

# FOOTBALL STANTHORPE INC. CONSTITUTION

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# **Football Stanthorpe Inc. Constitution**

## **1.0 THE MEANING OF WORDS AND EXPRESSIONS GIVEN BY THE ACT**

A word or expression that is not defined in these model rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

## **2.0 NAME**

Football (Soccer) is a product that is played world wide, and in Australia is owned by Football Australia. Stanthorpe has been appointed under licence to administer all Football Competitions in the area. The name of the incorporated association is Football Stanthorpe Inc. (hereinafter in this document referred to as FS). The colours of the Football Representative Teams shall be dark blue and white in such configuration as approved by the Zone Council and Football Queensland Limited.

## **3.0 OBJECTS**

The objects for which FS is established are:

- (a) To foster and develop the code of Football in all its aspects.
- (b) To manage and administer football within the district area (as defined by the State and National bodies, and the Zone Council).
- (c) To affiliate with and appoint Officials to Zone, State, National or other football or associated bodies to foster and develop football within and outside the FS district.
- (d) To foster, develop and promote refereeing, and to implement disciplinary procedures to ensure the orderly conduct of football in all its aspects.
- (e) To incorporate and include the courses, seminars, and other advice or information provided for the Standing Sub-Committee of Referees' within FS calendar and official publications.
- (f) To foster and develop coaching by incorporating clinics and courses conducted by the Standing Sub-Committee of Coaches or whomsoever within the FS calendar and official publications and to emphasize and implement procedures for the appointment of certified coaches to all age groups from Junior to Senior levels of football.
- (g) To embrace the administration of all the Junior Competition, Men's Competition, Women's Competition, Colts' Competition and over 35's competition within FS.
- (h) To manage competition football at all levels within the area of responsibility allocated to FS by Football Queensland Limited.
- (i) To maintain statistics and other records of the competitions run by FS on behalf of Football Queensland Limited.
- (j) To maintain records of individual players, coaches and referees involved in the competition managed by FS.
- (k) To ensure that the football competition managed by FS complies with the Rules, Regulations and By-Laws of Football Queensland Limited and the appropriate Zone Council.
- (l) To manage any disciplinary issues as they arise.
- (m) To ensure that open communication exists between FS and the Zone Council, Football Queensland and FS members.
- (n) To manage the financial relationship FS has with its members, the Zone and Football Queensland Limited.
- (o) To actively work towards the development and promotion of the game of football within the area of responsibility allocated to FS by Football Queensland Limited.
- (p) To actively enforce FIFA Rules regarding player conduct.

## **4.0 POWERS**

The powers of FS are

- (a) To take over the funds and other assets and liabilities of the present incorporated association known as the Stanthorpe Soccer Federation Inc, Football Stanthorpe Junior Association Inc and Stanthorpe Soccer Federation over 35's.

- (b) In furtherance of the objects of FS to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of FS or persons frequenting FS's premises.
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of FS, provided that in case FS shall take or hold any property which may be subject to any trusts FS shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (d) To enter into any arrangements with any person, Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of FS; to obtain from any such Government or Authority any rights, privileges and concessions which FS may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of FS.
- (f) To remunerate any person or body corporate for services rendered, or to be rendered, or promotion of FS in the furtherance of its objects.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance FS's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof; and further to acquire, lay out, improve, hold, use or turn to account in any way, football grounds or other athletic grounds, with all such pavilions, buildings, Social Club Rooms, erections and easements, and with all necessary fittings and accessories as FS shall deem advisable.
- (h) To invest and deal with the money of FS not immediately required in such manner as may from time to time be thought fit.
- (i) In furtherance of the objects of FS to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of FS.
- (j) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of FS but subject always to the proviso in sub –clause 4(c) herein.
- (k) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of FS in the shape of donations, annual subscriptions or otherwise.
- (l) To print and publish any newspapers, newsletters, periodicals, books or leaflets that FS may think desirable for the promotion of its objects.
- (m) To establish a Disciplinary Committee, under FFA National Disciplinary Policy guidelines, to control and implement the penalties and disciplinary measures adopted by FS; to establish such boards of appeal as may be deemed expedient.
- (n) To make donations for patriotic, charitable or community purposes.

## **5.0 CLASSES OF MEMBERS**

5.1 The membership of FS shall consist of the following classes of members:

- (a) Associate Members are– Individual persons of or over the age of 5 years who have applied to FS for membership and or have been formally accepted as members by clubs that are affiliated with FS.
- (b) Ordinary Members are – Registered playing members of football clubs and or other sporting bodies as FS may approve, Coaches, Club Officials, Referees', parents of "junior players".(refer registration of juniors as determined by Football Queensland)
- (c) Life Members are – Any person whom it is desired to recognise as having given devoted and outstanding service to FS and/or to the advancement of the code of football.
- (d) Honorary Members are – An invited or visiting guest officially invited by FS.

5.2 The number of Ordinary Members and Associate Members shall be unlimited. The permissible number of all other classes of membership shall (unless otherwise prescribed or regulated in this Constitution or the Regulations) be in the sole and absolute discretion of the FS Board.

