

22 DEC 2017

RULES OF ASSOCIATION

1) NAME OF THE ASSOCIATION

- a) The name of the Association is **Friends of Sorrento Duncraig Junior Football Club Inc, here-in after referred to as the FO-SDJFC.**

2) DEFINITIONS

In these rules, unless the contrary intention appears-

“annual general meeting” is the meeting convened under rule 21(a)(i) and (ii)

“committee meeting” means a meeting referred to in rule 17;

“Committee member” means a person referred to in paragraph (i), (ii), (iii), (iv) or (v) of rule 11(a);

“convene” means to call together for a formal meeting;

“department” means the government department with responsibility for administering the Associations Incorporation Act (2015);

“financial year” means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the FO-SDJFC and ending on 30 September; and thereafter each period commencing 1 October and ending on 30 September in the following year;

“general meeting” means a meeting to which all members are invited;

“member” means member of the FO-SDJFC;

“ordinary resolution” means resolution other than a special resolution;

“poll” means voting conducted in written form (as opposed to a show of hands);

“special general meeting” means a general meeting other than the annual general meeting;

“special resolution” has the meaning given by section 24 of the Act, that is –

- a. A resolution is a special resolution if it is passed by a majority of not less than 75% of the members of the FO-SDJFC who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the FO-SDJFC by proxies or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
- b. At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a

special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the FO-SDJFC the rules do not make provision as to the manner in which a poll may be demanded, by at least three members of the FO-SDJFC present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the Associations Incorporation Act 2015;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the FO-SDJFC referred to in rule 11 (a);

"the President" means the President referred to in paragraph (i) of rule 11(a);

"the Secretary" means the Secretary referred to in paragraph (iii) of rule 11 (a);

"the Treasurer" means the Treasurer referred to in paragraph (iv) of rule 11 (a);

"the Vice-President" means the Vice-President referred to in paragraph (ii) of rule 11 (a).

3) OBJECTS OF THE FO-SDJFC

a) The Objects of the FO-SDJFC are-

- i) A not for profit organisation that provides canteen, merchandising and other services for the benefit of the general public watching junior football at Sorrento Duncraig Junior Football Club home games and social events.
- ii) The property and income of the FO-SDJFC shall be applied solely towards the promotion of the objects of the FO-SDJFC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

4) POWERS OF THE FO-SDJFC

a) The powers conferred on the FO-SDJFC are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the FO-SDJFC-

b) may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- i) acquire, hold, deal with, and dispose of any real or personal property;
- ii) open and operate bank accounts;
- iii) invest its money -

(1) in any security in which trust monies may lawfully be invested; or

(2) in any other manner authorised by the rules of the FO-SDJFC;

c) borrow money upon such terms and conditions as the FO-SDJFC thinks fit;

d) give such security for the discharge of liabilities incurred by the FO-SDJFC as the FO-SDJFC thinks fit;

e) appoint agents to transact any business of the FO-SDJFC on its behalf;

f) enter into any other contract it considers necessary or desirable; and

- g) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the FO-SDJFC.

5) NOT FOR PROFIT BODY

- a) The property and income of the FO-SDJFC must be applied solely towards the promotion of the objects or purposes of the FO-SDJFC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- b) A payment to a member out of the funds of the FO-SDJFC is authorised if it is —
 - i) the payment in good faith to the member as reasonable remuneration for any services provided to the FO-SDJFC, or for goods supplied to the FO-SDJFC, in the ordinary course of business; or
 - ii) the reimbursement of reasonable expenses properly incurred by the member on behalf of the FO-SDJFC.
 - iii) Payments made to members (including committee members) for services provided may only be made following a full resolution of the Executive Committee.

6) QUALIFICATIONS FOR MEMBERSHIP OF FO-SDJFC

- a) Membership of the FO-SDJFC is open to any member of the general public (over 18 years of age) that demonstrates interest in Junior Football in WA.
- b) There shall be no more than 25 members of the FO-SDJFC at any time.
- c) The Canteen Operators for the FO-SDJFC are automatically appointed as members of the FO-SDJFC.
- d) A person who wishes to become a member must-
 - i) apply for membership to the Committee in writing-
 - ii) The application must be signed by that person and by both of the members referred to in sub-rule (d)(iii); and
 - iii) in such form as the Committee from time to time directs; be proposed by one member and seconded by another member.
- e) The Committee members must consider each application made under sub-rule (d) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
- f) An applicant whose application for membership of the FO-SDJFC is rejected under sub-rule (e) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- g) When notice is given under sub-rule (f), the FO-SDJFC in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the

applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the FO-SDJFC in the general meeting.

