

Litchfield Football Club Incorporated



CONSTITUTION & RULES

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Constitution of the Litchfield Soccer Club Incorporated

1. Name

The name of the Club shall be “Litchfield Football Club Incorporated (hereinafter called ‘the Club’).

2. Address

The ‘Registered Address’ of the Club will be at “**PO Box 220, PALMERSTON NT 0831** or such place or other as the Committee may, from time to time, determine.

3. Basic Objects –

The Basic Objects of the Club are:

- a. To promote, foster and encourage the game of Association Football in the rural area.
- b. To promote and encourage participation in ‘off field’ activities related to the effective running of the Club, social, cultural and other sporting activities by members and non-Members, of any age – who may be desirous of joining in such social and sporting activities as may be fostered and promoted by the Club;
- c. To take such steps as may be necessary, or desirable, for preventing infringement of the rules of Association Football;
- d. To foster and promote interchange of ideas, and to arrange affiliation, with Clubs, Associations or Bodies with similar objects in the Northern Territory, Australia and Overseas;
- e. To promote fun, fitness and fairness as an integral feature of the clubs philosophy.

4 Additions to the Basic Objects

4.1 In addition to the basic objects of the Club, the objects and purposes of the Club shall be deemed to include:

- a. The purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Club;
- b. The buying, selling, supply of and dealing in, goods of all kinds;
- c. The construction, maintenance and alteration of buildings or works necessary or convenient for any of the objects or purposes of the Club;
- d. The accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Club;
- e. The taking of such steps from time to time as the Committee or the Members in a General Meeting may deem expedient for the purposes of procuring

contributions to the funds of the Club, whether by way of donations, subscriptions or otherwise;

- f. The printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the Committee or the Members in a General Meeting may think desirable, for the promotion of the objects or purposes of the Club;
- g. The borrowing and raising of money in such manner, and on such terms, as the Committee may think fit, or as may be approved or directed by resolution of the Members at a General Meeting;
- h. Subject to the provisions of the Trustee Act, the investment of any moneys of the Club, not immediately required for any of its objects or purposes, in such manner as the Committee may from time to time determine;
- i. The establishment and support, or aiding in the establishment and support, and convenience calculated to benefit servants, or past servants, of the Club and their dependants, and the granting of pensions, allowances, or other benefits to servants, or past servants, of the Club and their dependants, and the making of payment towards insurance in relation to any of those purposes;
- j. The establishment and support, or aiding in the establishment and support, of any other Club formed for any similar object of the Club; and
- k. The purchase or acquisition, and undertaking, of all or any part of the property, assets, liabilities, and engagements of any Club with which the Club may at any time become amalgamated in accordance with the provisions of the Act and the rules of the Club.

- 4.2
 - a. To enter into arrangements with any Government, Municipal or Local Authority, and to obtain from any such Government or Authority, any rights, privileges or concessions which the Committee may think desirable to obtain, carry out, exercise or comply with any arrangements; and
 - b. The doing of all such other lawful things as are incidental or conducive to the attainment of the objects of the Club, or any of the objects and purposes specified in the fore-going provisions of this sub-rule.

5 **Club Colours**

- 5.1 The colours of the Club shall be White, Red and Black, or such other colours as the Committee shall determine from time to time.

6 **Membership**

- 6.1 The following shall be the Classes of Membership of the Club:
 - a. Financial players registered with the FFNT and the NZC.
 - b. Non-Playing Members, being Office Holders, Coaches, Managers, Parents of junior players U18;
 - c. Honorary Members – being persons nominated and elected as set in rule 6.4 of this constitution. They shall be entitled to the rights of a Member from the date of their election for a period ending at the completion of the Club's financial year and shall not be required to pay any Annual Subscription; and

