

## CONSTITUTION OF KINGSLEY WESTSIDE FOOTBALL CLUB INCORPORATED

### 1. NAME

- a) The name of the Club shall be Kingsley Westside Football Club Incorporated.

### 2. DEFINITIONS

- a) Kingsley Westside Football Club will be identified as “KWFC” in this document for the purpose of identifying the individual incorporation.
- b) Kingsley Soccer Club in this document is referred to as “KSC” for the purpose of identifying the individual incorporation.
- c) Westside Football Club will be identified as “WFC” in this document for the purpose of identifying the individual incorporation.

### 3. OBJECTS

The objectives for which KWFC is established will be:

- a) To enjoy, promote, foster, encourage and participate in the sport of Football in a competitive and sportsperson like manner.
- b) To abide by the Official Rules of the game of Football as issued by Football West Inc.
- c) To act for the benefit of or in the interests of its members in all matters pertaining to Football and control thereof.

### 4. NON-PROFITMAKING

- a) The property and income of KWFC shall be applied solely towards the promotion of the objects of KWFC 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.

### 5. AFFILIATIONS

- a) KWFC shall be affiliated with Football West Inc and will participate in the competitions conducted by that association.
- b) KWFC shall also be affiliated with KSC & WFC under the name KWFC for the purpose of developing long term success on and off the pitch under the name KWFC.

## **6. AFFILIATIONS**

The Club shall be affiliated with Football West Inc and will participate in the competitions conducted by that association. The Club is an affiliation between KFC and WFC under the name KWFC for the purpose of developing long term success as part of the Clubs prescribed objectives.

## **7. BOARD OF DIRECTORS (THE COMMITTEE OF KWFC)**

- a) There will be a Board of Directors established which will consist of four representatives of each Committee. The four representatives shall consist of the President and three additional committee members from both the Junior and Senior committees.
- b) The election of the four representatives on the Board Of Directors for each Committee is determined by their individual constitutions.
- c) The term for the Board Of Directors is in line of each representatives period of service as determined by their individual constitutions.
- d) The purpose of the board is to ensure both Committees are working to meet the Clubs objectives.
- e) The Board of Directors is to meet bi-monthly at a place nominated by the Chairperson.
- f) A Chairperson will be appointed at the Club's Annual General Meeting. The existing Chairperson will chair the AGM for the previous financial year. If the Chairperson is unavailable, the Senior President will chair the Annual General Meeting.
- g) Each Board Member shall have a vote on all issues before the Board of Directors. The Chairperson shall have a casting vote in the event of there being an equality of votes. In the case of the Chairperson being unavailable, the Senior President will assume the casting vote.
- h) If there is a vacancy on either Committee for the positions the respective President may nominate a Committee member of their Committee to attend a Board Of Directors meeting and assume full rights.
- i) The Board Of Directors shall not make any payments apart from reimbursements to any member of The Board Of Directors.
- j) The board members are the persons who as the management committee of KWFC have the power to manage the affairs of KWFC.
- k) Subject to the Act these rules the by-laws (if any) and any resolution passed at a general meeting, the board has power to do all things necessary or convenient to be done for the proper management of the affairs of KWFC.
- l) The committee must take all reasonable steps to ensure that KWFC complies with the Act, these rules and the by-laws (if any).

## **8. THE CLUB SHALL HAVE THE FOLLOWING POWERS**

1. To borrow, raise or secure the payment of money for the purpose of the Club in such a manner as the members think fit including the issuing of debentures and to redeem or pay off any such securities.
2. For the purpose aforesaid to draw, make accept and endorse and issue negotiable securities or instruments of whatever kind or nature.
3. To purchase, take on a lease or otherwise acquire for such price and upon such terms and conditions as the Club thinks fit any freehold or leasehold lands or property which the Club considers is suitable for or may be used in carrying out any of the above purposes.
4. To do all other things incidental or conducive to the attainment of the objectives of the Club.

## **9. TERMINATION OF MEMBERSHIP OF COMMITTEE**

The Board Of Directors may terminate the membership of Board Member who:

- a) If they are terminated from their individual Committees as determined by their individual constitutions.
- b) Provided that where a Board member's service is terminated, such Board Member will be notified in writing within seven (7) days of such decision. Failure to notify however does not render such decision invalid.

