



**CONSTITUTION
OF
LOCHINVAR ROVERS FOOTBALL CLUB INC.**



**NATIONAL CLUB
ACCREDITATION SCHEME**



Contents

Part 1 - Preliminary	4
1.1 Definitions.....	4
1.2 Objects	5
1.3 Operations of the Club	5
1.4 District and State Associations.....	5
1.5 Club Colours	5
2. Club Emblem.....	6
3. Competitions	6
Part 2 – Membership.....	6
2.1 Membership Generally.....	6
2.2 Nomination for Membership.....	6
2.3 Life Membership.....	7
2.4 Cessation of Membership including Life Membership	7
2.5 No claim against the LRFC.....	8
2.6 Membership Entitlements not Transferable.....	8
2.7 Resignation of Membership	8
2.8 Register of Members	8
2.9 Members’ Liabilities	9
2.10 Resolution of Disputes	9
2.11 Disciplining of Members	9
2.12 Right of Appeal of Disciplined Member	10
2.13 Child Protection Policy	10
Part 3 - The Executive Committee.....	10
3.1 Powers of the Executive Committee.....	10
3.2 Proceedings of Executive Committee.....	11
3.3 Composition of the Executive Committee.....	12
3.4 Election of Executive Committee Members	12
3.5 Secretary	13
3.6 Treasurer	13
3.7 Casual Vacancies	14
3.8 Removal of Executive Committee Members.....	14
3.9 Executive Committee Meetings and Quorum.....	14
3.10 Delegation by the Executive Committee to a Sub-committee.....	15
3.11 Voting and Decisions.....	15

Part 4 - Meetings.....	16
4.1 Annual General Meetings - Holding of	16
4.2 Annual General Meetings - Calling of and business at.....	16
4.3 Special General Meetings - Calling of.....	16
4.4 Notice.....	17
4.5 Cancellation or Postponement of a General Meetings.....	17
4.6 Quorum for General Meetings	18
4.7 Presiding Member	18
4.8 Adjournment	18
4.8 Making of Decisions	19
4.9 Special Resolutions.....	19
4.10 Voting	19
4.11 Proxy Votes not Permitted.....	20
4.12 Postal ballots	20
 Part 5 – Miscellaneous	 20
5.1 Insurance	20
5.2 Funds - Source	20
5.3 Funds - Management.....	20
5.4 Change of Name, Objects and Constitution.....	20
5.5 Custody of Books, etc.	20
5.6 Service of Notices	20
5.7 Financial Year	21
5.9 Indemnity	21
5.9 Seals	21

Part 1 - Preliminary

1.1 Definitions

(1) In this constitution:

Constitution means this constitution as amended from time to time, and a reference to a particular article is a reference to an article of this constitution.

Executive Committee Member means the President, Vice-President, Secretary, Treasurer and Coaching Coordinator.

Football means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the time of adoption of this constitution, Football includes the games of football, soccer football, indoor or 5 a side (Futsal) football and beach football.

Financial Member means a Member who has paid the relevant membership fee and for whom there are no outstanding fees, levies or fines.

Junior Member means a Member who is a natural person and who has not attained the age of eighteen (18) years.

Laws of the Game means the rules of Football referred to in the Statutes and Regulations.

Life member means a person admitted as such under clause 2.3.

LRFC means the Lochinvar Rovers Football Club Inc.

Headings are inserted for convenience and do not affect the interpretation of this Constitution

"**Include**" etc in this Constitution the words "include", "includes", "including" and "for example" are not to be interpreted as words of limitation.

Member means a person who holds membership under the criteria set down in section two below.

Financial Year means the period as specified in clause 5.7

Personal Information has the meaning given to it in section 6 of the *Privacy Act 1988* (Cth).

Registration Fees are Annual Registration Fees as determined by the Executive Committee.

Powers A power, an authority or a discretion reposed in an Executive Committee Member, the Executive Committee, the LRFC in general meeting or a member may be exercised at any time and from time to time.

Senior Member means a Member who is a natural person and who has attained the age of eighteen (18) years of age.