7) REGISTER OF MEMBERS OF THE FO-SDJFC

- a) The Secretary, on behalf of the FO-SDJFC, must comply with section 27 of the Act by keeping and maintaining-
 - i) in an up to date condition a register of the members of the FO-SDJFC and their postal or residential addresses and, upon the request of a member of the FO-SDJFC, shall make the register available for the inspection of the member.
- b) If a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- c) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,
- d) the Executive Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Club.
- e) The register must be so kept and maintained at the FO-SDJFC's approved storage location.
- f) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 9 to be deleted from the register of members referred to in sub- rule 7(a).

8) SUBSCRIPTIONS OF MEMBERS OF THE FO-SDJFC

- a) The members may from time to time at an Executive Committee meeting determine the amount of the subscription to be paid by each member.
- b) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (a).
- c) Subject to sub-rule (d), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (b) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- d) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (b) or within 3 months thereafter, or such other time as the Committee allows.

9) TERMINATION OF MEMBERSHIP OF THE FO-SDJFC

- a) Membership of the FO-SDJFC may be terminated upon-
 - i) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the FO-SDJFC. Such person remains liable to pay to the FO-SDJFC the amount of any subscription due

- and payable by that person to the FO-SDJFC but unpaid at the date of termination; or
- ii) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 8(c); or
 - iii) expulsion of a member in accordance with rule 10.

10) SUSPENSION OR EXPULSION OF MEMBERS OF FO-SDJFC

- a) If the Committee considers that a member should be suspended or expelled from membership of the FO-SDJFC because his or her conduct is detrimental to the interests of the FO-SDJFC, the Committee must communicate, either orally or in writing, to the member-
 - i) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - ii) particulars of that conduct,
 - iii) not less than 30 days before the date of the Committee meeting referred to in sub rule (a)(i).
- b) At the Committee meeting referred to in a notice communicated under sub-rule (a), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the FO-SDJFC and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- c) Subject to sub rule (e), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (b).
- d) A member who is suspended or expelled under sub-rule (b) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (c).
- e) When notice is given under sub-rule (d)-
 - i) the FO-SDJFC in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the FO-SDJFC in the general meeting; and
 - ii) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

11) EXECUTIVE COMMITTEE

- a) Subject to sub-rule (i), the affairs of the FO-SDJFC will be managed exclusively by an Executive Committee consisting of-
 - i) a President;
 - ii) a Vice-President;
 - iii) a Secretary;
 - iv) a Treasurer; and
 - v) any other nominated members.all of whom must be members of the FO-SDJFC.
- b) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (h).
- c) Subject to sub-rule (h), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (b) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- d) Except for nominees under sub-rule (g), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-
 - i) the nominator; and
 - ii) the nominee to signify his or her willingness to stand for election,to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- e) A person who is eligible for election or re-election under this rule may -
 - i) propose or second himself or herself for election or re-election; and
 - ii) vote for himself or herself.
- f) If the number of persons nominated in accordance with sub-rule (d) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
 - i) the Secretary must report accordingly to; and
 - ii) the Chairperson must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- g) If vacancies remain on the Committee after the declaration under sub-rule (f), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- h) If a vacancy remains on the Committee after the application of sub-rule (g), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
 - i) the Committee may appoint a member to fill that vacancy; and
 - ii) a member appointed under this sub-rule will -
 - (1) hold office until the election referred to in sub-rule (b); and
 - (2) be eligible for election to membership of the Committee, at the next following annual general meeting.

- i) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the FO-SDJFC as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
 - i) the power of delegation; and
 - ii) a function which is a duty imposed on the Committee by the Act or any other law.
- j) Any delegation under sub-rule (i) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- k) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (i).