## **6.0 MEMBERSHIP**

Membership will be recognised when:

- 6.1 a person who is a financial “Ordinary member” on the day that FS is incorporated, shall retain the same class of membership as that held under the previous Stanthorpe Soccer Federation Inc.
- 6.2 a person is financial and has fully completed the approved registration procedure as an “Ordinary” member as described in 5.1 (b)
- 6.3 an applicant such as described in 5.1 (a) who has applied for membership of FS other than the members of the incorporated FS must be proposed by one (1) member of FS (the proposer) and seconded by one (1) other member (the seconder) and approved by FS.
- 6.4 An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant’s proposer and seconder; and
  - (c) in the form decided by the FS Board or
  - (d) in the prescribed form used to register “Ordinary Members”

## **7.0 MEMBERSHIP SUBSCRIPTION FEE**

- 7.1 FS may impose such membership fees as it may determine from time to time subject to the prior approval of Football Queensland Limited. The membership fees shall be payable at such time and in such a manner as FS in consultation with the Zone Council and Football Queensland shall from time to time determine.

## **8.0 ADMISSION OF MEMBERS**

- 8.1 Registered playing members of football clubs in the FS competitions, including Coaches, Club Officials, Referees’, parents of “junior players”.(refer registration of juniors as determined by Football Queensland) shall be deemed a member as soon as their financial obligation if applicable has been met.
- 8.2 Every applicant for membership shall apply in such form and manner as prescribed by the FS Board from time to time.
- 8.3 On receipt by the Secretary of the signed application and subscription fees (if imposed), the FS Board will consider the application and decide if the applicant should be admitted to membership.
- 8.4 Any applicant who receives a majority of the votes of the members of the FS Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 8.5 Upon the acceptance or rejection of an application for membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection, delivering (if requested and at their expense) therewith a copy of this Constitution and the By-Laws of FS.
- 8.6 Such persons as may be admitted to membership in accordance with the Rules of Membership shall be entered into the Register and shall be members of FS unless and until such membership is terminated by virtue of the powers contained in the Rules of Membership and the Termination of Membership rules.

## **9.0 TERMINATION OF MEMBERSHIP**

Membership will cease when a member

- (a) resigns.
- (b) dies.

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health.
- (d) is convicted of an indictable offence and the rehabilitation period has not expired.
- (e) is found by FS to have failed to comply with the Rules of Membership and any regulations or By-Laws of FS.
- (f) renounces such membership for any reason.
- (g) conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of FS.
- (h) has not paid any membership fee or other debt payable to FS by the member for a period of thirty (30) days after the due date for payment of such fee or debt.
- (i) is no longer eligible for membership due to the operation of law.

## **10.0 RESIGNATION OF MEMBERS**

Any member may resign from FS at any time by giving his or her written resignation to the Secretary. The resignation shall take effect at the time the written resignation is received unless a later date is specified in the notice then it shall take effect on that later date. A Member may not resign their membership while they continue to act as a Member of FS.

## **11.0 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 11.1 An applicant for membership whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision together with an *Application to Appeal* fee as determined by the FS Board.
- 11.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 11.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within three (3) months after the day of receipt, call a FS Board meeting to decide the appeal and advise the appellant of the date and time of the hearing and of their right to appear.
- 11.4 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 11.5 An appeal must be decided by a majority vote of the members present at the meeting. In the case of a tied vote the Chairperson has the casting vote.
- 11.6 If a person whose membership application has been rejected, does not appeal against the decision within one (1) month after receiving written notice of the decision, the Secretary must, as soon as practicable, refund the membership application fee paid by the person. If the person appeals but the appeal is unsuccessful then the appeal fee is forfeited.

## **12.0 RIGHTS OF MEMBERS**

### **12.1 Associate and Ordinary Members**

- Associate and Ordinary Members of FS shall be bound by this constitution and have the right to
- (a) inspect the minutes of each FS Board Meeting, Annual General Meeting, Special General Meeting and Delegates' Meeting, of FS upon application to the Secretary
  - (b) to amend, repeal or add to this constitution by a Notice of Motion subject to the Associations Act 1981, Rule 6 of this Constitution, and the requirement to lodge changes with the Secretary within three (3) months of the passing of the Notice of Motion.
  - (c) right to vote and be nominated for elected positions at any Annual General Meeting and, the right to vote at a Special General Meeting.
  - (d) is entitled to receive notice of General Meetings via a method as decided by the FS board from time to time.
  - (e) is entitled to attend and speak at General Meetings.

## 12.2 **Honorary members**

- (a) is not, in the capacity of an Honorary Member, to be counted in a quorum
- (b) subject to any separate agreement with FS to the contrary, has no obligation, and may not be required, to pay any subscription or other amount.
- (c) is entitled to receive notice of General Meetings via a method as decided by the FS board from time to time.
- (d) is entitled to attend and speak at General Meetings.
- (e) is not, in the capacity of Honorary Member, entitled to vote or be nominated for a position at any General Meeting.