- d. Life Members – being persons nominated and elected as set in Rule 35 of this Constitution. They shall be entitled to the same voting rights as a Member but shall not be required to pay any Annual Subscription. In the event that a Life Member becomes a financial member of another Soccer club, they will forfeit their rights as a Life Member of the Club for the duration of their financial obligations to the other club.
- 6.2 A person is eligible to be a Member of the Club on payment of the Annual Subscription prescribed in, or fixed under, these rules.
 - 6.3 The nomination of a person for honorary membership of the Club shall be as decided by the Committee, or:
 - a. Shall be made in writing, signed by 2 (two) financial Members of the Club;
 - b. Shall be accompanied by the written consent of the person nominated (which may be endorsed in the nomination form); and
 - c. Shall be lodged with the Registrar of the Club.
 - 6.4 As soon as is practicable after the receipt of a nomination for honorary membership, the Registrar shall refer the nomination to the Committee.
 - 6.5 Upon a nomination for honorary membership being approved by the Committee, the registrar shall, notify the nominee in writing that they have been approved for membership of the Club. And, upon receipt of the sum payable – if applicable – by or on behalf of the nominee as their first year's subscription, shall enter the nominee's name in a register of Members of the Club.
 - 6.6 Members may elect to Life Membership of the Club any person whom they desire to recognise as having given devoted and outstanding service to the Club.
 - 6.7 A person or persons may be specially nominated for Life membership for outstanding effort and achievement on behalf of the Club and currently actively engaged in furthering the Club's aims.
 - 6.8 Subject to Rule 6.7 to qualify for Life Membership, the person(s) nominated must have been directly associated with the Club for a period of not less than 3 (three) continuous years and have been actively engaged in furthering the aims of the Club.
 - 6.9 A maximum of 2 (two) persons may be submitted for election as Life Members in any given year.
 - 6.10 All nominations for Life Membership shall be in writing giving reasons and signed by 5 (five) Members of the Club and shall be in the hands of the Secretary not later than 21 (twenty-one) days prior to the next general meeting of the Club.
 - 6.11 Two-thirds of the Members present at the General Meeting must be in favour of the person nominated before they shall be declared as elected as a Life member of the Club.

- 6.12 A Life member shall be entitled to receive notices of all meetings of the Club and attend such meetings.
- 6.13 A life member shall be entitled to receive invitations to all functions held by the Club and if necessary receive entry tickets at no cost.
- 6.14 Announcement of Life membership is to occur at the Club's end-of-year functions.
- 6.15 A Member of the Club may at any time resign from the Club by delivering, or sending by post, to the Registrar a written notice of resignation. Any subscription or financial obligation due by that Member at the time the resignation is received by the Registrar shall not be discharged by the resignation.
- 6.16 Upon receipt of a notice under Rule 6.15, the Registrar shall remove the name of the Members from the register of members.
- 6.17 A right, privilege or obligation of a person by virtue of their membership of the Club:
 - a. Is not capable of being transferred or transmitted to another person; and
 - b. Terminates upon cessation of their membership, either by death, resignation or otherwise.

7 Annual Membership Fees

- 7.1 Annual subscription payable by Members shall be determined at the last committee Meeting of the financial year for:
 - a. Registered Financial Players
 - b. Affiliated (Parents) Members; and
 - c. Other Non-Playing Members.
- 7.2 The Members at an Annual General Meeting by means of a Special Resolution may alter the amount of annual subscription from time to time.
- 7.3 The annual subscription of a member is due, and payable, on or before a day specified at the last Committee Meeting of the financial year.
- 7.4 A member, not being an Officer of the Club or an ordinary committee person, who has not paid their subscription within 21 (twenty-one) days of it falling due, shall be considered to be un-financial. They shall therefore be unable to vote at any meeting, and shall be deemed not to be a Member for the purposes of Rule 14.2.
- 7.5 A member, who has not paid their subscription within 21 (twenty-one) days of it falling due, shall be considered to be un-financial and therefore unable to participate as a player in any team playing under the auspices of the Club.

- 7.6 The Management Committee may accept partial payment or waive payment of subscription in cases of hardship, where it is deemed that payment would cause undue hardship.
- 7.7 A notice may be served, by or on behalf of the Club, upon any Member either personally or by sending it through the post in a pre-paid letter to the Member at their usual or last known place of abode.

8 **Transfer Clearance**

- 8.1 A playing Member who wishes to seek clearance from the Club to play with another Club or Club shall give 14 (fourteen) days notice, in writing, to the Secretary. This does not happen. Why not automatic u11 & subject to FIFA guidelines