12) CHAIRPERSON AND VICE-CHAIRPERSON

- a) Subject to this rule, the President must preside at all general meetings and Committee meetings.
 - i) In the event of the absence from a general meeting of-
 - (1) the President, the Vice-President; or
 - (2) both the President and the Vice-President, a member elected by the other members present at the general meeting, must preside at the general meeting.
- b) In the event of the absence from a Committee meeting of-
 - i) the President, the Vice-President; or
 - ii) both the President and the Vice-President, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

13) SECRETARY

- a) The Secretary must-
 - i) co-ordinate the correspondence of the FO-SDJFC;
 - ii) keep full and correct minutes of the proceedings of the Committee and of the FO-SDJFC;
 - iii) comply on behalf of the FO-SDJFC with-
 - (1) section 27 of the Act with respect to the register of members of the FO-SDJFC, as referred to in rule 7;
 - (2) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the FO-SDJFC and, upon the request of a member of the FO-SDJFC, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (3) section 29 of the Act by maintaining a record of -

- (a) the names and residential or postal addresses of the persons who hold the offices of the FO-SDJFC provided for by these rule including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the FO-SDJFC under rule 22; and
- (b) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the FO-SDJFC and the Secretary must, upon the request of a member of the FO-SDJFC, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- iv) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the FO-SDJFC, including those referred to in paragraph (iii) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- v) perform such other duties as are imposed by these rules on the Secretary.

14) TREASURER

- a) The Treasurer must-
 - i) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the FO-SDJFC and must issue receipts for those moneys in the name of the FO-SDJFC;
 - ii) pay all moneys referred to in paragraph (a)(i) into such account or accounts of the FO-SDJFC as the Committee may from time to time direct;
 - iii) make payments from the funds of the FO-SDJFC with the authority of a general meeting or of the Committee and in so doing ensure that all payments are authorised by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
 - iv) comply on behalf of the FO-SDJFC with sections 25 and 26 of the Act with respect to the accounting records of the FO-SDJFC by-
 - (1) keeping such accounting records as correctly record and explain the financial transactions and financial position of the FO-SDJFC;
 - (2) keeping its accounting records in such manner as will enable true and fair accounts of the FO-SDJFC to be prepared from time to time;
 - (3) keeping its accounting records in such manner as will enable true and fair accounts of the FO-SDJFC to be conveniently and properly audited; and
 - (4) submitting to members at each annual general meeting of the FO-SDJFC accounts of the FO-SDJFC showing the financial position of the FO-SDJFC at the end of the immediately preceding financial year.
 - v) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

- vi) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the FO-SDJFC, including those referred to in paragraphs (a)(iv) and (a)(v); and
- vii) perform such other duties as are imposed by these rules on the Treasurer.

15) CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE

- a) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
 - i) dies;
 - ii) resigns by notice in writing delivered to the Secretary or, if the Committee member is the Secretary, to the President and that resignation is accepted by resolution of the Committee;
 - iii) is convicted of an offence under the Act;
 - iv) is permanently incapacitated by mental or physical ill-health;
 - v) is absent from more than-
 - (1) 3 consecutive Committee meetings; or
 - (2) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings; of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
 - vi) ceases to be a member of the FO-SDJFC; or
 - vii) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.
- b) The Executive Committee may from time to time appoint committee members or members to fill casual vacancies that may arise in accordance with paragraph (a),
- c) The Executive Committee may also appoint a Committee or other member to fill temporary casual vacancies that arise. Examples include, but are not limited to:
 - i) cover for vacancies in the committee as in accordance with Rule 15(a) to cover for the period until the position is filled.
 - ii) cover for long periods of leave or sickness.

16) PERSONS NOT ELIGIBLE TO BE A MEMBER OF THE EXECUTIVE COMMITTEE

- a) Under section 39 of the ACT the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:
- b) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
- c) a person who has been convicted, within or outside the State, of-
 - i) an indictable offence in relation to the promotion, formation or management of a body corporate; or

- ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- iii) an offence under Part 4 Division 3 or section 127 of the Act
- d) Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

17) EXECUTIVE COMMITTEE MEETINGS

- a) The Committee must meet together for the dispatch of business not less than four times in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- b) The Secretary is responsible for forwarding an Agenda of the Executive Committee meetings to all Executive Committee members so as to reach them not less than two days prior to the next meeting.
- c) All members may attend any Executive Committee meetings.
- d) All members are entitled to contribute to meeting discussions.
- e) Only Executive Committee members elected at the AGM or endorsed by a previous motion of the Executive Committee are eligible to vote at an Executive Committee meeting.
- f) A question arising at a Committee meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- g) On request by an Executive Committee member and with consent of the President, the Secretary may issue an out of session motion to Executive Committee members for the purchase of equipment or items required prior to the next committee meeting. In these cases, the normal rules for FO-SDJFC's voting apply as if the motion was called during the meeting.
- h) The Secretary shall record the outcome of all motions within the FO-SDJFC's usual record keeping system.
- i) In the event of the non-attendance of the President and Secretary, the members present shall elect a Chairman and Minute Secretary for the meeting provided that there is a Quorum.

