10%) of Ordinary Members in good standing. Proxies properly appointed will be deemed present for the constitution of a quorum.

16.2.7.1 No business is to be conducted unless a quorum is present.

16.2.7.2 If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting there be no quorum, the meeting shall stand and adjourn for seven (7) days and will reconvene at the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the

Members before the day to which the meeting is adjourned.

16.2.7.3 If at such second meeting there is no quorum, those Ordinary Members present shall be competent to discharge the business of the meeting.

16.2.8 The agenda for an AGM shall include as a minimum Apologies, confirmation of Minutes of previous Annual General Meeting, Presentation of Annual President's Report, Presentation of Treasurer's Report, vote on the appointment of an Auditor, Notices of motion (including Special Resolutions) and election of a new Committee. The agenda to be set by the Committee in accordance with the By-laws.

### 16.3 Extraordinary General Meetings (EGM)

16.3.1 An EGM may be called by the Committee, or at the request of the President and Secretary, or on the receipt by the Secretary of a written request of 10 per cent (10%) of Ordinary Members of the Association.

16.3.2 In the event of a valid written request from Members of the Association, the Committee will set a date, time and place for the General Meeting no later than twenty-eight (28) days from the receipt of the request.

16.3.2.1 A valid written request must include the names and signatures of all those calling for the meeting and the business to be considered at the meeting.

16.3.3 The Secretary shall give at least fourteen (14) days' notice, in writing, of the date, time and place of the EGM to the Members.

16.3.4 The Notice of Extraordinary General Meeting shall set out clearly the business for which the meeting has been called.

16.3.5 The EGM shall have as a quorum a minimum of 10 per cent (10%) of Ordinary Members in good standing. Proxies properly appointed will be deemed present for the constitution of a quorum.

16.3.5.1 No business is to be conducted unless a quorum is present.

16.3.5.2 If, at the end of thirty (30) minutes after the time appointed in the notice for the opening of the meeting there be no quorum, the meeting shall lapse.

16.3.6 If the Committee does not convene an EGM within the 28-day period, the Members making the requirement (or any of them) may convene the Extraordinary General Meeting.

16.3.6.1 Such meeting must be held within 3 months after the date the original requirement was made; and

16.3.6.2 may only consider the business stated in the notice by which the requirement was made.

16.3.6.3 The Association shall reimburse any reasonable expenses incurred by the Members convening such an EGM.

16.3.7 No business other than that set out in the Notice of Extraordinary General Meeting shall be dealt with at an EGM.

## 17 VOTING AT GENERAL MEETINGS

- 17.1 Any Member of the association must disclose any direct or indirect interest they may have in any resolution and must abstain from any discussion or vote.
- 17.2 On any question arising at a General Meeting each Ordinary Member in good standing has one vote.
- 17.3 An Ordinary Member in good standing may vote:
- a. Personally, by attendance at the meeting; or
  - b. As an absentee no later than two (2) hours prior to the meeting commencement. Absentee votes may be cast by electronic means as determined by the Committee.
  - c. By proxy (subclause 16.1.3)
- 17.4 The Chairperson shall be entitled to a deliberate vote, and in the event of a tied vote, the Chairperson shall exercise a casting vote.
- 17.5 If the question is whether to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may propose and second the Minutes.
- 17.6 Special Resolution
- 17.6.1 A Special Resolution is required if it is proposed at a General Meeting:
- a. to affiliate the Association with another body; or
  - b. to request the Commissioner to apply to the State Administrative Tribunal; or
  - c. under section 109 of the Act for the appointment of a statutory manager.
- 17.6.2 Under the Act, a Special Resolution is required if an incorporated association proposes to do any act authorised by sections 30(1), 93(i), 102(4), 121(2) and 129.
- 17.7 Determining whether resolution carried
- 17.7.1 Except in the case of a Special Resolution a resolution is carried if a majority of the Ordinary Members present at a General Meeting vote in favour of the resolution.
- 17.7.2 A Special Resolution is carried if not less than three-fourths of the Ordinary Members present at a General Meeting vote in favour of the resolution.
- 17.7.3 Subject to subclause 17.7.4, the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
- a. carried; or
  - b. carried unanimously; or
  - c. carried by a particular majority; or
  - d. lost.
- 17.7.3.1 If the resolution is a Special Resolution, the declaration under subclause 17.7.3 must identify the resolution as a Special Resolution.
- 17.7.4 If a poll is demanded on any question by the Chairperson of the meeting or by at least three Ordinary Members in good standing present in person or by proxy:
- a. the poll must be taken at the meeting in the manner determined by the Chairperson; and
  - b. the Chairperson must declare the determination of the resolution on the basis of the poll.
- 17.7.4.1 If a poll is demanded on the election of an officer of the Association or on a question of an adjournment, the poll must be taken immediately.