Statutes and Regulations means the Statutes and Regulations of FIFA in force from time to time.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

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

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

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

1.2 Objects

The objects for which the LRFC is established are:

- (a) To promote, encourage and develop the playing and enjoyment of Football;
- (c) To foster friendly relations between the officials and players of Football within the LRFC;
- (d) To prevent racial, religious, gender, physical and mental disability or political discrimination or distinction amongst Football players of this LRFC;
- (e) Any other object which, in the opinion of the Executive Committee, is in the best interests of Football

1.3 Operations of the Club

- (a) The Club shall be run on a non-profit basis.
- (b) All profits and surpluses shall be used for the benefit of the Members and will not be distributed as income or dividends to individual Members.
- (c) The Club's funding sources shall include registration fees, match fees, canteen sales, and the sale of Club players' equipment, raffles, gala days, inter-club competitions, sponsorship, and other similar fundraising exercises.

1.4 District and State Associations

- (a) The Club shall maintain affiliation with the relevant District and State Football Associations/Federations.
- (b) The Club shall abide by the Constitution and By-Laws of the relevant District and State Football Associations/Federations.

1.5 Club Colours

- (a) The Club colours shall be predominantly purple and white.
- (b) The colour of Club provided goalkeepers shirts shall be determined by the Executive Committee and shall carry standard club embroidery. Goalkeepers may decide to wear their own personal strip as long as it complies with the Laws of the game.
- (c) They may include the Club's name inscribed.
- (d) There shall be an alternative strip as approved by the Executive Committee.

- (e) Sponsorship may be attached to club strips, as deemed fit by the Executive Committee.

2. Club Emblem

The Club emblem shall be a Roving Knight

3. Competitions

- (a) The Club may compete in football competitions conducted by the relevant District and State Football Associations/Federations.
- (b) The Club may field teams, as availability of players permit, in all age divisions in both male and female competitions.
- (c) The fielding of any team shall be at the discretion of the Executive Committee.
- (d) The Club may enter in special competitions and tournaments as determined by the Executive Committee.

Part 2 – Membership

2.1 Membership Generally

- (1) A person is eligible to be a member of LRFC if:
 - (a) The person is a natural person, and
 - (b) The person has been approved for membership of LRFC in accordance with Clause 2.2.
- (2) A person is taken to be a member of LRFC if:
 - (a) The person is a natural person, and
 - (b) The person was:
 - (i) In the case of an unincorporated body that is amalgamated with the LRFC - a member of that unincorporated body immediately before the amalgamation with the LRFC, or
 - (ii) In the case of a Club that is amalgamated with the LRFC to form a new Club - a member of that other Club immediately before the amalgamation.

2.2 Nomination for Membership

- (1) A parent or guardian, if registering a Junior Member, or a Senior Member, or a Coach and Manager not covered previously, or a Volunteer, must nominate for membership of the LRFC each and every financial year:
 - (a) By completing the online form at My Football Club, which will notify the registrar of the LRFC for the current financial year, and
 - (b) By completing the written form – LRFC.FRM.006 Club Registration Form, one for each of their children, and themselves, if they are registering as a player, Coach, Manager or Volunteer and lodging it with the secretary of LRFC for the current financial year.

- (2) As soon as practicable after receiving both nominations for membership, the secretary and registrar must refer the nomination/s to the Executive committee, which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Executive committee makes that determination, they must:
 - (a) Send a communication of the approval or rejection notice to the nominee.
 - (b) If approved, request the nominee to pay by the specified date, the sum payable under the Registration Fees for the relevant Season.
- (4) The Treasurer must, on payment by the nominee of the amounts referred to in Clause 2.2 (3) (b), cause the Secretary to enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of LRFC for the current financial year.
- (5) The Executive Committee shall not be required to assign any reason for any rejection of membership.