9 **Membership Expulsion**

- 9.1 Subject to this rule the Committee may expel a Member of the Club if, in the opinion of the Committee, the Member has been found guilty of conduct detrimental to the interests of the Club or the Football Community in general.
- 9.2 The expulsion of a Member pursuant to Rule 9.1 does not take effect:
- a. Until the expiration of 14 (fourteen) days after the service on the Member of a notice under Rule 9.3; or
 - b. If the Member exercises their right to appeal under this rule, until the conclusion of an Executive Committee Meeting convened to hear the appeal.
- 9.3 Where the Committee expels a Member from the Club, the Secretary of the Club shall, , cause to be served on the Member a notice in writing:
- a. Stating that the Committee has expelled the member;
 - b. Specifying the grounds for expulsion; and
 - c. Informing the Member that if they so desire, they may within 14 (fourteen) days after the service of the notice on them, appeal against the expulsion as provided in this rule.
- 9.4 Where an appeal is lodged a special general meeting will be held to hear the appeal and both sides given the opportunity to put their case. The meeting must, by resolution, confirm or set aside the decision to expel the member. The expulsion does not take affect until the appeal is heard

10 **Income and Expenditure**

- 10.1 The income and property of the Club, however derived, shall be applied solely towards the promotion of the objects and purposes of the Club, and no portion thereof shall be paid or transferred, directly or indirectly by dividend, bonus or otherwise to any Member of the Club.

10.2 The Club shall not:

- a. Appoint a person who is a Member of the Committee to any Office of the Club to the holder of which there is payable any remuneration by way of salary, fees or allowances; or
- b. Pay any such person any remuneration or other benefit in money or money's worth (other than repayment of out-of-pocket expenses).

10.3 Nothing in the foregoing provisions prevents the payment in good faith to a servant or Member of the Club of:

- a. Remuneration in return for service actually rendered to the Club by the servant or Member or for goods supplied to the Club by the servant or Member in the course of ordinary business;
- b. Interest at a rate not exceeding that which may be set by resolution from time to time on moneys lent to the Club by the servant or Member; or
- c. A reasonable and proper sum by way of rent for premises let to the Club by the servant or Member.

11 **Financial Year**

11.1 The financial year of the Club is the period beginning on the first day of January of each year and ending on the last day of December of that year

12 **Financial Record Keeping**

12.1 True accounts shall be kept:

- a. Of all sums of money received and expended by the Club and the matter in respect of which the receipt or expenditure takes place; and
- b. Of the property, creditors and liabilities of the Club.

And subject to any reasonable restrictions as to the time and place of inspecting that may be imposed by the Club for the time being, those accounts shall be open to the inspection of the Members of the Club.

12.2 The Treasurer of the Club shall keep all general records, accounting books and records of receipts and expenditure connected with the operations and business of the Club in such form and manner as the Committee may direct.

12.3 The accounts, books and records referred to in Rule 8.1 and 8.2 shall be kept at the Club's office or at such other place as the Committee may decide.

13 **Bank Accounts**

13.1 The Committee shall cause to be open, with such bank as the Committee shall select, a banking account in the name of the Club into which all money's received shall be paid by the Treasurer, as soon as possible after receipt thereof.

The Treasurer of the Club shall, on behalf of the Club, receive all moneys paid to the Club and issue official receipts. All funds of the Club must be deposited into the Club's financial account no later than 5 working days after receipt or as soon as practicable after that day.

- 13.2 Except with the authority of the Committee, no payment of a sum exceeding \$100.00 (one hundred dollars) shall be made from the funds of the Club otherwise than by a cheque drawn on the Club's bank account.
- 13.3 Committee may provide the Treasurer, Registrar and the Canteen Manager with a cash float sum to meet urgent expenditure, subject to the observance of such conditions in relation to the use and expenditure thereof as the Committee may impose.
- 13.4 No cheques shall be drawn on the Club's bank accounts except for the payment of expenditure that has been authorised by the Committee.
- 13.5 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, shall be signed by 2 Members of the Committee .

14 **Auditors**

- 14.1 At each Annual General Meeting of the Club, the Members present shall appoint a person, or persons, as Auditor(s) of the Club.
- 14.2 A person so appointed shall hold office until the next Annual General Meeting following their appointment, and is eligible for re-appointment.
- 14.3 If an appointment is not made at an Annual General Meeting, the Committee shall appoint an auditor(s) of the Club for the then current financial year of the Club.
- 14.4 The auditor(s) may only be removed from office by special resolution.
- 14.5 If a casual vacancy occurs in the office of auditor during the course of a financial year of the Club, the Committee may appoint a person(s) as the auditor(s), and the person(s) so appointed shall hold office until the next succeeding Annual General Meeting.