17.7.4.2 If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.

17.7.5 If a poll is taken under subclause 17.7.4 a declaration by the Chairperson as to the result of a poll is evidence of the matter so declared.

17.7.6 A declaration under subclauses 17.7.3 or 17.7.4 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

## 18 FINANCE:

All property and income of the Association will apply solely to the promotion of the objects of the Association and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to Members, except in good faith in the promotion of these objects.

### 18.1 Financial year

The financial year of the Association shall end on the thirtieth (30<sup>th</sup>) of September each year.

### 18.2 Source of funds

The funds of the Association may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

### 18.3 Control of funds

18.3.1 The Secretary shall not spend more than a set amount Petty Cash without the consent of the Committee and shall keep a record of such expenditure in a Petty Cash Book or electronic equivalent.

18.3.2 All funds of the Association shall be deposited into an account in the name of the Association at such bank or recognised financial institution as the Committee may determine, from which all expenditure of the Association is made and into which all funds received by the Association are deposited.

18.3.3 All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.

18.3.4 Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.

18.3.5 The Committee may authorise the treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

18.3.6 All accounts due by the Association shall be paid by cheque, electronic transfer or any means deemed appropriate by the Committee after having been passed for payment at a Committee Meeting or when immediate payment is necessary, by electronic polling of Committee Members. Such payments to be endorsed at the next Committee Meeting.

18.3.7 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by the Treasurer and any one (1) from the following;

- President

- Vice President
- Secretary
- any Committee Member authorised by the Committee.

18.3.8 Notwithstanding subclause 18.3.5 of this article, for electronic funds transfer a minimum of two of the nominated persons must be involved in the submission and approval of the transaction.

#### 18.4 Financial statements and financial reports

18.4.1 A statement showing the financial position of the Association shall be tabled at each Committee Meeting by the Treasurer.

18.4.2 For each financial year, the Committee must ensure that the requirements imposed on the Association under the Act relating to the financial statements or financial report of the Association are met. Without limiting this, this shall include-

- a. Per article 15 of this Constitution, the review or auditing of the financial statements or financial report, as applicable; and
- b. the presentation to the Annual General Meeting of a statement of Income and Expenditure, Assets and Liabilities and,
- c. if prepared, the presentation to the Annual General Meeting of the copy of the report of the reviewer or auditor as applicable.

## 19 ALTERATIONS TO THE CONSTITUTION AND BY-LAWS:

### 19.1 Alterations to the Constitution

19.1.1 No alteration, repeal or addition shall be made to the Constitution except at the Annual General Meeting, or at an Extraordinary General Meeting called for that purpose, and notice of all motions to alter, repeal or add to the Constitution shall be given to Members a minimum of fourteen (14) days prior to said General Meeting.

19.1.2 Such motions, or any part thereof, shall be of no effect unless passed by a seventy five percent (75%) majority (Special Resolution) of those present and entitled to a vote at the General Meeting.

19.1.3 Within one month of the passing of a Special Resolution, the Secretary shall notify the Department of Commerce (or such other department as may become relevant after this Constitution takes effect) of the amendment.

### 19.2 Alterations to the By-laws

Alterations to the By-laws can be made only at Committee Meetings provided notice of the proposed alteration/s has been notified to Committee Members seven (7) days prior to the convening of the Committee Meeting.

## 20 DISSOLUTION

If upon the cancellation or winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members, but shall be given or transferred:

- a. to another association incorporated under the Act which has similar objectives, and which is not carried out for the purposes of profit or gain to its individual Members; or

- b. for charitable purposes to an organisation that holds a current licence under the Charitable Collections Act 1946.

Said decision, as the case requires, shall be determined by a Special Resolution of the Members.

## 21 EFFECT OF THIS CONSTITUTION

This Constitution will come into effect on April first, 2024 (1/4/2024) or as soon thereafter that Consumer Protection approves this Constitution to take effect, and replaces any previously existing Constitutions, rules or orders of the Association, unless otherwise provided for in this Constitution; and will remain in effect until amended.



## 22 EFFECT OF THIS CONSTITUTION

This Constitution will come into effect on April first, 2024 (1/4/2024) or as soon thereafter that Consumer Protection approves this Constitution to take effect, and replaces any previously existing Constitutions, rules or orders of the Association, unless otherwise provided for in this Constitution; and will remain in effect until amended.