UNITED WOLVES ATHLETICS FOOTBALL CLUB INCORPORATED
INC1600466

Constitution

Based on the Model Constitution as Amended
Under the *Associations Incorporation Act 2009*

PART 1 - PRELIMINARY

1. Definitions

1.1 In this constitution:

(a) '**Director-General**' means the Director-General of the Department of Services, Technology and Administration;

(b) '**football season**' means the period of time between the first competitive football match and the final competitive football match, including any finals or grand finals, of the regular South Coast Football Association (as named from time to time) competition in which the association competes.

(c) '**ordinary committee member**' means a member of the committee who is not an office-bearer of the association;

(d) '**secretary**' means:

(i) the person holding office under this constitution as secretary of the association; or

(ii) if no such person holds that office - the public officer of the association;

(e) '**special general meeting**' means a general meeting of the association other than an annual general meeting;

(f) '**the Act**' means the *Associations Incorporation Act 2009*; and

(g) '**the Regulation**' means the *Associations Incorporation Regulation 2010.*

2. Interpretation

2.1 In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty; and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

2.2 In this constitution:

(a) the singular includes the plural and vice versa;

(b) the word including is not a word of limitation;

(c) a gender includes all other genders;

(d) a reference to a clause is a reference to a clause of this constitution; and

(e) the headings are for convenience only and do not affect the interpretation of this constitution.

2.3 The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

PART 2 - MEMBERSHIP

3. Membership generally

3.1 A person is eligible to be a member of the association if the person:

(a) is a natural person; and

(b) has been nominated and approved for membership of the association in accordance with clause 4.

3.2 A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6(1)(a) of the Act was made.

3.3 The committee may determine, from time to time, different categories (including sub-categories) of membership of the association with different rights, obligations and fees attaching to each category of membership.

4. Nomination for membership

4.1 A nomination of a person for membership of the association can be made by any person to the secretary.

4.2 The secretary must, within a reasonable time, refer the nomination to the committee which is to determine whether to approve or to reject the nomination. For the sake of clarity, there is no obligation on the committee to make such a determination at any time.

4.3 As soon as practicable after the committee makes that determination, the secretary must:

(a) notify the nominee that the committee approved or rejected the nomination (whichever is applicable), and

(b) if the committee approved the nomination, request the nominee to pay the sum payable under this constitution by a member as the annual membership fee in accordance with clause 9.

4.4 The secretary must, on payment by the nominee of the amounts referred to in subclause 4.3(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

5. Cessation of membership

5.1 A person ceases to be a member of the association if the person:

(a) dies; or

(b) resigns as a member; or

(c) is expelled from the association; or

(d) fails to pay the annual membership fee under clause 9 within two (2) months after the fee is due or such later time as the committee advises the member of the association in writing from time to time.

5.2 On cessation of membership, the annual membership fee paid by the member:

(a) is non-refundable; and

(b) if unpaid or paid in part prior to cessation of membership, remains due and payable to the association in full.

5.3 If a person ceases to be a member of the association under this clause 5 for whatever reason, any obligations or amounts owing by the former member to the association remain in force.

6. **Membership entitlements not transferable**

6.1 A right, privilege or obligation which a person has by reason of being a member of the association is personal to the member and not capable of being transferred or assigned to another person.

6.2 Any right or privilege a person has by reason of being a member of the association terminates on the person's cessation of membership.

7. **Resignation of membership**

7.1 A member of the association may resign from membership of the association by giving at least fourteen (14) days written notice (or such other period as the committee may determine from time to time) to the secretary of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

7.2 If a member of the association ceases to be a member under clause 7.1, and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

8. **Register of members**

8.1 The secretary of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.

8.2 The register of members must be kept in New South Wales at the secretary's residential address.

8.3 The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour, subject to the secretary's reasonable availability.

8.4 A member of the association may obtain a copy of any part of the register on payment of a fee of $1 for each page copied.

8.5 If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.

8.6 A member must not use information about a person obtained from the register to contact or send material to the person, other than for:

(a) the purposes of sending a notice in respect of a meeting or any other material relating to the association or an event of the association, or

(b) any other purpose necessary to comply with a requirement of the Act, the Regulation or this constitution.

8.7 A member who obtains any information from the register of members, regardless of how that information is obtained, must keep the information confidential and must not disclose such information (except with the express consent of all members to whom that information relates) unless required by law.

9. Fees and subscriptions

9.1 A member of the association must pay to the association the annual membership fee in respect of their category of membership each and every year.

9.2 The annual membership fee is due and payable fourteen (14) days prior to the commencement of each football season or such other time as determined by the committee from time to time.