15 **Auditing of Accounts**

- 15.1 Once at least, in each financial year of the Club, the auditor(s) shall examine the accounts of the Club.
- 15.2 The auditor(s) shall certify as to the correctness of the accounts of the Club and shall report thereon to the Members present at the Annual General Meeting.
- 15.3 In their report, and in certifying the accounts, the auditor(s) shall state:
 - a. Whether they have obtained the information required by them;

- b. Whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Club according to the information at their disposal and the explanations given to them and as shown by the books of the Club; and
- c. Whether the rules relating to the administration of the funds of the Club have been observed.

15.4 The Treasurer of the Club shall cause to be delivered to the auditor(s) a list of all the accounts, books and records of the Club.

15.5 The auditor(s):

- a. Has the right of access to the accounts, books, records, vouchers and documents of the Club;
- b. May require from the servants of the Club such information and explanations as may be necessary for the performance of /their duties as auditor(s);
- c. May employ persons to assist /them in investigating the accounts of the Club; and
- d. May, in relation to the accounts of the Club, examine any Member of the Committee or any servant of the Club.

16 **Annual General Meeting**

16.1 The Club shall, in each year, hold an Annual General Meeting.

16.2 The Annual General Meeting shall be held by the end of March of the new financial year.

16.3 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

16.4 The Annual General Meeting shall be specified as such in the notice convening it.

16.5 The ordinary business of the Annual General meeting shall be:

- a. To confirm the minutes of the last preceding Annual General Meeting and of any Special General Meetings held since that meeting;
- b. To receive from the Committee, auditor and servants of the Club, reports upon the transactions of the Club during the last preceding financial year;
- c. To elect the Officers of the Club and the ordinary Committee persons;
- d. To appoint the Auditor(s) and determine /their remuneration; and
- e. To determine the remuneration of the servants of the Club.

16.6 The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.

16.7 The minimum number of Members required to constitute a quorum for the purpose of conducting an Annual General Meeting is 20 (twenty). Parents of junior players registered in the previous season are considered to be eligible Members.

16.8 Nominations for the committee will be accepted up to the start of the AGM. Nominations will not be accepted from persons under 18 years of age.

17 **Special General Meeting**

17.1 The Committee may, convene a Special General Meeting of the Club.

17.2 The Committee shall, on the requisition in writing of not less than 5 (five) paid up Members, convene a Special General Meeting of the Club.

17.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the requisitioners and deposited at the office of the Club. It may consist of several documents in like form each signed by one or more of the requisitioners.

17.4 If the Committee does not cause a Special General Meeting to be held within 21 days from the date on which the requisition is deposited at the office of the Club, the requisitioners – or any one of them – may convene the meeting. Any meeting so convened shall not be held after 3 (three) months from the date of the deposit of the requisition.

17.5 A Special General Meeting convened by the requisitioners in pursuance of this Constitution shall be convened in the same manner as that in which the Committee convenes those meetings. All reasonable expenses incurred in convening the meeting shall be refunded to the person(s) incurring them.

18 **Notification of an Annual or Special General Meeting**

18.1 The Secretary of the Club shall, at least 30 (thirty) days before the date fixed for holding an Annual General Meeting or at least 21 (twenty one) days before the date fixed for holding a Special General Meeting of the Club, cause to be inserted in at least one newspaper published in the Darwin region, an advertisement. Such advertisement shall specify the place, day and time for the holding of the meeting, and the nature of the business to be conducted thereat. The audited statements of the club must be available to members 14 (fourteen) days prior to the Annual General Meeting.

18.2 If a quorum is not achieved on the appointed day the Annual General Meeting will be postponed for 7 (seven) days.

19 **Chairperson of General Meeting**

19.1 The presiding President – or in their absence – the Vice-President or in their absence the Treasurer, shall preside as Chairperson.

19.2 At an AGM the new president will preside once elected.

19.3 If the President (Chairman/Secretary) and the Vice-President and both the Secretary and the Treasurer are absent from a General Meeting, the Members present shall elect one of their number to preside as Chairperson thereat.

20 **Voting at a General Meeting**

20.1 A question arising at a General Meeting of the Club shall be determined on a show of hands. And, unless before or on the declaration, of the result of the show of hands a poll is determined, a declaration by the Chairperson that a resolution has – on a show of hands – been carried, carried unanimously, carried by a particular majority or lost - an entry to that effect in the minute book of the Club is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

21 **Voting Rights at a General Meeting**

21.1 Upon any question arising at a General Meeting, a Member has one vote only.

21.2 All votes shall be given personally.

21.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second, or casting vote.