18) PROCEEDINGS OF COMMITTEE

- a) Subject to these rules, the procedure and order of business to be followed at a committee meeting must be determined by the Committee members present at the Committee meeting.
- b) As required under sections 21 and 22 of the Act, a Committee member having
 - i) any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is

- a member of a class of persons for whose benefit the FO-SDJFC is established), must-
- ii) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - iii) not take part in any deliberations or decision of the Committee with respect to that contract.
- c) Sub-rule (b)(i) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the FO-SDJFC.
 - d) The Secretary must cause every disclosure made under sub-rule (b)(i) by a member of the Committee to be recorded in the minutes of the meeting of the committee at which it is made.

19) QUORUM

- a) At a Committee meeting a minimum of three nominated Committee members, including two Executive Committee members constitute a quorum.
- b) If within fifteen minutes after the time appointed for the meeting a quorum is not present, the Meeting shall be dissolved.
- c) The Chairman at any General Meeting may, with the consent of the Meeting, adjourn the same from time-to-time and from place-to-place but no business shall be transacted at such adjourned meeting other than the business left unfinished at the Meeting from which the adjournment took place.

20) RECORDING OF MEETINGS AND RECORD KEEPING

- a) The FO-SDJFC Secretary shall be responsible for preparing and distributing notices of meetings to committee/members as required.
- b) The FO-SDJFC Secretary shall be responsible for recording meeting outcomes and distributing this record to members as soon as practicable following the conclusion of the meeting.
- c) The FO-SDJFC Secretary shall store all notices and records of meetings in the FO-SDJFC's official record storage facility. Records can be stored physically or electronically.

21) GENERAL MEETINGS

- a) Annual General Meeting
 - i) The Committee shall hold an Annual General Meeting within 4 months after the end of the FO-SDJFC's financial year.
 - ii) Notification of the meeting shall state the time and place of such meeting and shall be emailed (and sent by any other means as determined by the FO-SDJFC President) to members at least fourteen days prior to the date of such meeting.
 - iii) All members may attend the Annual General Meeting.
 - iv) All members are entitled to contribute and cast a vote at the AGM.

- v) The quorum at the Annual General Meeting, shall be a minimum of half plus one Executive Committee members. If at the end of 30 minutes after the time appointed in the notice for the opening of the Meeting there be no quorum the meeting shall stand and adjourn for one week. If at such meeting there is no quorum those members present shall be competent to discharge the business of the meeting.
- vi) The agenda for an Annual General Meeting shall be:
 - Opening of Meeting.
 - Apologies.
 - Confirmation of Minutes of previous Annual General Meeting.
 - Presentation of Treasurer's statement.
 - Election of New Executive and appointment of Auditor.
 - Vote of Thanks to outgoing Executive.
 - Notice/s of Motion.
 - Urgent general business.
 - Closure.

b) Special General Meeting

- i) A Special General Meeting may be summoned at any time by the President or on requisition by not less than two members of the Executive Committee or in emergency by the Secretary, but in every case at least forty-eight hours notice shall be given.
- ii) Alternatively, a Special General Meeting may be summoned by the Secretary upon receiving notification of a meeting notice containing not less than 75% of members. In this case, the Secretary must, within 30 days:
 - (1) Convene a special general meeting for the purpose specified in that notice.
 - (2) The members making a request referred to in sub-rule (b)(ii)(1) must-
 - (3) state in that request the purpose for which the special general meeting concerned is required; and
 - (4) sign that request.
- iii) If a special general meeting is not convened within the relevant period of 30 days referred to-
 - (1) in sub-rule (b)(ii)(1) the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (2) in sub-rule (b)(ii)(2), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.
- iv) When a special general meeting is convened under sub-rule (b)(ii) or (b)(iii) the FO-SDJFC must pay the reasonable expenses of convening and holding the special general meeting.