2.3 Life Membership

- (1) Life membership may only be granted at each Annual General Meeting. To be an entitled Life member of the LRFC, the person:
 - (a) Has been a committee member, a coach or held a volunteer position within LRFC for 8 consecutive years; or
 - (b) Has been a registered player of LRFC for 10 consecutive years; and
 - (c) Has been nominated by another member of club; and
 - (d) Is deemed to warrant life membership by the Executive committee; and
 - (e) Has his name and nomination added on the notice of the AGM; and
 - (f) Receives a minimum 75% positive Membership Vote on the Motion

(2) Rights of Life Members

A Life Member:

- (e) Is not to be counted in a quorum under Clause 4.6; and
- (f) Is entitled to receive notice of general meetings only; and
- (g) Is entitled to attend and speak at general meetings under general business only; and
- (h) Is not entitled to vote at any general meeting.

2.4 Cessation of Membership including Life Membership

A person ceases to be a member of LRFC if:

- (a) They die, or
- (b) They resign membership, or
- (c) They are de-registered by the LRFC Committee or its Governing Bodies; or
- (d) The financial year changes; or
- (e) The LRFC, is dissolved or otherwise ceases to exist, or is unable to pay its debts.

2.5 No claim against the LRFC

A member whose membership ceases has no claim against the LRFC or the Executive Committee for damages or otherwise.

2.6 Membership Entitlements not Transferable

A right, privilege or obligation which a person has by reason of being a member of LRFC

- (a) is not capable of being transferred or transmitted to another person, and
- (b) Terminates on cessation of the person's membership as per Clause 2.4.

2.7 Resignation of Membership

- (1) A member of LRFC may resign from membership of LRFC by first giving to the secretary written notice of at least one week (or such other period as the Executive committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of LRFC ceases to be a member under Clause 2.7 (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

2.8 Register of Members

- (1) The Secretary of the LRFC must establish and maintain a register of members of LRFC specifying the name and postal or residential address of each person who is a member of LRFC together with the date on which the person became a member.
- (2) The register of members can be kept in New South Wales in electronic form including email addresses.
- (3) Subject to the Incorporations Act, the Executive Committee may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Club or any of them will be open for inspection by the Members
- (4) A Member does not have the right to inspect any document of the Club except as provided by law or authorised by the Executive Committee or by the Club in general meeting.
- (4) No Non-member or member of LRFC can obtain a copy, whether in written or electronic form, of any part of the register.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the Committee approved purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to LRFC or other material relating to LRFC, or
 - (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

2.9 Members' Liabilities

The liability of a member of LRFC to contribute towards the payment of the debts and liabilities of LRFC or the costs, charges and expenses of the winding up of LRFC is limited to the amount, if any, unpaid by the member in respect of their annual registration fees of LRFC.

2.10 Resolution of Disputes

- (1) A dispute between a member and another member (in their capacity as members) of LRFC, is to be referred to the Executive Committee for mediation, if not resolved within 1 month.
- (2) A dispute between a member or members and the Executive Committee, is to be referred to a Governing Body for mediation, if not resolved within 1 month.

2.11 Disciplining of Members

- (1) A complaint may be made to the Executive committee by any person that a member of the LRFC:
 - (a) Has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) Has wilfully acted in a manner prejudicial to the interests of the LRFC.
- (2) The Executive committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive Committee decides to deal with the complaint, the Executive Committee:
 - (a) Must cause notice of the complaint to be served on the member concerned, and
 - (b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive Committee in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Executive Committee may, by motion, de-register the member from the LRFC or suspend the member from membership of LRFC if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Executive Committee de-registers or suspends a member, the secretary must, within 7 days after the action is taken, ensure written notice be given to the member of the action taken, of the reasons given by the Executive Committee for having taken that action and of the member's right of appeal under Clause 2.12.
- (6) The de registration or suspension does not take effect:
 - (a) Until the expiration of the period within which the member is entitled to appeal against the motion concerned, or
 - (b) If within that period the member exercises the right of appeal, unless and until LRFC confirms the motion under Clause 2.12, whichever is the later.