## 13.0 **RIGHTS OF LIFE MEMBERS**

### 13.1 A Life Member:

- (a) is not, in the capacity of Life Member, to be counted in a quorum.
- (b) has the right to remain a Life Member until they die or resign their Life Membership subject to Rule 9.
- (c) subject to any separate agreement with FS to the contrary, has no obligation, and may not be required, to pay any subscription or other amount.
- (d) is entitled to receive notice of General Meetings via a method as decided by the FS board from time to time.
- (e) is entitled to attend and speak at General Meetings.
- (f) is not, in the capacity of Life Member, entitled to vote at any General Meeting.

## 14.0 **REGISTER OF MEMBERS**

### 14.1 FS Board must keep a register of Members.

### 14.2 The register of members must include the following particulars for each Member;

- (a) the full name and residential address of the Member.
- (b) the date of admission as a Member.
- (c) the date of death or resignation of the Member.
- (d) details about the termination or reinstatement of Membership.
- (e) any other particulars the FS Board or the Members at a Delegates' Meeting decide.

### 14.3 The register must be open for inspection at all reasonable times. A Member may inspect the register on application to the Secretary however the Member must provide the Secretary with a reasonable amount of time to comply with this request (1 month).

## 15.0 **FOOTBALL STANTHORPE BOARD**

The FS Board shall comprise of ;

### 15.1 A duly elected Executive comprising a Chairperson, Senior Vice Chairperson, Junior Vice Chairperson, Secretary and Treasurer

### 15.2 A representative from each of the following Standing Sub-Committees

- (a) Women
- (b) Men
- (c) Colts
- (d) Over 35's
- (e) Juniors
- (f) Referees
- (g) Coaches
- (h) A duly appointed person with necessary skills as determined by the FS board from time to time

## 16.0 **FOOTBALL STANTHORPE BOARD POSITIONS/ROLE DESCRIPTION ELECTED EXECUTIVE**

### 16.1 **Chairperson**

- (a) To lead and direct the club's management encompassing all facets of operations, competition, player development, registration, communications and administration.
- (b) Oversee, lead and guide FS, its Management Committee and Standing Sub-Committees to meet its charter as laid out in the FS Constitution. Encompassing:
  - i) the participation and development of football at FS;
  - ii) the establishment and participation in Stanthorpe in active competition;
  - iii) the appointment of Office Bearers, Coaches, Managers and the FS Board.
  - iv) the financial well-being.
  - v) Act as bank signatory.
- (c) To represent FS internally and to represent and liaise externally with the Zone and the State body.

#### 16.2 **Secretary**

- (a) Be a point of contact for general enquiries – refer enquiries to appropriate persons
- (b) To keep a record and to distribute all correspondence received to appropriate members
- (c) To record minutes of all FS meetings
- (d) To compile agenda of business for FS board meetings & AGM
- (e) Arrange annual timetable for meetings, events
- (f) Organize stationary requirements for official purposes
- (g) Book venues as appropriate
- (h) Support Chairperson & VCPs - attending meetings with external bodies either with or on behalf of them
- (i) Distribute Insurance Claim forms when requested
- (j) Liaise re: draw, amendments, infringements, DC rulings etc
- (k) Attend special meetings when required
- (l) Revise and amend Constitution and By-Laws as required
- (m) Act as bank signatory.
- (n) Assist the chairperson/delegated member with outward correspondence

#### 16.3 **Treasurer**

- (a) Be responsible for maintaining FS's financials and accounts, including reporting of GST, Tax etc and presentation of same to FS meetings
- (b) Be responsible for overseeing banking, accounts payable and revenue collection
- (c) Co-ordinate through the FS board of the setting of all fees, levies and charges
- (d) Organize the annual Audit of Accounts
- (e) Be responsible for annual compliance with the Department of Fair Trading
- (f) Recruit and chair the annual Awards night committee (setting up of hall/programs/venue/bar/tickets/etc)
- (g) Co-ordinate the Grand Final (canteen/bar/programs/bbq/etc)
- (h) Apply for all the necessary liquor licensing permits as required throughout the year (CFWhite/Grand Final/Presentation night/special games when arranged).
- (i) Act as bank signatory.

#### 16.4 **Vice Chairpersons Senior/Junior**

- (a) Liaison with other sporting organizations as required
- (b) Collaboration in the generation of information (by-laws, constitution, state policy, etc) required for the operation of FS
- (c) Be responsible for the maintenance of the uniforms, playing equipment (first aid, jerseys, balls etc) in relation to the representative squads
- (d) General and ad-hoc FS, committee duties
- (e) Initiation and management of sponsorship
- (f) To assume the roles and responsibilities of the Chairperson in their absence
- (g) Monitor the local newspaper for the continuous updating of the competition points table
- (h) Monitor the local newspaper for match reports that may be deemed to bring the game into disrepute
- (i) Monitor the publication of Draw Amendments

- (j) Liaise with Ground Assistants (Shire Council staff and home clubs) to ensure all Ground Control equipment and facilities (inc posts, flags, nets, line markers, keys etc) are maintained in good order
- (k) Liaise with and support other members of Standing Sub Committees
- (l) Liaise with FS and governing bodies in relation to Competitions such as State league and or representative team competitions.
- (m) Act as bank signatory.

