

KINCUMBER ROOS

FOOTBALL CLUB

INCORPORATED

(Incorporated Registration Number: Y0791806)



CONSTITUTION

Updated 21 November 2023

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CONSTITUTION

1. The name of the club shall be KINCUMBER ROOS FC INCORPORATED (the '**CLUB**').
2. The CLUB shall be affiliated to CENTRAL COAST FOOTBALL LIMITED ('**CCF**').
3. The CLUB's primary colours are MAROON and GOLD. The arrangement of these colours (including any additions or exclusions) must be decided by a two-thirds majority at either an Annual General Meeting ('**AGM**') or Extraordinary Meeting. All changes are subject to approval by CCF.
4. The Home Ground of the CLUB shall be the ground bounded by Avoca Drive, Davies Street and Killuna Drive located in Kincumber, New South Wales (NSW) 2251. The field is known as '**Frost Reserve**'. The CLUB may also use and refer to any other grounds as Home Grounds that are purchased, gifted or allocated to the CLUB.
5. The CLUB shall adopt the laws of football as laid down from time to time by CCF.
6. The objectives of the CLUB are:
 - 6.1 to foster, promote and develop football in the Kincumber and surrounding districts;
 - 6.2 to acquire, prepare and maintain football grounds and other facilities deemed appropriate for the promotion of the objects of the CLUB;
 - 6.3 to print and publish any periodical, brochure, programme or any other promotional material that the CLUB believes appropriate for the promotion of the CLUB;
 - 6.4 to control football by adhering to the rules and laws of the game as laid down by the Fédération Internationale de Football Association ('**FIFA**') or as amended and approved by CCF;
 - 6.5 to give permission for the exclusive, non – exclusive or limited right to use the CLUB name or emblem providing it directly or indirectly benefits the CLUB;
 - 6.6 to appoint, employ, remove or suspend any coaches, managers, volunteers, workers or any other persons as may be necessary for the purpose of the CLUB and for the promotion of the game;
 - 6.7 to borrow, raise or secure the payment of money in such manner as the CLUB deems appropriate. In addition, to secure the payment or performance of any debt, contract, guarantee or other engagement incurred or to be entered into by the CLUB in any way. In particular, by the issue of debentures, perpetual or otherwise charged upon all or any of the CLUB's property (both present and future) and to purchase, redeem or pay off any such securities;

- 6.8 to sell, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the CLUB to further its objectives;
- 6.9 to safeguard the income and property of the club, no portion of any income or property shall be paid to or transferred directly or indirectly by way of dividend, bonus or otherwise amongst the Members of the CLUB. This does not prevent the CLUB from paying a member for services actually rendered to the CLUB or reimbursing certain expenditures, both of which must be approved by the Executive.
- 6.10 that the liability of the Members of the CLUB is limited;
- 6.11 that every Member of the CLUB undertakes to contribute to the assets of the CLUB in the event the CLUB is wound up during the time that their membership is in effect. This applies to re payment of the debts and liabilities of the CLUB contracted before the time at which they ceased to be a member. The liability of members shall not exceed twenty dollars (\$20:00) per Member;
- 6.12 if upon the winding up or dissolution of the CLUB there remains after satisfaction of all its debts and liabilities any property or amount whatsoever, the same shall be donated or transferred to some institution/s having similar objects to those of the CLUB; and
- 6.13 true accounts shall be kept of the sums of money received and expended by the CLUB including the details in which such receipt and expenditure has taken place. The financial details of the CLUB shall be open to inspection by any Office Bearer of the CLUB and if approved by the Executive Committee, then any member of the club. At least once each year the accounts of the CLUB shall be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised Institute, Association or Body of Accountants.

RULES

7. ADMENDENTS TO THE CONSTITUTION & BY-LAWS

7.1 The Constitution:

The Constitution and Rules may be altered or amended only at an AGM or Extraordinary Meeting. Any such alterations must be in writing and reach the Club Secretary not less than twenty-one (21) days prior to the AGM or Extraordinary Meeting. The Club Secretary must then give the necessary fourteen (14) days notice to members. A majority of two thirds of the Members present at an AGM, an adjourned AGM, or an Extraordinary Meeting shall be required to agree to any alterations or amendments to the Clubs Constitution and / or Rules shall be accepted.

7.2 The By-Laws:

The By-Laws contain the operating procedures of the CLUB and may be altered at any monthly meeting. Any such alterations shall be in writing and reach the Club Secretary not less than fourteen (14) days prior to the meeting. A majority of two thirds of the Members present at the meeting shall be required to agree to any alterations or amendments to the Clubs By-Laws for them to be accepted.