9.3 The annual membership fee:

(a) is an amount determined by the committee, in respect of each category of membership, prior to the commencement of each football season, or

(b) where no such determination is made, the annual membership fee for each category of membership for the immediately preceding football season; and

(c) includes all registration fees, insurance premiums, training costs, equipment costs, membership fees and other expenditure required for the member of the association to play football for the football season.

9.4 Each member of the association is personally liable for, and indemnifies the association and agrees to keep the association indemnified, in respect of the payment of any:

(a) annual membership fee; and

(b) third party expenses incurred by the association on behalf of the member, including:

(i) registration fees (including the payment of any insurance premiums); and

(ii) fines, suspensions or similar imposed on the member or the association arising from the member's actions;

by any authority in relation to the member's participation in any football season, including Football South Coast (as named from time to time) and its constituents, related parties and parent organisations.

10. Members' liabilities

10.1 The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association (except for those due and payable by the member under clause 9) or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 9.

11. Resolution of disputes

11.1 Any dispute arising between a member and another member (in their capacity as members) of the association is to be referred to the committee to be resolved as follows:

(a) within thirty (30) days of becoming aware of the dispute, the committee must arrange a meeting with the members in dispute;

(b) each member will be given a reasonable opportunity to present their submissions on the dispute to the committee;

(c) in the first instance, the committee will attempt to mediate the dispute with the members in good faith in an effort to achieve a workable solution;

(d) failing which, the committee will determine the dispute by majority vote with the president to have the casting vote, if necessary; and

(e) the decision of the committee will be final and binding on both members.

11.2 Where a committee member is involved in any dispute to which clause 11.1 applies, the definition of committee in clause 11.1 will be taken to exclude that member of the association.

11.3 Any dispute arising between a member and the association (or the committee of the association) is to be referred to the committee to be resolved as follows:

(a) within thirty (30) days of becoming aware of the dispute, the committee must arrange a meeting with all of the members in dispute;

(b) each member will be given a reasonable opportunity to present their submission on the dispute to the committee;

(c) in the first instance, the committee will attempt to mediate the dispute with the members in good faith in an effort to achieve a workable solution;

(d) failing which, the committee must call a general meeting where each member will be given the opportunity to present their submissions before the members of the association will determine the dispute by simple majority vote; and

(e) the decision at the general meeting will be final and binding on all other members of the association and the committee.

12. **Disciplining of members**

12.1 A complaint may be made to the committee by any person that a member of the association:

(a) has refused or neglected to comply with a provision of this constitution, or

(b) has wilfully acted in a manner prejudicial to the interests of the association.

12.2 The committee may refuse to deal with a complaint if it considers, in its absolute discretion, the complaint to be trivial or vexatious in nature.

12.3 If the committee decides to deal with the complaint, the committee:

(a) must cause notice of the complaint to be served on the member concerned, and

(b) must give the member at least fourteen (14) days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and

(c) must take into consideration any submissions made by the member in connection with the complaint.

12.4 The committee may, by unanimous decision, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any

submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

12.5 If the committee expels or suspends a member the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken and the reasons given by the committee for having taken that action.

12.6 The expulsion or suspension will be on such terms and conditions as determined in the absolute discretion of the committee and will take effect on such date as nominated by the committee.

13. **Right of appeal of disciplined member**

13.1 Notwithstanding any other provision of this constitution, a unanimous decision of the committee under clause 12 is final with no right of appeal.

PART 3 - THE COMMITTEE

14. **Powers of the committee**

14.1 Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

(a) is to control and manage the affairs of the association; and

(b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association; and

(c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

15. **Composition and membership of committee**

15.1 The committee is to consist of:

(a) the office-bearers of the association; and

(b) at least three (3) ordinary committee members, with odd numbers to be elected at the AGM,

each of whom is to be elected at each annual general meeting of the association under clause 16.

15.2 The office-bearers of the association are as follows:

(a) the president;

(b) the vice-president;

(c) the treasurer; and

(d) the secretary.

15.3 A committee member may hold only one (1) office, except that:

(a) one of the office-bearers must also be the public officer of the association; and

(b) where there is a casual vacancy, an existing committee member may take on one or more additional offices with the approval of the committee.

15.4 Each member of the committee is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

15.5 The initial members of the committee are the individuals on whose behalf an application for registration of the association under section 6(1)(a) of the Act was made.

15.6 Within twenty-eight (28) days after the association has been registered, the committee shall determine the initial office-bearers of the association.