16.5 **STANDING SUB-COMMITTEE REPRESENTATIVES**

16.5.1 **Representative of the Standing Sub-committee of Women's**

- (a) Chair the Stanthorpe Standing Sub-committee meetings of Women's when called by the board
- (b) Regularly participate in the Zone Standing Subcommittee of Women's meetings
- (c) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (d) Follow protocols adopted by FS when pursuing information relevant to Women's
- (e) Representatives must be present at all FS board meetings unless justified absences can be shown

16.5.2 **Representative of the Standing Subcommittee of Men's**

- (a) Chair the Stanthorpe Standing Subcommittee meetings of Men's when called by the board
- (b) Regularly participate in the Zone Standing Subcommittee of Men's meetings
- (c) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (d) Follow protocols adopted by FS when pursuing information relevant to Men's
- (e) Representatives must be present at all FS board meetings unless justified absences can be shown

16.5.3 **Representative of the Standing Subcommittee of Colt's**

- (a) Chair the Stanthorpe Standing Subcommittee meetings of Colt's when called by the board
- (b) Regularly participate in the Zone Standing Subcommittee of Colt's meetings
- (c) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (d) Follow protocols adopted by FS when pursuing information relevant to Colt's
- (e) Representatives must be present at all FS board meetings unless justified absences can be shown

16.5.4 **Representative of the Standing Subcommittee of Over 35's**

- (a) Chair the Stanthorpe Standing Subcommittee meetings of Over 35's when called by the board
- (b) Regularly participate in the Zone Standing Subcommittee of Over 35's meetings
- (c) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (d) Follow protocols adopted by FS when pursuing information relevant to Over 35's
- (e) Representatives must be present at all FS board meetings unless justified absences can be shown

16.5.5 **Representative of the Standing Subcommittee of Junior's**

- (a) Chair the Stanthorpe Standing Subcommittee meetings of Junior's when called by the board
- (b) Regularly participate in the Zone Standing Subcommittee of Junior's meetings
- (c) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (d) Follow protocols adopted by FS when pursuing information relevant to Junior's
- (e) Representatives must be present at all FS board meetings unless justified absences can be shown

16.5.6 **Representative of the Standing Subcommittee of Referees**

- (a) Chair the Stanthorpe Standing Subcommittee meetings of Referees when called by the board
- (b) Liaise with Stanthorpe Referees prior to weekend games
- (c) Actively pursue the recruitment of new referees trying to achieve the targets set by the board

- (d) Actively pursue the upgrading of qualifications and the training of existing referees
- (e) Ensure regular inspections of existing referees occur via the Zone
- (f) Provide advanced warning to Home Teams without an appointed official referee
- (g) Establish a list of possible 'Ground Appointed' referees for allocation to home games where necessary
- (h) Regularly participate in the Zone Standing Subcommittee of Referees meetings
- (i) Present a written report at each FS board meeting including the selection process for the appointment to the FS board
- (j) Follow protocols adopted by FS when pursuing information relevant to Referees
- (k) Representatives must be present at all FS board meetings unless justified absences can be shown

## 16.6 APPOINTED ROLES

### 16.6.1 Director of Coaches

- (a) A director of coaches will be appointed by FS based on relevant qualifications and appropriate consultation with South West Zone and Football Queensland. The role will be determined in consultation with FS and the Zone Regional Development Officer.

### 16.6.2 Director of Coaching for Referees

- (a) A director of Coaching of Referees' will be appointed by FS based on relevant qualifications and appropriate consultation with South West Zone and Football Queensland. The role will be determined in consultation with FS and the Zone Regional Development Officer.

## 16.7 OTHER SUPPORT ROLES

### 16.7.1 Registrar of Football Stanthorpe Senior Competition

- (a) Collect and collate registrations from the registered clubs
- (b) Perform administrative responsibilities in respect of these registrations such as the sorting and reconciliation of the registrations
- (c) Answer telephone enquiries regarding registration issues
- (d) Ensure registration and associated paperwork is correct and delivered to the Zone by the required date
- (e) Maintain the yearly data base of players, recording number of games played, number of goals scored, number of yellow and red cards
- (f) Manage and maintain the points table and make available to the local paper on a weekly basis
- (g) Notify clubs in writing/e-mail before the next fixture match of player infringements

### 16.7.2 Assistant Secretary

- (a) Assists FS Secretary
- (b) Assists with minutes and record keeping of meetings
- (c) Follow-up of communication, correspondence and activities as directed by the Secretary

### 16.7.3 Assistant Treasurer

- (a) Assists FS Treasurer
- (b) Follow up the communication, correspondence and activities as directed by the Treasurer

## 17.0 DISCIPLINARY COMMITTEE

The Disciplinary Committee shall consist of a 3 member panel as described in the FFA Grievance Procedure for appointment of grievance arbitrator (referred to as the DC 4.3.) Administrative support in the form of a Chairperson and Minute Secretary shall be provided by FS.