8. MEMBERS INFORMATION

8.1 Member

A Member of the CLUB shall be:

8.1.1 any registered financial player of the CLUB who is at least 18 years of age;

8.1.2 one parent or guardian of a registered financial player under the age of 18 of the CLUB;

8.1.3 any Life Member of the CLUB;

8.1.4 a person not being defined in Section 8 Part 1 clauses 1, 2 or 3 who is a registered Coach, Manager or Office Bearer of the CLUB;

8.1.5 any other person who in the opinion of the Executive Committee by virtue of their interest in the Clubs activities should be regarded as a Member;

8.2 Membership Fees

Annual registration fees shall be decided by the Executive. Registration fees must be paid in full before a player shall be regarded as being a financial player of the CLUB. The Executive Committee reserves the right to alter or waive such registration fees, or provide payments plans, if it is deemed by the Executive Committee that payment of such would create hardship.

8.3 Discipline of a Member

8.3.1 The Executive Committee reserves the right to refuse membership to any person(s) that is considered unsuitable for the CLUB.

8.3.2 The Executive Committee may suspend the membership of any Member permanently or temporarily.

8.3.3 All registration refusals and suspensions are subject to a members right to an appeal of the Executive Committee decision.

8.4 Right of Appeal by a Disciplined Member

8.4.1 Members Rights

A member may appeal against a resolution of the Executive Committee which is passed under RULE 8.3 within seven (7) days after notice of the resolution is served on the Member. The Member must lodge all appeals with the Secretary in writing.

8.4.2 Notice of Appeal Hearing

Upon receipt of a notice from a Member under RULE 8.4.1 the Secretary shall within seven (7) days convene a special meeting to hear the appeal

8.4.3 Appeal Hearing

At an appeal hearing convened under RULE 8.4.1

- a) no business other than the question of the appeal shall be transacted
- b) the Executive and the Member shall be given the opportunity to state their respective cases verbally or in writing or both to the Appeals Board.
- c) The Appeals Board shall vote on the question of whether resolution should be confirmed, resolved or varied as nominated by the Executive.
- d) the decision may be varied by a majority of the Appeals Board.

8.5 Period of Membership

8.5.1 The period of membership for each member shall be the first day of February in one year to the thirty – first day of January the following year for those Members defined in Section 8 Part 1 clauses 1, 2 and 3.

8.5.2 From the time of election or appointment until the next immediate AGM for those Members defined in Section 8 Part 1 clause 5.

8.5.3 For a period of time as deemed necessary by the Executive Committee or until the next immediate AGM whichever period shall expire first, for those Members defined in Section 8 Part1 clause 6.

9. LIFE MEMBERSHIP

Life Membership may be granted to persons who have given outstanding service over a minimum period of ten (10) years. Nominations for Life Member must be received by the Secretary no later than 14 days prior to the AGM, with written submission outlining reasons for nomination. The nomination must be approved by the Executive Committee prior to the AGM. If the nomination is approved by the Executive Committee, the nomination must also receive approval of a two – thirds majority of the eligible voters at any AGM. No more than two (2) Life members shall be selected during any year. Such persons shall be entitled to a special badge, which will provide entry to all CLUB functions, subject to the payment of any entry fees decided upon by the organising committee and will provide privileges of membership to the CLUB for life.

10. CLUB PATRON

A Patron is one who is elected at the AGM. They shall be entitled to attend all the Clubs committee meetings and speak from the floor but will not have the power to vote unless a committee member. The number of Patrons at any one time shall not exceed three (3).

11. CLUB STRUCTURE

11.1 The Office Bearers of the Executive Committee are to number five (5) and shall comprise of:

- President
- Vice President
- Club Secretary
- Treasurer
- Football Chairperson

11.2 The Football Committee and the Management Committee

The Office Bearers of the Football Committee and the Management Committee, excluding the Executive Committee, will comprise a number as deemed appropriate by the Executive Committee for the successful operation of the CLUB.