2.12 Right of Appeal of Disciplined Member

- (1) A member may appeal to LRFC in an Executive Committee meeting against a motion of the Executive Committee under Clause 2.11, within 7 days after notice of the motion is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under Clause 2.12 (1), the secretary must notify the Executive Committee which is to convene a committee meeting of LRFC to be held within 28 days after the date on which the secretary received the notice.
- (4) At a committee meeting of LRFC convened under Clause 2.12 (3):
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The Executive Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) The Executive Committee members present are to vote by secret ballot on the question of whether the motion should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the Executive Committee members of LRFC.

2.13 Child Protection Policy

All Executive committee members, Coach's, Manager's or anyone deemed to require it by the Executive Committee, are to undertake an official "Working with Children check". Any failure to comply or subsequent failure of the assessment will constitute immediate expulsion from the club as a whole and the individual will be not be permitted to attend any LRFC sanctioned event (including but not limited to); Training sessions, Competitions, Gala Days, Presentation Days or Fund-raising events.

Part 3 - The Executive Committee

3.1 Powers of the Executive Committee

3.1.1 Executive Committee to manage LRFC

The Executive Committee is to manage the Club's business and may exercise those of the Club's powers that are not required, by the Incorporations Act or by this Constitution, to be exercised by the Club in general meeting. The Executive Committee decisions are final in all matters pertaining to the management of the Club.

3.1.2 Specific powers of Executive Committee

The Executive Committee may exercise all the Club's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Club or of any other person.

3.1.3 Appointment of attorney

The Executive Committee may appoint any person to be the Club's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions that they think fit.

3.1.4 Provisions in power of attorney

A power of attorney granted under article 11.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Executive Committee think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

3.1.5 Minutes

The Executive Committee must cause minutes of meetings to be made and kept according to the Incorporations Act.

3.1.6 Signing Cheques

The Executive Committee may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed.

3.1.7 Public Officer

The Executive Committee may appoint the Treasurer of the Club or another appropriate person to be the Public Officer.

3.1.8 Duties of the Public Officer

It is the duty of the Public Officer to:

- (a) Lodge with the NSW Fair Trading within one month after the passing of a special resolution altering the Constitution of the Club, notice in the prescribed form setting out particulars of the alteration;
- (c) Notify the Executive Committee of its obligations to the Incorporations Act, should he resign from his position;
- (d) Notify the NSW Fair Trading of his address and should he change that address shall notify the NSW Fair Trading within 14 days after the change, of such change;
- (e) Lodge with the NSW Fair Trading, within one month after the annual general meeting of the Club, in the prescribed form verified as prescribed a statement in compliance with the Act.

3.2 Proceedings of Executive Committee

3.2.1 Executive Committee meetings

The Executive Committee may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. Committee meetings can be held at 2 or more venues using any technology the committee approves. Whatever technology is used, it must give each committee member a reasonable opportunity to participate. Executive committee members who participate at a committee meeting using such technology have the same rights as committee members who are present at the meeting, including voting rights.

3.2.2 Questions decided by majority

A question arising at an Executive Committee meeting is to be decided by a majority of votes of the Executive Committee present and entitled to vote.

3.2.3 Chairman's casting vote

The chairman of the meeting has a casting vote.

3.2.4 Effect of vacancy

The continuing Executive Committee may act despite a vacancy in their number. However, if the number of Executive Committee is reduced below the number required for a quorum, the remaining Executive Committee may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

3.2.5 Sub-Committee meetings

The provisions of this Constitution dealing with Executive Committee meetings govern sub-committee meetings, as far as they are capable of application.

3.2.6 Circulating Motions

The Executive Committee may pass a motion without an Executive Committee meeting being held if all of the Executive Committee who are entitled to vote on the motion sign a document containing a statement that they are in favour of the motion as set out in the document. Separate copies of the document may be used for signing by Executive Committee if the wording of the motion and statement is identical in each copy. The motion is passed when the last Executive Committee Member signs.