## 18.0 JURISDICTION AND ROLE OF THE DISCIPLINARY COMMITTEE

- 18.1 The designated FS level of authority empowered by Football Federation Australia for dealing with all grievances for on and off-field behaviour, which brings the game into disrepute, shall be the Disciplinary Committee ( DC).(refer FFA Grievance and Resolution Regulations,)
- 18.2 Should there be a number of incidents to be dealt with at the same time, there may be several Hearings staffed by alternate DC panels operating at the same time.

- (a) While FS may call on the DC to resolve such issues it is not the role of the DC to make recommendations to FS on such matters. The role of the DC is solely to provide a determination to FS on each grievance.
- (b) The DC is empowered to deal with all grievances arising under this constitution which is based on the National Grievance Policy (Refer FFA National Grievance Regulations)
- (c) The DC is empowered to impose any period of suspension it considers appropriate in all the circumstances of the grievance as prescribed in the National Disciplinary Regulations. (Refer Appendix C)

### 18.3 **Disciplinary Committee Chairperson**

- (a) To familiarize themselves with the FS Constitution and By-Laws as adopted by FS and the Rules of the Game as specified by FFA.
- (b) Following a briefing from FS, the Chairperson will accept any grievance referred to the DC.
- (c) Liaise with the minutes Secretary in convening Disciplinary Committee meetings.
- (d) Must be impartial and not influence the DC's final decision one way or another. The role of the Chairperson is to 'Chair' the meeting and provide clarification to the DC as described in 18.2a.
- (e) Must ensure that there is an outcome for each individual grievance based on evidence provided directly to the DC or sourced by the DC either in writing or through verbal testimony ie. witnesses called to appear
- (f) Any witnesses called to appear before the DC must be notified in writing of date and time they are to appear
- (g) This outcome must be communicated in writing to FS and all relevant parties
- (h) The Chairperson will call the DC members from a list compiled by FS
- (i) The composition of the DC must reflect statutory requirements of the constitution (refer FFA Grievance and Resolution Regulations).

### 18.4 **Minutes Secretary**

- (a) Minutes Secretaries role is to take the minutes of the meeting
- (b) Can only be called to contribute to the meeting if required by the DC committee
- (c) To record and file all relevant paperwork for each individual grievance
- (d) At the conclusion of each grievance the complete record of proceedings must be given to the FS Secretary to archive.

## 19.0 **ELECTING THE FOOTBALL STANTHORPE BOARD EXECUTIVES**

19.1 A member of the FS Board Executive may only be elected as follows;

- (a) any two (2) full members of the FS may nominate another Member (the candidate) to serve as a Member of the FS Board executive.
- (b) the nomination must be either
  - (i) in writing; and
  - (ii) signed by the candidate and the Members who nominated him or her; and
  - (iii) given to the Secretary on or before the Annual General Meeting at which the election is to be held.
- (c) each Member present at the Annual General Meeting may vote for any number of candidates not more than the number of vacancies.
- (d) nominations may also be taken from the floor of the meeting.

## 20.0 **MEETINGS OF THE FOOTBALL STANTHORPE BOARD**

- 20.1 FS Board shall meet as necessary (but at least once every calendar month during each of the months of January to October inclusive) to exercise its functions efficiently.
- 20.2 A Special General Meeting of the FS Board shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the Members of the FS Board which requisition shall clearly state the reason/s why such Special General Meeting is being convened and the nature of the business to be transacted thereat.
- 20.3 At every meeting of the FS Board, an attendance of 50% of the FS Board Members shall be a quorum; it may regulate its meetings as it thinks fit; questions arising at any meeting of the FS Board

shall be decided by a majority of votes and, in the case of equality of votes, the question shall be decided by the casting vote of the Chairperson.

- 20.4 A Member of the FS Board shall not vote in respect of any contract or proposed contract with FS in which he is interested, or any matter arising and shall remove himself/herself from the meeting.
- 20.5 Not less than fourteen (14) days notice shall be given by the Secretary to Members of the FS Board of any Special General Meeting of the FS Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- 20.6 A Chairperson shall preside at every meeting of the FS Board, or if there is no chairperson after the time appointed for commencement of the meeting, the Senior Vice-Chairperson shall be Chairperson or if the Senior Vice-Chairperson is not present at the meeting then the Members may choose one of their number to act as Chairperson of the meeting.
- 20.7 If within half an hour from the time appointed for the commencement of a FS Board meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the FS Board shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the FS Board, may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **21.0 RESIGNATION OR REMOVAL FROM OFFICE OF FOOTBALL STANTHORPE BOARD MEMBERS**

- 21.1 A FS Board Member may resign from the Board by giving written notice of resignation to the Secretary.
- 21.2 The resignation takes effect on the day and at the time the notice is received by the Secretary; or if a later day is stated in the notice, the later day.
- 21.3 A Member may be removed from office as a result of a motion of no confidence lodged at any General Meeting of FS if a majority of the Members present at the meeting vote in favour of removing the Member.
- 21.4 Before a vote of Members is taken about removing the Member from office, the Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 21.5 A member has no right of appeal against the Member's removal from office under this section.