- v) The Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify-
 - (1) when and where the general meeting concerned is to be held; and
 - (2) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- vi) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 14 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (v), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- vii) The Secretary must give a notice under sub-rule (v), or (vi) by-
 - (1) serving it on a member personally; or
 - (2) sending it by post or email to a member at the address or email address of the member appearing in the register of members kept and maintained under rule 7.
- viii) When a notice is sent by post under sub-rule (vii), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted by ordinary pre paid mail or sent by email to the member concerned.

22) QUORUM AND PROCEEDINGS AT SPECIAL GENERAL MEETINGS

- a) At a special general meeting 66% of members present in person constitute a quorum.
- b) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 21(vii)-
 - i) as a result of a request or notice referred to in rule 21(b)(i) or as a result of action taken under rule 21(b)(iii) a quorum is not present, the general meeting lapses; or
 - ii) otherwise than as a result of a request, notice or action referred to in paragraph (i), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- c) If within 30 minutes of the time appointed by sub-rule (b)(ii) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- d) The Chairperson may, with the consent of a Special General meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- e) There must not be transacted at an adjourned general meeting any business there than business left unfinished or on the agenda at the time when the general meeting was adjourned.

- f) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 21 of the adjourned general meeting as if that General meeting were a fresh general meeting.
- g) At a general meeting-
 - i) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands.
 - ii) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with sub-rules (i) and (k).
- h) A declaration by the Chairperson of a Special General meeting that a resolution has been assed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (i).
- i) At a Special General meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- j) If a poll is demanded and taken under sub-rule (i) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- k) A poll demanded under sub-rule (i) must be taken immediately on that demand being made.

23) USE OF TECHNOLOGY TO BE PRESENT DURING COMMITTEE METINGS

- a) The presence of an Executive Committee member at a committee meeting need not be by attendance in person but may be by that Executive Committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- b) A member who participates in an Executive Committee meeting as allowed under sub-rule (a) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

24) MINUTES OF MEETINGS OF FO-SDJFC

- a) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- b) The Chairperson must ensure that the minutes taken of a general meeting or committee meeting under sub-rule (a) are checked and signed as correct by the chairperson of the general meeting or Committee meeting to which those minutes elate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

- c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - i) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - iii) all appointments or elections purporting to have been made at the meeting have been validly made.

25) VOTING RIGHTS OF MEMBERS OF FO-SDJFC

- a) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- b) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- c) An appointment made under sub-rule (b) must be made by a resolution of the board or other governing body of the body corporate concerned-
 - i) which resolution is authenticated under the common seal of that body corporate; and
 - ii) a copy of which resolution is lodged with the Secretary.
- d) A person appointed under sub-rule (b) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

26) PROXIES OF MEMBERS OF FO-SDJFC

- a) A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

27) FINANCIAL YEAR

- a) The financial year of the FO-SDJC shall commence on 1st October and end on 30 September each year. The accounts, books and all financial records of the Club shall be audited each year.

28) FINANCE

- a) All funds of the FO-SDJFC shall be deposited into the FO-SDJFC's accounts at such bank or recognised financial institution as the Executive Committee may determine.

- b) All accounts due by the FO-SDJFC shall be paid after having been passed for payment by the nominated signatories or having been passed by a motion of the Executive Committee.
- c) The Secretary shall not spend more than a set amount Petty Cash without the consent of the Executive Committee and shall keep a record of such expenditure in a Petty Cash Book.
- d) The Treasurer shall table a statement showing the financial position of the FO-SDJFC at each Executive Committee Meeting.
- e) A statement of Income and Expenditure, Assets and Liabilities shall be submitted to the Annual General Meeting. The auditor's report shall be attached to such financial report.
- f) The signatories to the FO-SDJFC's account/s will be the Treasurer and either the President, Vice President or Secretary except that the Executive Committee may authorise any member of the Executive Committee to deputise for any of the above. All cheques written must have two signatories.
- g) All property and income of the FO-SDJFC will apply solely to the promotion of the objects of the FO-SDJFC and no part of that property or income shall be paid or otherwise distributed, directly, or indirectly, to members except in good faith in the promotion of these objects.
- h) The Treasurer shall be responsible for maintaining the custody and security of books and financial records on behalf of the FO-SDJFC.