3.2.7 Validity of acts of Executive Committee

Everything done at an Executive Committee meeting or a subcommittee meeting, or by a person acting as an Executive Committee Member, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

3.3 Composition of the Executive Committee

- (1) The Executive Committee is to consist of:
 - (a) The President; and
 - (b) The Vice-president; and
 - (c) The Treasurer; and
 - (d) The Secretary; and
 - (e) The Coaching Coordinator.
- (2) An executive committee member cannot hold 2 executive positions.
- (3) Each member of the Executive Committee is, subject to this constitution, to hold office until the conclusion of the following financial year's annual general meeting, but is eligible for re-election.
- (4) There is no maximum number of consecutive terms for which an Executive Committee member may hold office.

3.4 Election of Executive Committee Members

- (1) Nominations of candidates for election as an Executive Committee member
 - (a) Must be made in writing, signed by 2 members of LRFC and include the consent signature of the candidate (Refer to the nomination forms included with the AGM Notice), and
 - (b) Must be mailed, delivered or emailed to the secretary of LRFC at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (2) If sufficient written nominations are received prior to the holding of the Annual General Meeting to fill all vacancies on the Executive committee, the written candidates nominated are taken to be elected.
- (3) If insufficient written nominations are received to fill all vacancies on the Executive committee, further verbally agreed nominations are to be received at the annual general meeting.
- (4) If insufficient further verbally agreed nominations are received, any vacant positions remaining on the Executive committee are taken to be casual vacancies.
- (5) If the number of verbally agreed nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (6) If the number of verbally agreed nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (7) Any ballot for the election of the Executive committee members is to be conducted at the annual general meeting in such usual and proper manner as the Executive committee may direct.
- (8) A person nominated, in writing or verbally, as a candidate for election as an Executive committee member of the LRFC must be a member of the LRFC.

3.5 Secretary

- (1) The secretary of LRFC must, as soon as practicable after being appointed as secretary, lodge notice with LRFC of his or her address.
- (2) It is the duty of the secretary to maintain minutes of:
 - (a) All appointments of the Executive Committee members and
 - (b) The names of Executive Committee members present at a committee meeting or a general meeting, and
 - (c) All proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting will generally be taken by the Minutes Secretary.
- (4) Minutes of proceedings at a meeting must be electronically or physically signed by the chairperson of the meeting.
- (5) The Secretary must comply with all his/her responsibilities as specified in the Position Description.

3.6 Treasurer

It is the duty of the Treasurer of LRFC to ensure:

- (a) The Treasurer of LRFC must, as soon as practicable after being appointed, lodge notice with LRFC Secretary, of his or her address.
- (b) That all money due to LRFC is collected and received and that all payments authorised by LRFC are made, and
- (c) That correct books and accounts are kept showing the financial affairs of LRFC, including full details of all receipts and expenditure connected with the activities of LRFC, for a minimum period of 5 years.
- (d) Compliance with all his/her responsibilities as specified in the Position Description.

3.7 Casual Vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the LRFC to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Executive committee occurs if the member:
 - (a) Dies, or
 - (b) Ceases to be a member of LRFC, or
 - (c) Becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) Resigns office by notice in writing given to the secretary, or
 - (e) Is removed from office under Clause 3.7, or
 - (f) Becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
 - (h) Is convicted of an offence involving fraud or dishonesty, or
 - (i) Is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

3.8 Removal of Executive Committee Members

- (1) LRFC in general meeting may by motion remove any Executive Committee members from the office before the expiration of the Executive Committee member's term of office and may by motion appoint another person to hold office until the expiration of the term of office of the Executive Committee member so removed.
- (2) If an Executive Committee member, to whom a proposed motion referred to in Clause 3.7 (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of LRFC, the secretary or the president may send a copy of the representations to each member of LRFC or, if the representations are not so sent, the Executive Committee member is entitled to require that the representations be read out at the meeting at which the motion is considered.

3.9 Executive Committee Meetings and Quorum

- (1) The Executive committee must meet at least 3 times in each period of 12 months at such place, time or way (eg. Phone Conference) as the Executive committee may determine.
- (2) Additional meetings of the Executive committee may be convened by any member of the Executive committee.
- (3) Oral, written or electronic notice of a meeting of the Executive committee must be given by the secretary to each member of the Executive committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Executive committee) before the time appointed for the holding of the meeting.