## **22.0 VACANCIES ON THE FOOTBALL STANTHORPE BOARD**

- 22.1 If a casual vacancy happens on the FS Board, the continuing Members of the committee may appoint another Member of the FS Board to fill the vacancy until the next Annual General Meeting.
- 22.2 The continuing Members of the FS Board may act despite a casual vacancy on that Board.
- 22.3 However, if the number of FS Board Members is less than the number fixed under these rules as a quorum of the FS Board, the continuing Members may act only to-
- (a) increase the number of FS Board Members to the number required for a quorum; or
  - (b) call a General Meeting of FS.

## **23.0 FUNCTIONS OF THE FOOTBALL STANTHORPE BOARD**

- 23.1 Subject to the rules set out in this Constitution or a resolution of FS Members carried at Delegates' Meeting, Special General Meeting and Annual General Meeting, FS Board;
- (a) has the general control and management of the administration of the affairs, property and funds of FS; and
  - (b) has authority to interpret the meaning of this Constitution and any matter relating to FS on which this Constitution is silent.
- 23.2 FS Board may exercise the powers of FS
- (a) to borrow, raise or secure the payment of amounts in a way FS Members decide; and
  - (b) to secure the amounts mentioned in Section 4 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by FS in any way, including by the issue of debentures

(perpetual or otherwise) charged upon the whole or part of FS's property, both present and future; and

- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from Members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of FS; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the Members of FS may from time to time decide.

23.3 For Section 4 the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution for FS or if there is more than one (1) financial institution for FS, the financial institution nominated by FS.

## **24.0 SUB-COMMITTEES**

24.1 The FS Board may delegate any of its powers to a Sub-Committee consisting of such Members of FS as the FS Board thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the FS Board and subject thereto shall have the power to co-opt any Member or Members of FS provided that any member so co-opted shall have no vote unless otherwise prescribed by the terms and conditions of the Regulations under which the Sub-Committee has been formed.

24.2 Until otherwise prescribed by the FS Board the following Sub-Committees shall be formed

- (a) Mens' - comprising of one Member nominated by each Club (which has nominated and/or registered a Team for competing in Mens' Division of FS) and to be chaired by the Director/ Chairperson Mens';
- (b) Women's - comprising of one Member nominated by each Club (which has nominated and/or registered a Team for competing in Women's Division of FS) and to be chaired by the Director/Chairperson Women's;
- (c) Colts' - comprising of one Member nominated by each Club (which has nominated and/or registered a Team for competing Colts' Division of FS) and to be chaired by the Director/Chairperson Colts';
- (d) Coaches' - comprising one Member nominated by each club under these Rules, to be chaired by the Director/Chairperson Coaches'.
- (e) Juniors' – comprising of one representative nominated from the Junior division and to be chaired by the Director/Chairperson Juniors';
- (f) Over 35's - comprising one representative nominated from the over 35's division, (which has nominated and/or registered a Team for competing in the Over 35's Division of FS) and to be chaired by the Director/Chairperson Over 35's;
- (g) Referees' - comprising of one representative nominated from the Referees' Standing Sub-committee (which is a registered competing Referee of FS) and to be chaired by the Director/Chairperson Referees'
- (H) Disciplinary Committee – refer 18

24.3 Unless otherwise prescribed by this Constitution or the Regulations or the FS Board a Sub-Committee may elect a Chairperson at its first annual meeting.-such person shall be by unanimous consensus of the standing sub-committee members and any members not present will require to complete a proxy form identifying their preference. This process will be recorded and presented to the FS Secretary to be recorded in FS archive. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the Members present may choose one of their members to be Chairperson of the meeting.

24.4 A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and entitled to vote and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

24.5 It shall be the responsibility of the Chairperson of each Sub-Committee to report regularly to the FS Board as to the operation, activities and resolutions of the respective Sub-Committee under their Chairpersonship and/or for which they are responsible and they shall further refer any and all matters directed by the said Sub-Committee to the FS Board for such determination and/or direction and/or consideration as the FS Board shall think fit.

**25.0 ATTENDANCE AT THE FS BOARD BY STANDING SUB-COMMITTEE MEMBERS**

Standing Sub Committee Representatives will

- (a) attend board meetings on a regular basis and
- (a) members who miss more than two consecutive board meetings without prior notification to the Secretary will be deemed to have failed to attend on a regular basis and may be required to show cause as to why their membership on the board shouldn't be terminated

**26.0 ACTS OF THE FOOTBALL STANTHORPE BOARD**

- (a) A resolution in writing signed by all the Members of the FS Board for the time being entitled to receive notice of a Meeting of the FS Board shall be as valid and effectual as if it had been passed at a meeting of the FS Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Members of the FS Board.