16. **Election of committee members**

16.1 Nominations of candidates for election as office-bearers or ordinary committee members can be made by any member of the association at the annual general meeting.

16.2 The officer-bearers of the association will be determined as follows:

(a) if only one nomination is received, that candidate is taken to have been elected as the office-bearer;

(b) if more than one nomination is received, a ballot is to be held;

(c) if no nomination is received, each vacant office-bearer position will be treated as a casual vacancy.

16.3 The ordinary committee members of the association will be determined as follows:

(b) if three or less nominations are received, the candidates nominating as ordinary committee members are taken to have been elected as ordinary committee members;

(d) if more than three nominations are received, a ballot is to be held; and

(e) if no nominations are received or there are less than three nominations, the vacant ordinary committee member positions are taken to be casual vacancies.

16.4 The ballot for the election of office-bearers and ordinary committee members is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.

16.5 For clarity, any candidate who is unsuccessful in their nomination for election as an office-bearer or ordinary committee member may subsequently nominate themselves for the position of any other office-bearer or ordinary committee member position at the same annual general meeting.

16.5 A person must be a member of the association to nominate as a candidate for election for the position of any committee member.

17. **Secretary**

17.1 The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.

17.2 It is the duty of the secretary to keep minutes of:

(a) all appointments of office-bearers and members of the committee; and

(b) the names of members of the committee present at a committee meeting or a general meeting; and

(c) all proceedings at committee meetings and general meetings.

18. **Treasurer**

18.1 It is the duty of the treasurer of the association to ensure:

(a) that all money due to the association is collected and received and that all payments authorised by the association are made; and

(b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

19. **Casual vacancies**

19.1 In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

19.2 A casual vacancy in the office of a member of the committee occurs if the member:

(a) dies; or

(b) ceases to be a member of the association; or

(c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth); or

(d) resigns office by notice in writing given to the secretary; or

(e) is removed from office under clause 20; or

(f) becomes a mentally incapacitated person; or

(g) is absent without the consent of the committee from two (2) consecutive meetings of the committee; or

(h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months; or

(i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

20. **Removal of committee members**

20.1 The association in general meeting may, by resolution:

(a) remove any committee member from the committee before the expiration of the committee member's term; and

(b) appoint a new committee member until the expiration of the term of the committee member who has been removed.

20.2 Where a resolution is proposed under clause 20.1:

(a) the committee member must be notified of the proposed resolution at least seven (7) days before the general meeting; and

(b) the committee member may make representations in writing to the committee (not exceeding a reasonable length) and such representations must be notified to the members of the association, either:

(i) by sending a copy of the representation to each members email or postal address; or

(ii) by reading the representation out in full at the meeting at which the resolution is to be considered.

21. **Committee meetings and quorum**

21.1 The committee must meet at least once in every three (3) month period at such place and time as the committee may determine.

21.2 Additional meetings of the committee may be convened by the president at such place and time as the committee may subsequently determine and any member of the committee may request the president to convene such a meeting.

21.3 Notice of a meeting of the committee must be given (in writing or orally) by the president to each member of the committee at least five (5) days (or such other period as may be agreed by the committee from time to time) before the time appointed for the meeting.

21.4 Notice of a meeting given under the immediately preceding clause must specify the general nature of the business to be transacted at the meeting.

21.5 Any three (3) members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

21.6 No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to be dissolved.

21.7 At a meeting of the committee:

(a) the president or, in the president's absence, the vice-president is to preside; or

(b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

22. **Delegation by committee to sub-committee**

22.1 The committee may, by instrument in writing, delegate to one or more sub-committees the exercise of such of the functions of the committee as are specified in the instrument, other than:

(a) this power of delegation, and

(b) a function which is a duty imposed on the committee by the Act or by any other law.

22.2 Any sub-committee is to consist of such members of the association as the committee may appoint in its absolute discretion from time to time, subject to the consent of that member of the association.

22.3 The exercise of any function which has been delegated to a sub-committee may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

22.4 A delegation may be made subject to such conditions or limitations as to the exercise of any function or any other matter, as may be specified in the instrument of delegation.

22.5 Despite any delegation under this clause, the committee may continue to exercise any function delegated.

22.7 Any act or thing done or suffered by a sub-committee acting within the terms and conditions of the exercise of a delegation under this clause, has the same force and effect as it would have if it had been done or suffered by the committee.

22.8 The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.

22.9 A sub-committee may meet and adjourn as it thinks proper.

23. **Voting and decisions**

23.1 Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.