- (4) Notice of a meeting given under Clause 3.8 (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Executive committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive committee, constitute a quorum for the transaction of the business of a meeting of the Executive committee.
- (6) No business is to be transacted by the Executive committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Executive committee:
 - (a) The president or, in the president's absence, the vice-president is to preside, or
 - (b) If the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the Executive committee members present at the meeting is to preside.

3.10 Delegation by the Executive Committee to a Sub-committee

- (1) The Executive committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of LRFC as the Executive committee thinks fit) the exercise of such of the functions of the Executive committee as are specified in the instrument, other than:
 - (a) This power of delegation, and
 - (b) A function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Executive committee.
- (6) The Executive committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

3.11 Voting and Decisions

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

- (2) Each member present at a meeting of the executive committee or of any sub-committee appointed by the executive committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to Clause 3.8, the Executive committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive committee or by a sub-committee appointed by the Executive committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive committee or sub-committee.

Part 4 - Meetings

4.1 Annual General Meetings - Holding of

- (1) LRFC must hold its annual general meetings:
 - (a) Within 6 months after the close of LRFC's financial year, and
 - (b) In accordance with the Incorporations Act.

4.2 Annual General Meetings - Calling of and business at

- (1) The annual general meeting of LRFC is, subject to the Act and to Clause 4.1, to be convened on such date and at such place and time as the committee thinks fit. The notice can be sent in paper or electronic form.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) To receive from the Executive committee reports on the activities of LRFC during the last preceding financial year,
 - (c) To elect Executive committee members of LRFC and,
 - (d) To receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

4.3 Special General Meetings - Calling of

- (1) The Executive committee may, whenever it thinks fit, convene a special general meeting of LRFC.
- (2) The Executive committee must, on the requisition in writing of at least 30 per cent of the total number of members, convene a special general meeting of LRFC.
- (3) A requisition of members for a special general meeting:
 - (a) Must state the purpose or purposes of the meeting, and
 - (b) Must be signed by the members making the requisition, and
 - (c) Must be lodged with the secretary in paper or electronic form, and

- (d) May consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Executive committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in Clause 4.3 (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Executive committee.

4.4 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of LRFC, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of LRFC, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 4.4 (1), the intention to propose the motion as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under Clause 4.2 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

4.5 Cancellation or Postponement of a General Meetings

- (1) Where a general meeting (including an annual general meeting) is convened by the Executive Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.
- (2) Notice of cancellation or postponement of a general meeting (including an annual general meeting) must state the reason for doing so and be electronically communicated to each Member individually.
- (3) A Notice postponing a general meeting must specify:
 - (a) The new date and time for the meeting;
 - (b) The place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
 - (c) If the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.
- (4) The notice period of 24 hours must be given for Cancelling or Postponing a general meeting (including an annual general meeting).
- (5) The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

- (6) The non-receipt of a notice convening, cancelling or postponing a general meeting (including an annual general meeting) by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any motion passed at the general meeting (including an annual general meeting) or a postponed meeting or the cancellation or postponement of the meeting.

4.6 Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting as per Clause 4.4 (2), unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 20% of the current members present which must include a minimum of 3 Executive Committee Members, being members entitled under this constitution to vote at a general meeting, constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be dissolved.

4.7 Presiding Member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting (including an annual general meeting) of the LRFC;
- (2) If the president and/or the vice-president are absent or unwilling to act, the Secretary, Treasurer or Coaching Coordinator are to preside as the chairperson at the general meeting (including an annual general meeting);

4.8 Adjournment

- (1) The chairperson of a general meeting (including an annual general meeting) at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting (including an annual general meeting) is adjourned for 14 days or more, the secretary must give written, oral or electronic notice of the adjourned meeting to each member of the LRFC stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in Clause 4.8 (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

4.8 Making of Decisions

- (1) A question arising at a general meeting (including an annual general meeting) of the LRFC is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 10 or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot will occur.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a motion has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the LRFC, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that motion.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

4.9 Special Resolutions

- (1) A motion is passed by the LRFC as a **special resolution**:
 - (a) At a meeting of the LRFC of which notice is as per Clause 4.4(2), or
 - (b) In a postal ballot conducted by the LRFC, or
 - (c) In such other manner as the Secretary may direct.