11.2.1 Football Committee positions

- Senior Men's Competition Teams Representative
- Women's Competition Teams Representative
- Junior Men's and Mixed Competition Teams Representative 12-14 years age groups

- Junior Men's and Mixed Competition Teams Representative 15-18 years age groups
- Non-Competition Coordinator 5–7 year age groups MIXED
- Non Competition Coordinator 5-11 year age group GIRLS ONLY
- Non-Competition Coordinator 8-9 year age groups
- Non-Competition Coordinator 10-11 year age groups
- Junior Development Officer
- Women's Development Officer
- Cadet Referee Coordinator
- Coaching Coordinator
- Cautions Coordinator

11.2.2 Management Committee positions

- Registrar
- Assistant Registrar
- Fixtures Officer
- Social and Events Coordinator
- Website Manager
- Social Media Manager
- Canteen Manager
- Merchandising Officer
- Equipment Officer
- Sponsorship and Marketing Officer
- Public Officer
- Ground Controller
- Liquor Licensee
- Member Protection Officer ONE
- Member Protection Officer TWO
- CCF Delegate ONE
- CCF Delegate TWO

11.3 Election of Office Bearers

11.3.1 All Office Bearers of the CLUB must retire their positions at the AGM.

11.3.2 All retiring Office Bearers are eligible for re-election.

11.3.3 All current members are eligible for election as an Office Bearer of the Executive Committee, Football Committee or Management Committee. Once elected, they hold their respective offices until the next AGM following their election, unless exceptional circumstances.

11.3.4 All appointments to the Executive Committee, Football Committee or Management Committee are honorary.

11.3.5 Written nominations will be accepted.

11.3.6 No Executive Committee positions should be held by any person that is a spouse, partner or family member of another Executive Committee member.

11.3.7 The Executive Committee of the CLUB have the powers to appoint any willing and suitable Member to fill a vacancy. Such appointee will hold office until the next General Meeting. They will then be eligible for re-election.

11.3.8 All contested elections for office are to be decided by secret ballot.

11.3.9 The General Meeting reserves the right to refuse appointment of Office Bearer to any person(s).

11.3.10 If the Executive Committee deems it appropriate for the successful operation of the CLUB, a person may hold concurrent positions on the committee, so long as they are not two (2) Executive Committee positions.

11.4 Vacation of Office Bearer

11.4.1 The position of an Office Bearer shall be vacated if they resign their office by notice in writing to the Club Secretary. Where deemed necessary, the Football or Management Committee shall demand that specific audits be conducted by an authorised body, approved by the Management Committee, before accepting the resignation of the Office Bearer.

11.4.2 An Office Bearer who, in the opinion of the Executive Committee, is found guilty of conduct detrimental to the good name or reputation of the CLUB may be suspended or removed from office by the Executive Committee, to be endorsed at the following General Meeting. Any such suspension of an Office Bearer shall be effective when the Office Bearer is officially notified and shall remain in force until a final decision is made at the following General Meeting.

11.4.3 If any Office Bearer of the Football Committee or Management Committee fails to attend three (3) consecutive –meetings without approval of the Executive Committee, the Executive Committee shall have the right to declare the seat vacant and must notify the said Office Bearer accordingly.

11.5 Responsibility of the Executive Committee

11.5.1 to oversee all the workings of the CLUB

11.5.2 to liaise with private individuals and public bodies in regard to sponsorship of monies for the benefit of the Members of the CLUB

11.5.3 to deal with anything occurring outside the normal running of the CLUB and to report to the next General Meeting

11.5.4 to appoint a person to fulfil the position of an Office Bearer of the Executive Committee, Football Committee or Management Committee in their temporary absence. This temporary appointment shall apply until the appointed Office Bearer returns from their temporary absence or unless Section 8 Part 3 is enforced. Any such temporary appointment must be confirmed at the next General Meeting.

11.6 Responsibility of the Executive, Football and Management Committee

The control and management of the CLUB shall be in the hands of the Executive, Football and Management Committee, and without limiting the generality of such management control, it shall have in particular the following powers.

11.6.1 maintain a set of By-Laws on the running of the CLUB.

11.6.2 to manage, control and maintain all building works and conveniences, which in the opinion of the Executive and Management Committee shall be necessary for the purpose of the CLUB and to the furtherance's of its objects

12 CLUB MEETINGS

12. 1 Voting Rights at Meetings

12.1.1 Only Members defined in Section 8 Part 1 shall be eligible to put forward a motion or nomination, and vote at CLUB meetings.

12.1.2 If a person satisfies one (1) or more of the criteria for being deemed to be a Member, then that person shall be entitled to one (1) vote only per voting motion at all Club meetings.

12.1.3 If a Member defined in Section 8 Part 1 clause 5 ceases to be a Member through having to vacate his / her position at the AGM then that person shall be entitled to vote at the AGM.