29) INSPECTION OF RECORDS

- a) A member may contact the Secretary to make arrangements to inspect the Books contained by the FO-SDJFC.
- b) For the purpose of paragraph (a), Books include the following —
 - i) a register;
 - ii) financial records, financial statements or financial reports, however compiled, recorded or stored;
 - iii) a document;
 - iv) any other record of information
- c) The inspection must be free of charge.
- d) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the Executive Committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- e) The member may make a copy of or take an extract from a record or document but does not have a right to remove the record or document for that purpose.
- f) Notice of any issues relating to the records is to be provided to the Secretary who will arrange for the item to be raised at the next available Executive Committee meeting.

30) VARIATION TO RULES OF FO-SDJFC

- a) The FO-SDJFC may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows-
 - i) Subject to sub-rule (a) (iv) and (a) (v), the FO-SDJFC may alter its rules by special resolution but not otherwise;
 - ii) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the FO-SDJFC), the FO-SDJFC must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the FO-SDJFC as so altered conform to the requirements of this Act;
 - iii) An alteration of the rules of the FO-SDJFC does not take effect until sub-rule (a)(ii) is complied with;
 - iv) An alteration of the rules of the FO-SDJFC having effect to change the name of the FO-SDJFC does not take effect until sub-rules (a)(i) to (a)(iii) are complied with and the approval of the Commissioner is given to the change name;
 - v) An alteration of the rules of the FO-SDJFC having effect to alter the objects or purposes of the FO-SDJFC does not take effect until sub-rules (a)(i) to a (iii) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- b) These rules bind every member and the FO-SDJFC to the same extent as if every member and the FO-SDJFC had signed and sealed these rules and agreed to be bound by all their provisions.

31) COMMON SEAL OF FO-SDJFC

- a) The Association must have a common seal on which its corporate name appears in legible characters.
- b) The common seal of the FO-SDJFC must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 24.
- c) The affixing of the common seal of the FO-SDJFC must be witnessed by any two of the President, Vice President, the Secretary and the Treasurer.
- d) The common seal of the FO-SDJFC must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

32) DISPUTES AND MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these rules between-
 - i) a member and another member; or

- ii) a member and the FO-SDJFC; or
- iii) if the FO-SDJFC provides services to non-members, those non-members who receive services from the FO-SDJFC, and the FO-SDJFC.
- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be-
- e) a person chosen by agreement between the parties; or
- f) in the absence of agreement-
 - i) in the case of a dispute between a member and another member, a person appointed by the Committee of the FO-SDJFC;
 - ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (a)(iii) and the FO-SDJFC, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- g) A member of the FO-SDJFC can be a mediator.
- h) The mediator cannot be a member who is a party to the dispute.
- i) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- j) The mediator, in conducting the mediation, must-
 - i) give the parties to the mediation process every opportunity to be heard;
 - ii) allow due consideration by all parties of any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- k) The mediator must not determine the dispute.
- l) The mediation must be confidential and without prejudice.
- m) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

33) DISSOLUTION

- a) The FO-SDJFC shall be wound up voluntarily whenever a notice of motion to do so in accordance with these Rules has been duly passed by a Annual General Meeting with a seventy five percent (75%) majority and confirmed by a seventy five percent (75%) majority at a further General Meeting called for the specific purpose within twenty eight days of the first meeting.
- b) If, on the winding up of the FO-SDJFC, and property of the FO-SDJFC remains after satisfaction of the debts and liabilities of the FO-SDJFC and costs, charges and expenses of winding up, that property shall be distributed:
 - i) to another association incorporated under the Act; or

- ii) An organisation that holds a current licence under the Charitable Collections Act 2001.
- c) Which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Executive Committee under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Club.

34) Change History

Date	Changes Made	Authorised By
8/11/2017	Review of Constitution Changes to the Constitution to reflect the changes in the Associations Incorporations Act 2015 which came into effect on 1 July 2016. Update of Membership Status	John Sobolewski President SDJFC

Signed and authorised by



John Sobolewski
 President
 Friends of Sorrento Duncraig Junior Football Club

8 November 2017