If it is supported by at least 30 per cent of the members of the LRFC who, under the LRFC's constitution, are entitled to vote on the proposed motion.
- (2) A notice referred to in Clause 4.9(1) (a) must include the terms of the motion and a statement to the effect that the motion is intended to be passed as a special resolution.
- (3) A postal ballot referred to in Clause 4.9(1) (b) may only be conducted in relation to motions of a kind that the LRFC's constitution permits to be voted on by means of a postal ballot and, if conducted, must be conducted in accordance with Schedule 3 to the Regulation.
- (4) A direction under Clause 4.9(1) (c) may not be given unless the Secretary is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by Clause 4.9(1) (a) or (b).

4.10 Voting

- (1) On any question arising at a general meeting of the LRFC a member has one vote only. Families or guardians are entitled to a single vote, regardless of the amount of Junior or Senior Members, Coach's, Managers or Volunteers they have registered with the LRFC.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Senior or Junior member, Coach, Manager or Volunteer is not entitled to vote at any general meeting of the LRFC unless all money due and payable has been paid to LRFC.
- (4) A Junior member is not entitled to vote at any general meeting.

4.11 Proxy Votes not Permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

4.12 Postal ballots

- (1) LRFC may hold a postal ballot to determine any issue or motion (other than an appeal under Clause 2.12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

5.1 Insurance

- (1) LRFC may effect and maintain insurance.

5.2 Funds - Source

- (1) The funds of LRFC are to be derived from registration fees, donations, sponsorship and, subject to any motion passed by LRFC in general or executive committee meeting, such other sources as the Executive committee determines.
- (2) All cash received by LRFC must be deposited as soon as practicable and without deduction to the credit of LRFC's bank or other authorised deposit-taking institution account.
- (3) LRFC as soon as practicable, before receiving any money issue an appropriate invoice or provide a written receipt for Cash payments.

5.3 Funds - Management

- (1) Subject to any motion passed by the LRFC in general or committee meeting, the funds of LRFC are to be used in pursuance of the objects of the LRFC in such manner as the Executive committee determines.
- (2) All cheques, main account online payments, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Executive committee of the LRFC.

5.4 Change of Name, Objects and Constitution

- (1) An application to the Director-General for registration of a change in LRFC's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive Committee member.

5.5 Custody of Books, etc.

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

5.6 Service of Notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) By delivering it to the person personally, or
 - (b) By sending it by post to the registered address of the person, or
 - (c) By sending it by online (email) transmission or some other form of electronic transmission to a registered address specified by the person in My Football Club.

- (d) It is a member's responsibility to ensure all details are current in My Football Club and any change is communicated to the Secretary.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) In the case of a notice sent by post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) In the case of a notice sent by online (email) transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

5.7 Financial Year

- (1) The financial year of LRFC is:
 - (a) The period of time commencing on the date of incorporation of LRFC and ending on the following 31st December, and
 - (b) each period of 12 months after the expiration of the previous financial year of LRFC, commences on 1st January and ends on the following 31st December.

5.9 Indemnity

- (1) Every person who is or has been
 - (a) An Executive Committee MemberIs entitled to be indemnified out of the property of the LRFC against:
 - (c) Every liability incurred by the person in that capacity (except a liability for legal costs); and
 - (d) All legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,Unless
 - (e) The LRFC is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (f) An indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

5.9 Seals

- (1) The Executive Committee must provide for the safe custody of any seal of the LRFC.
- (2) All LRFC seals may only be used by the authority of the Executive Committee.