12.1.4 No proxy votes shall be accepted at any Club meetings

12.1.5 Prior to the commencement of meetings, the Chairperson or scrutineers must establish whether those present are eligible to vote.

12.2 Quorum at Meetings

Annual General Meeting	The minimum of three Executive Committee and seven (7) CLUB Members
Extraordinary Meeting	The minimum of three Executive Committee and seven (7) CLUB Members
General Meeting	Ten (10) CLUB Members of which 5 must be Office Bearers of the Executive, Football or Management Committee
Football or Management Committee Meetings	7 Office Bearers of the relevant Committee of which one (1) must not be the Chairman.
Executive Meetings	3 Office Bearers of the Executive Committee, of which one (1) must be either President or Club Secretary.

12.3 Procedure at Meetings

12.3.1 At all Meetings the President shall preside, except as provided for in 12.3.12.

12.3.2 If the President is unable to preside, the Vice President shall preside.

12.3.3 If the Vice President is unable to preside, the meeting shall appoint its own Chairperson.

12.3.4 The Chairperson shall have a casting vote only unless otherwise provided within this Memorandum of Association.

12.3.5 The procedure shall be such as is usual at meetings of Members of the CLUB and the ruling and decision of the Chairperson on any question of procedure shall be final.

12.3.6 The Chairperson shall appoint a secretary at the commencement of each meeting. The secretary shall record and distribute precise minutes of the meeting, with a copy being forwarded to the Club Secretary.

12.3.7 Every motion must be seconded.

12.3.8 The Chairperson shall have the right to limit the time during which each person may speak, except as otherwise provided within this Memorandum of Association.

12.3.9 Decisions made at meeting shall be recorded by resolution and shall be by the majority of votes of those present.

12.3.10 The declaration by the Chairperson as to the votes shall be final.

12.3.11 Voting shall be by a show of hands, unless a secret ballot is called for or as otherwise provided within this Memorandum of Association.

12.3.12 The Football Chairman shall preside over Football Committee meetings. If the Football Chairman is unable to preside, the President will preside. If the President is unable to preside, 12.3.1 through to 12.3.11 shall apply

12.4 Notice to Members of AGM and Extraordinary Meeting

The CLUB Secretary shall be responsible to notify each Member of the Football and Management Committees.

The CLUB Secretary shall publish the notice on the club website, social media and email not later than fourteen (14) days before the meeting, and provided that in cases where it is considered urgent action is necessary, the notice shall be such as the President shall consider sufficient.

12.5 Annual General Meeting

12.5.1 The AGM of the CLUB shall be held as soon as practicable between the last day of competition and the last day of November. If Government restrictions prevent in person attendance, virtual attendance is permitted. The business of the Meeting shall be as set out in the following agenda:

Call for Apologies

Reading of the minutes of the last A.G.M.

Adoption of these minutes

Reading of Annual Reports

Adoption of the Annual Reports

Reading of the Annual Balance Sheets

Adoption of the Annual Balance Sheets

Vacation of all Office Bearers positions

Installation of Returning Officers

Election of Office Bearers

Formation of Committees and Sub-committees

Election of Alternate Association Delegates (2) (elected from Executive members)

Election of Patron(s)

Election of CLUB Auditor(s)

Election of Life Member(s)

Motions of Notice

General Business

The Executive Committee to be elected at the AGM and the sequence in which voting shall take place is:

- President
- Vice President
- Club Secretary
- Treasurer
- Football Chairperson

The Football Committee and Management Committee to be elected at the AGM and the sequence in which voting shall take place is as follows.

Football Committee positions

- Senior Men's Competition Teams Representative
- Women's Competition Teams Representative
- Junior Men's and Mixed Competition Teams Representative 12-14 years age groups
- Junior Men's and Mixed Competition Teams Representative 15-18 years age groups
- Non-Competition Coordinator 5–7 year age groups
 - Non Competition Coordinator 5-11 year age group GIRLS ONLY
- Non-Competition Coordinator 8-9 year age groups
- Non-Competition Coordinator 10-11 year age groups
- Junior Development Officer
- Women's Development Officer
- Cadet Referee Coordinator
- Coaching Coordinator
- Cautions Coordinator

Management Committee positions

- Registrar
- Assistant Registrar
- Fixtures Officer
- Social and Events Coordinator
- Website Manager
- Social Media Manager
- Canteen Manager
- Merchandising Officer
- Equipment Officer
- Sponsorship and Marketing Officer
- Public Officer
- Ground Controller
- Liquor Licensee
- Member Protection Officer ONE
- Member Protection Officer TWO
- CCF Delegate ONE
- CCF Delegate TWO

Vacant positions can be appointed at a later date.