**27.0 ANNUAL GENERAL MEETING, SPECIAL GENERAL MEETINGS AND DELEGATES' MEETINGS**

**27.1 Annual General Meeting**

- (a) The first Annual General Meeting shall be held at least once a year at such time not being less than three (3) months after the end of FS's financial year (30<sup>th</sup> September) and at such place as the FS Board may determine.
- (b) A written notice (to be accompanied by nomination forms for all positions of FS office) shall be given to each of the Clubs no later than fourteen (14) days prior to the Annual General Meeting.
- (c) At any Annual General Meeting the number of Members required to constitute a quorum shall be a number equal to double the number of elected executive presently on the FS Board plus one.
- (d) The business to be transacted at every Annual General Meeting shall unless otherwise agreed to by the Members present shall be -
  - (i) apologies;
  - (ii) ratification of previous AGM minutes;
  - (iii) correspondence;
  - (iv) the receiving of the FS Board report and the Statement of Income and Expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Federation for the preceding financial year;
  - (v) the receiving of the Auditors' Report upon the books and accounts for the preceding Financial year;
  - (vi) voting entitlement, and the election of the FS Board;
  - (vii) the election of Patrons; and Life Members;
  - (viii) the appointment of an Auditor for the ensuing year;
  - (ix) the election of delegates/officials to the SWQ Zone Council and other like bodies as required;
  - (x) appointment of a Fixtures' Officer and Registrar for the ensuing year;
  - (xi) adopt changes to FS Competition By-Laws for the ensuing year;
  - (xii) submission of proposed changes (if any) to FS Constitution for submission to the Department Tourism, Fair Trading and Wine Industry Development;
  - (xiii) any other general business.

**27.2 Special General Meetings**

The Secretary shall convene a Special General Meeting -

- (a) when directed to do so by the FS Board; or
- (b) on the requisition in writing signed by not less than one third of the Members presently on the FS Board or not less than the number of Members (with voting rights) of the Stanthorpe Football Federation Inc. which equals double the number of Members presently on the FS Board plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the FS Board to reject an application for membership or to the termination of a membership.
- (d) At any Special General Meeting the number of Members required to constitute a quorum shall be a number equal to double the number of Members presently on the FS Board plus one.

### 27.3 **Delegates Meetings**

- (a) At each Delegates' Meeting, Member clubs of the FS shall have three (3) one from each division pre-nominated delegates present. (see FS By-Laws Section 1.2)
- (b) At any Delegate Meeting the number of Members required to constitute a quorum shall be a number equal to the number of Members presently on the FS Board plus one.
- (c) No business shall be transacted at any Delegates' Meeting unless a quorum of Members is present prior to the commencement of the meeting. For the purposes of this Rule 'A Delegate' includes a person attending who has been nominated as a proxy. At the commencement of the meeting, a proxy must advise the meeting that they are acting in the capacity of a delegate by presenting the necessary form (see Appendix A). A proxy must be a current Member of FS. If within half an hour from the time appointed for the commencement of a Delegates' Meeting a quorum is not present, the meeting shall lapse and shall convene at a time agreed to by the Members present. At this meeting if within half an hour from the time appointed for the meeting a quorum is not present, the Members present shall be a quorum.

### 28.0 **NOTICE OF ALL GENERAL MEETINGS (AGM, Special General, Delegates Meetings)**

- 28.1 The Secretary shall convene all General Meetings of FS by giving not less than fourteen (14) days notice of any such meeting to the Members of FS.
- 28.2 The manner by which such notice shall be given shall be determined by the FS Board, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection or termination of his membership by the FS Board, shall be given in writing.

### 29.0 **AT THE GENERAL MEETINGS**

- 29.1 Unless otherwise provided by the Rules set out in this Constitution, at every General Meeting: The Chairperson of the FS Board shall preside as Chairperson, or if there is no Chairperson of the FS Board or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Senior Vice-Chairperson shall be the Chairperson or if the Senior Vice-Chairperson is not present or is unwilling to act then the Members present shall elect one of their number to be Chairperson of the meeting;
- 29.2 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- 29.3 Each Club shall be represented (and if not so represented shall be fined) at any Delegates' Meeting by three (3) of its Members who shall be duly authorised in that behalf pursuant to an instrument of proxy in the form and manner hereinafter prescribed;
- 29.4 All Executive Members of the FS Board, delegates (or their proxy) or other duly authorized representatives of the FS Board present shall be entitled to vote at a General Meeting;
- 29.5 Every question, matter or resolution shall be decided by a majority of votes of the Members present and entitled to vote;
- 29.6 Voting shall be by show of hands or a division of Members, unless not less than one-fifth of the Members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two Members to conduct the secret ballot in such manner as he shall determine and the

result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;

- 29.7 Subject to Clause 12 hereof, every Member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have the casting vote, provided that no Member shall be entitled to vote at any General Meeting if his/her application and or subscription is in arrears as at the commencement of the Meeting. Subject to Clause 12 a Member may vote in person or by proxy and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and in a secret ballot every Member present in person or by proxy or other duly authorised representative of the FS Board shall have such votes as are prescribed under Clause 12;
- 29.8 Where it is desired to afford members an opportunity of voting 'for' or 'against' a resolution the instrument appointing a proxy shall be the form entitled 'FS Appointment of Proxy' (as per Appendix A.)
- 29.9 The minutes of each Annual General, Special General or Delegates' Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Annual General, Special General or Delegates Meeting, verifying their accuracy; and must be available for inspection by any Member (at his/her cost) on application to the Secretary provided at least one (1) weeks' notice has been given.