23.2 Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

23.3 Subject to clause 21.5, the committee may act despite any vacancy on the committee.

23.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

PART 4 - GENERAL MEETINGS

24. **Annual general meetings (holding of)**

24.1 The association must hold its first annual general meeting within eighteen (18) months after its registration under the Act.

24.2 The association must hold its annual general meetings:

(a) within six (6) months after the close of the association's financial year; or

(b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

25. **Annual general meetings (calling of and business at)**

25.1 The annual general meeting of the association is, subject to the Act and to clause 24, to be convened on such date and at such place and time as the committee thinks fit.

25.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the committee reports on the activities of the association during the last preceding financial year;

(c) to elect the members of the committee; and

(d) to receive and consider any financial statement or report required to be submitted to members under the Act.

25.3 An annual general meeting must be specified as such in the notice convening it.

26. **Special general meetings (calling of)**

26.1 The committee may, whenever it thinks fit, convene a special general meeting of the association.

26.2 The committee must, on the requisition in writing of at least ten (10) per cent of the total number of members, convene a special general meeting of the association.

26.3 A requisition of members for a special general meeting:

(a) must state the purposes of the meeting; and

(b) must be signed by the members making the requisition; and

(c) must be lodged with the secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

26.4 If the committee fails to convene a special general meeting to be held within one (1) month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.

26.5 A special general meeting convened by a member must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

27. **Notice**

27.1 Regardless of the business to be transacted, the secretary must, at least seven (7) days before the date fixed for the holding of the general meeting, give notice to each member of the association specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting, which must include any intention to propose a special resolution of the association.

28. **Quorum for general meetings**

28.1 No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.

28.2 Five (5) members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

28.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

(a) if convened on the requisition of members, is to be dissolved; and

(b) in any other case, is to stand adjourned to such date and time as the president determines.

28.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

29. **Presiding member**

29.1 The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.

29.2 If the president and the vice-president are absent or unwilling to act, the members present must elect one member of the association present by simple majority to preside as chairperson at the meeting.

30. **Adjournment**

30.1 The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

30.2 If a general meeting is adjourned for fourteen (14) days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

30.3 Except as provided in this clause, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31. **Making of decisions**

31.1 A question arising at a general meeting of the association is to be determined by either:

(a) a show of hands; or

(b) if on the motion of the chairperson or if five (5) or more members present at the meeting decide that the question should be determined by a written ballot, a written ballot.

31.2 If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

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

32. **Special resolutions**

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

33. **Voting**

33.1 On any question arising at a general meeting of the association a member has one (1) vote only.

33.2 In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

33.3 A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

34. **Proxy votes permitted**

34.1 Any member may, in writing, appoint a proxy to vote on their behalf either at the absolute discretion of the proxy of otherwise as directed by the member appointing the proxy in writing.

35. **Postal ballots**

35.1 The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).

35.2 A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

PART 5 - MISCELLANEOUS

36. **Insurance**

36.1 The association may effect and maintain insurance.

37. **Funds (source)**

37.1 The funds of the association are to be derived from annual membership fees, donations, sponsorships and, subject to any resolution passed by the association in general meeting, such other sources as the committee may determine from time to time.

37.2 All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.

37.3 If requested, the association must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. **Funds (management)**

38.1 Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines from time to time.

38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the committee who are authorised to do so by the committee.

38.3 The treasurer will otherwise be responsible for the day to day operation of any bank or financial institution accounts of the association.

39. **Change of name, objects and constitution**

39.1 An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

40. **Custody of books**

40.1 Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

41. **Inspection of books**

41.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour, subject to the reasonable availability of the committee members:

(a) records, books and other financial documents of the association;

(b) this constitution; and

(c) minutes of all committee meetings and general meetings of the association.

41.2 A member of the association may obtain a copy of any of the documents referred to in this clause on payment of a fee of $1.00 for each page copied.

42. **Service of notices**

42.1 For the purpose of this constitution, a notice may be served on or given to a person:

(a) by delivering it to the person personally; or

(b) by sending it by pre-paid post to the address of the person; or

(c) by sending it by email to the email address for the person; or

(d) by sending it by SMS to the telephone number of the person; or

(e) by posting it on any form of social media to which the member is a subscriber.

42.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) in the case of a notice sent by email, immediately after the email is sent; and

(d) in the case of a notice sent by SMS, immediately after the SMS is sent; and

(e) in the case of a notice posted on social media, immediately after such notice is posted.

43. **Financial year**

43.1 The financial year of the association is:

(a) each twelve (12) month period commencing on 1 November and ending on 31 October; and

(b) for the 2024/2025 financial year, commencing on 1 October 2024 and ending on 31 October 2025.