21.4 Members who are not financial shall not be entitled to vote.

22 **The Role of the Management Committee**

22.1 A Management Committee constituted as provided in Rule 21 shall manage the affairs of the Club.

22.2 The Committee:

- a. Shall control and manage the business and affairs of the Club;
- b. May, subject to the Constitution and Rules, exercise all such powers and functions as may be exercised by the Club;
- c. Subject to the Act and this Constitution, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club;
- d. Shall appoint the Coach and Manager for each team which play under the auspices of the Club; and
- e. May make rules for the good administration of the Club, to be ratified and promulgated following the Annual General Meeting.

23 **Positions on the Management Committee**

23.1 The Officers of the Club shall be:

- a. The President;
- b. The Vice-President

- c. The Secretary;
- d. The Treasurer;
- e. The Registrar; and
- f. 5 (five) Ordinary Members.

23.2 The Management Committee may appoint or nominate a Patron, and as many Vice-Patrons as they may from time to time decide. The Patron or a Vice-Patron may be appointed for any period of time not exceeding 5 (five) years and is eligible for re-appointment.

24 **Election of the Management Committee**

24.1 The Management Committee shall consist of the 11 (eleven) officers elected as per Rule 23.1. Each officer shall be elected at the Annual General Meeting of the Club in each year. Duty Statements for each position are attached to this Constitution, which the Management Committee may, from time to time, amend.

24.2 Each ordinary committee person shall, subject to this Constitution, hold office until the Annual General Meeting after the date of their election, but is eligible for re-election.

24.3 In the event of a casual vacancy occurring in the office of an ordinary committee person, the Committee may appoint a Member of the Club to fill the vacancy. The Member so appointed shall hold office, subject to this Constitution until the conclusion of the Annual General Meeting next following the date of their appointment.

25 **Voting of a Committee Member**

25.1 If the number of nominations received is equal to the number of vacancies to be filled, the person(s) nominated shall be deemed to be elected.

25.2 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

25.3 The ballot for the election of officers and ordinary committee members shall be conducted at the Annual General Meeting in such usual and proper manner as the Chairperson may direct.

25.4 If vacancies remain on the Committee after the declaration of 25.1 & 25.2, additional nominations of committee members may be accepted from the floor of the annual general meeting.

25.5 If the number of nominations received is equal to the number of vacancies to be filled, the person(s) nominated shall be deemed to be elected.

25.6 If the nominations from the floor are less than the number of vacancies remaining, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with 21.3

26 **Vacancy on the Committee**

- 26.1 For the purposes of this Constitution, the office of committee member becomes vacant if the member:
- a. Dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - b. Becomes bankrupt, applies to take or takes advantage of any law relating to bankrupt or insolvent debtor or compounds with their creditors, or makes any assignment of their estate for their benefits;
 - c. Resigns their office by giving written notice to the Committee;
 - d. Ceases to be a resident of the Northern Territory;
 - e. Fails, without leave granted by the Committee, to attend 3 (three) consecutive meetings of the Committee; No by they time they have missed 3 in a year it will be AGM time.
 - f. Ceases to be a Member of the Club; or
 - g. Fails to pay all arrears of subscription due by them within 14 (fourteen) days after they have received notice in writing, signed by the Secretary stating that they have ceased to be a financial Member of the Club.

27 **Meetings of the Management Committee**

- 27.1 The Committees shall meet at least once in every month during the season, and at least once every 2 (two) months during the rest of the year, at such place and at such time as the Committees shall determine.
- 27.2 The Chairperson or any of its members may convene special Meetings of the Committee.
- 27.3 Notice shall be given to members of the Committees of any Special Meetings, specifying the general nature of the business to be conducted, and no other business shall be conducted at such a meeting.
- 27.4 Any 3 (three) members of the Committees will constitute a quorum for the transaction of business of a meeting of the Committees.
- 27.5 At meetings of the Committee the President, will preside as Chairperson. If the President is absent, the Vice-President, or Secretary will preside in their absence. or if all are absent the Treasurer shall preside as Chairperson.
- 27.6 Questions arising at meetings of the Committee, or any sub-committee appointed by the Committee, shall be determined on a show of hands, or if demanded by a member, by a poll taken in such manner as the Chairperson of the meeting may decide.
- 27.7 Each member present at a meeting of a committee, or of any sub-committee appointed by the Committee (including the Chairperson) is entitled to 1 (one) vote

and, in the event of an equality of votes on any question, the Chairperson may exercise a second or casting vote.