Failure to elect any one of the five (5) Office Bearers who comprise the Executive Committee shall result in the Returning Officers declaring the AGM void. The Returning Officers shall then reinstate the retiring Office Bearers and adjourn the AGM to a date to be fixed. Such other positions as are nominated by the outgoing Management Committee

12.6 Extraordinary Meeting

Extraordinary Meetings may be convened by the President, the Executive Committee, the Management Committee or any ten (10) or more Members to consider any special business concerning or affecting in any way the CLUB or its activities or progress including the passing or alterations of the Constitution or any matter affecting in any way Office Bearers or Members of the CLUB. The meeting shall be held within fourteen (14) days of receipt of request given to the Club Secretary in writing, stating the objects for which the meeting is called and briefly but not substantially the business to be brought before the meeting.

12.7 Executive Committee Meeting

The Executive Committee shall hold a regular meeting at least once each calendar month during the football season, and thereafter as required. This meeting shall be held on the first Monday of the month or another time as agreed upon by the incumbent committee and shall commence at the conclusion of the General Meeting or Football Committee Meeting or unless advertised / communicated otherwise. The Chairperson at an Executive Committee meeting shall be entitled to a deliberating vote.

12.8 General Meeting

A General Meeting of the CLUB shall be held every second month during the football season, on the alternate months to the Football Committee, and thereafter as required. This meeting shall be held on the first Monday of the month or another time as agreed upon by the incumbent committee and shall commence at 7:00pm or unless advertised / communicated otherwise. Football and Management Committee members shall be required to attend and report to the General Meeting.

The business of the meeting shall be as set out in the following agenda:

- Apologies
- Reading and confirmation of the minutes of the previous meeting
- Business arising out of the previous minutes
- Correspondence and Secretary report
- Reading of Financial Report
- Reports by Executive Committee Office Bearers
- Reports by other Office Bearers
- Reports by Association Delegates
- Motions of Notice
- General Business
- Date of next meeting

12.9 Football Committee Meeting

The Football Committee shall hold a meeting every second month during the football season, on the alternate months to the General Meeting, and thereafter as required. This meeting shall be held on the first Monday of the month or another time as agreed upon by the incumbent committee and shall commence at 7:00pm or unless advertised / communicated otherwise. The meeting will be convened by the Football Chairperson.

12.10 Appeals Board

12.10.1 The Appeals Board shall hold meetings as /when required. The Appeals Board shall consist of THREE (3) members – TWO (2) members from either the Football and or Management Committee and ONE life member. If no life member is able to attend, then ONE (1) member of the CLUB over the age of 18 shall attend.

12.10.2 The TWO (2) members from either the Football and or Management Committee will be decided by random selection. This selection will be done by the Football and Management Committee.

12.10.3 No Executive Committee office bearer is permitted to be on the Appeals Board.

13 FINANCE

13.1 Bank Account

The funds of the CLUB shall be banked at such accounts as may be determined from time to time by the Executive or Management Committee in the name of the CLUB, any two (2) of the President, Club Secretary or Treasurer to operate conjointly thereon. Provided that any cheque, bill or any other similar document may be endorsed by any one of the President, Club Secretary or Treasurer or person appointed as aforesaid for the purposes of the payment of such cheque, bill or other document to the credit of the Clubs account.

13.2 Books of Accounts

The CLUB shall cause proper books of account and or records to be kept with respect to

13.2.1 all sums of monies received and expended by the CLUB and the matter and manner in respect of which the receipt and expenditure takes place.

13.2.2 all purchases and disposal of property of any kind of the CLUB

13.2.3 the assets and liabilities of the CLUB

13.2.4 the books of accounts and relevant records of the CLUB shall be closed no later than the 30th day of September in each year and be duly audited by qualified accountant (elected at the previous AGM) in readiness to be presented at the AGM.

13.3 Inspection of Books of Account

The accounts, books, documents and records of the CLUB shall be available for inspection by any member of the Executive and Management Committee, or at the discretion of the Executive Committee by any Member of the CLUB. All accounts shall be presented and passed for payment at a monthly Executive Meeting and Bi-Monthly General Meeting and the minutes of such approval shall be included in the minute book. The Executive Committee shall have the power to authorise payment of only those accounts that cannot be held over for approval until the next General Meeting. Details of these accounts and subsequent payments must be detailed and included in the minute book at the following General Meeting.