### **30.0 REGULATIONS, BY-LAWS**

The FS Board may from time to time make, amend or repeal Regulations and By-Laws, not inconsistent with this Constitution, for the internal management of FS and any Regulation or By-Law may be set aside by a General Meeting of Members. A By-Law may be set aside temporarily by a vote of Delegates' at a General Meeting of FS for later consideration.

### **31.0 ALTERATION OF CONSTITUTION, REGULATIONS**

Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a Annual General or Special General Meeting. However, an amendment, repeal or addition is valid only when it is registered by the relevant Government Department currently (Dept of Tourism, Fair Trading and Wine Industry Development).

### **32.0 COMMON SEAL**

The FS Board must ensure FS has a common seal. The seal must: be kept securely by the FS Board committee and used only under the authority of the FS Board. Each instrument to which the seal is attached must be signed by a Member of the FS Board and countersigned by the Secretary or another Member of the FS Board or someone appointed by the FS Board.

### **33.0 FUNDS AND ACCOUNTS**

- 33.1 The funds of FS must be kept in an account in the name of FS in a financial institution decided by the FS Board. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of FS.
- (a) All amounts must be deposited in the financial institution account as soon as practicable after receipt. If an amount of one hundred dollars (\$100.00) or more is paid by cheque, the cheque must be signed by any two (2) of the following- however one signature must be that of the Chairperson, Secretary or Treasurer.
- (i) the Chairperson;
  - (ii) the Secretary;
  - (iii) the Treasurer;
  - (iv) another Member authorised by the FS Board for the purpose.
- (b) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (c) A petty cash account must be kept and the FS Board must decide the amount of petty cash to be kept in the account.
- (d) All expenditure must be approved or ratified at a FS Board meeting.

- (e) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared-
  - (i) the income and expenditure for the financial year just ended;
  - (ii) FS's assets and liabilities at the close of the year;
  - (iii) the mortgages, charges and securities affecting the property of FS at the close of the year.
- (f) The Auditor must examine the statement prepared and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
- (g) The income and property of FS must be used solely in promoting FS's objects and exercising FS's powers.

### **34.0 DOCUMENTS**

The FS Board must ensure the safe custody of books, documents, instruments of title and securities of FS.

### **35.0 FINANCIAL YEAR**

The financial year of FS shall close on the Thirtieth (30<sup>th</sup>) day of September in each year.

### **36.0 DISTRIBUTION OF SURPLUS ASSETS**

36.1 If on the winding up or dissolution of FS, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) Having objects similar to those of FS and
- (b) Whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on FS under this Constitution.
- (c) To be determined by the Members at or before the time of dissolution or, failing that a determination, by a judge who has or acquires jurisdiction in the matter.

### **37.0 GRIEVANCES**

37.1 FS may take whatever action it considers appropriate if a Member should

- (a) breach, fail, refuse or neglect to comply with a provision of the Rules set out in this Constitution, the By-Laws or any Policy as set out in Zone Council, State, National Federation or FIFA, or any resolution or determination of FS.
- (b) act in an unbecoming manner or in anyway prejudicial to the objects and interests of FS or sport generally or
- (c) bring FS or sport generally into disrepute, subject to the Rules of natural justice, applicable Legislation and the procedures provided for in FS By-Laws.

### **38.0 PATRON**

FS may resolve to confer upon one or more eminent and respectable Persons the office of Patron of the Federation. Such office shall be held during the pleasure of the FS Board committee or until the Patron shall resign therefrom.

### **39.0 APPENDICES**

All appendices may not reflect the most current version of related information eg;- most current versions of appendix C in particular will be available from either the FFA website or the Football Queensland website.

I Victor Pennisi the Chairperson and Kerry Featherstone the Secretary of FS, hereby certify this and the preceding 15 pages to be a true and correct copy of the Constitution of FS duly adopted by the said Incorporated Football Stanthorpe.

APPENDIX A  
FOOTBALL STANTHORPE INC.  
APPOINTMENT OF PROXY

I ..... of  
..... ,

being a Member of Football Stanthorpe Inc.

appoint:

..... of  
.....

as my proxy to vote for me on my behalf at the (Annual)  
General Meeting of Football Stanthorpe Inc.

to be held on the ..... day of  
....., 20 ,

and at any adjournment of the meeting.

Signed this ..... day of ..... 20 .

Signature .....

This form is to be used \* in favour of ..... the resolution.  
\* against

\* Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.)

**APPENDIX B**  
**FOOTBALL STANTHORPE INC.**  
**NOMINATION FOR POSITIONS**  
**OF THE FOOTBALL STANTHORPE BOARD**

I hereby nominate ..... for the position/s of  
.....  
.....  
.....  
.....

Nominated by.....

Seconded by .....

Dated ..... Day of ..... 20 .. .

Positions on the Football Stanthorpe Board are:-

- Chairman
- Senior Vice Chairman
- Junior Vice Chairman
- Secretary
- Treasurer