- 27.8 Adequate notice of each meeting shall be served on each member of the committee. This shall be done by informing them at a reasonable time before the meeting or by sending by post email addressed to them at an email address provided by them for such notices in time to reach them before the date of the meeting.

28 **Conflict of Interest**

- 28.1 A member of a Committee who has a direct or indirect pecuniary interest in any contract or arrangement made, or proposed to be made, with the Club shall disclose their interest at the first meeting of the committee at which the contract or arrangement is first taken into consideration.
- 28.2 If a member of a Committee becomes interested in a contract or arrangement after it is made or entered into, they shall disclose their interest at the first meeting of the Committee after they becomes so interested.
- 28.3 No member of the Committee shall vote as a member of the committee in respect of any contract or arrangement in which they have an interest, and if they do so vote the vote shall not be counted.

29 **Sub Committees of the Management Committee**

- 29.1 A Committee may at any time appoint a sub-committee from the Committee as it may think fit, and shall prescribe the powers and functions thereof.
- 29.2 A Committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are Members of the Club - subject to endorsement by the Management Committee. A person so co-opted is not entitled to vote.
- 29.3 3 (three) appointed members of a sub-committee constitute a quorum at a meeting of a sub-committee.
- 29.4 The Chairperson of the sub-committee is responsible for calling all meetings of the sub-committee.
- 29.5 Adequate notice of each sub-committee meeting shall be served on each member of the sub-committee by informing them at a reasonable time before the meeting. Or by sending by an email addressed to them at an email address provided by them for such purpose, in time to reach them before the date of the meeting.
- 29.6 The President, Vice-President, Secretary, Registrar and Treasurer constitute an Executive, which may issue instructions to servants of the Club in matters of urgency connected with the management of the affairs of the Club during the intervals between meetings of the Management Committee. And where any such instructions are issued shall report thereon to the next meeting of the Committee.

30 **Dispute Resolution**

- 30.1 Subject to this rule, a dispute between a Member of the Club, in their capacity as a Member and the Club, shall be determined by Members at a Management Committee Meeting within 14 days of the dispute coming to the attention of the committee.
- 30.2 If the parties are unable to resolve the dispute or if a party fails to attend the meeting then a mediator must be appointed within 10 days by the committee
- 30.3 The mediator cannot be party to the dispute or a member of the management committee but can be a member of the club
- 30.4 The parties must enter mediation in good faith
- 30.5 If the mediation fails then the parties may seek to resolve the issue in accordance with the law

31 **Common Seal**

- 31.1 The Seal of the Club shall be in the form of a rubber stamp, inscribed with the name of the Club encircling the 'Seal'.
- 31.2 The 'Seal' of the Club shall not be affixed to any instrument, except by the authority of the Executive Committee. The affixing thereof shall be attested by the signatures, either of 2 (two) members of the Management Committee, or by the Secretary and such other person as the Executive Committee may appoint for the purpose. That attestation is sufficient for all purposes that the 'Seal' was affixed by authority of the Management Committee.
- 31.3 A record of the every use of the common seal shall be kept by the Secretary.
- 31.4 The 'Seal' shall remain in the custody of the Secretary.

32 **Winding up of the Club**

- 32.1 The Club may be wound up by a decision at a Special or Annual General Meeting of the Club, decided by a majority comprising 75% of the voting Members present. Providing the Notice of Motion has been forwarded to all Members at least 21 (twenty one) days prior to the meeting. For the purpose of this vote, members attending shall be deemed to constitute a quorum.
- 32.1 In the event of the Club being wound up, any surplus assets remaining after the payment of the Club's liabilities shall, at the discretion of the Committee, be transferred to another Organisation. Providing it is approved by the Commissioner of Taxation as a Public Benevolent Institution (for the purposes of Income/Goods & Services or Fringe Benefits Tax), and such Organisation having objects similar to those of the Club, or shall be donated to charities as determined by the Special General Meeting.

33 **Constitution Amendments**

- 33.1 Amendments to the Constitution may only be made at an Annual General Meeting and shall thereafter be promulgated to all members of the Club.
- 33.2 No amendment shall be made to this Constitution unless approved by 75% of the Members at the Annual General Meeting.