## **10. MEMBERSHIP OF THE CLUB**

- a) Membership to the Club is obtained by being a financial member of either WFC or KSC as determined by their individual constitutions which includes Playing Members, Coaching Members and Social Members. Financial members assume full voting rights within KWFC.
- b) Members who have paid the annual fee and any fines or levies as determined by the WFC or KSC individual constitutions shall remain financial until 31st December of that year.
- c) The admission of all members shall be at the discretion of the individual Junior or Senior Committee as determined by their individual constitutions. This is determined on a year on year basis after the member has ceased being a financial member.
- d) Club Members will be able to access the Clubs Constitution, By-Laws and Standing Orders from the Clubs website.
- e) Any club member leaving the Club prior to commencement of season shall be refunded the Club portion of membership as determined by their individual constitutions.
- f) Social membership is available for non-playing members at a cost to be determined by the Board Of Directors each year. Nominations for social membership is to be approved by a majority vote in a Board Of Directors meeting. Social membership is deemed to be a financial member for the prescribed dated in 7b.

- g) When a nomination is received for social membership, the member is required to nominate for either WFC or KSC to assume financial status for that individual Club.

## **11. REGISTER OF MEMBERS**

- a) The Junior and Senior Registrar shall on behalf of the Club keep and maintain the register of members at his/her place of residence.
- b) The Registrar shall delete from the register of members referred to in 9 (a), the name of any person who dies or ceases to be member.
- c) The register of members will contain the members name, email address, contact number and membership class.
- d) A member who wishes to inspect the register of members must contact the Junior or Senior Registrar to make the necessary arrangements.
- e) 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 a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members, the 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 Association.

## **12. INSPECTION OF RECORDS**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club, giving a minimum of 7 days notice. This request is to be put in writing to either Committees Secretary.

- a) All financial records will be kept by the respective Committee's Treasurer.
- b) All records regarding registrations will be kept by the respective Committee's Registrar.
- c) All records except financial and registrar shall be kept by the respective Committee's Secretary.

## **13. COMMON SEAL**

- a) The Club will have no common seal.

## **14. POWERS OF COMMITTEE**

### **a) CHAIRPERSON**

- 1) Calls meetings for the Board of Directors to attend.
- 2) Responsible for ensuring the objectives of the Board and the Club are being met.
- 3) Ensures communications is consistent between the Junior and Senior Committees.
- 4) Has a deciding vote if there are equal votes for motion in a Board Of Directors Meeting.
- 5) Drives the development and growth of the Club.
- 6) Chairs the Club's annual general meeting and board meetings.

### **b) PRESIDENTS**

- 1) There will be a President of both the Junior Committee and the Senior Committee.
- 2) The Junior President and Senior President are to be the spokesperson of the club unless either President nominates for another member of the Club to complete this task.
- 3) The President is responsible for the good order and discipline of their respective teams.
- 4) The President is to ensure that their respective Members are made aware of the Club's Constitution and any codes, by-laws or policies held by the Club.

### **c) SECRETARIES**

- 1) There will be a Secretary of both the Junior Committee and the Senior Committee.
- 2) The Secretary will conduct all correspondence, keep full and correct minutes of all proceedings and report them to their respective Committee.
- 3) The Secretary will jointly convene all meetings including Extraordinary or Special General Meetings for their respective Members.
- 4) The Secretary will be the main point of contact for Football West and other clubs for their respective teams.
- 5) In the event that the Secretary is unable to carry out the duties, then the Vice President of either Committee is empowered to carry out these duties.

### **d) TREASURERS**

- 1) There will be a Treasurer of both the Junior Committee and the Senior Committee.
- 2) The Treasurer shall keep proper books of accounts for presentation to any Auditors as may be appointed at the Annual General Meeting.

- 3) The Treasurer shall receive all monies on behalf of the Club, issue receipts for same and pay such monies into such bank account as the Board Of Directors decides. They shall also be responsible for payments of all accounts on behalf of the club.
- 4) The Treasurer shall submit a financial statement at each meeting and prepare accounts for submission at the Annual General Meeting.
- 5) In the event that the Treasurer is unable to carry out the duties, then the Vice President of either Committee is empowered to carry out these duties.

## **15. MINUTES**

- a) The Board must ensure that minutes are taken and kept of each Board meeting.
- b) The minutes must record the following —  
The names of the committee members present at the meeting;  
The name of any person attending the meeting under rule 43(5);  
The business considered at the meeting;  
Any motion on which a vote is taken at the meeting and the result of the vote.
- c) The minutes of a board meeting must be sent to the Board Members within 48 hours of the conclusion of the meeting.
- d) The chairperson must ensure that the minutes of a committee meeting are reviewed and signed as correct by —  
The chairperson of the meeting; or  
The chairperson of the next committee meeting.
- e) When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that —  
The meeting to which the minutes relate was duly convened and held; and  
The matters recorded as having taken place at the meeting took place as recorded; and  
any appointment purportedly made at the meeting was validly made.

## **16. ANNUAL GENERAL MEETING**

- a) The Annual General Meeting of the Club (hereafter called the AGM) shall be held in a public place on a date in either the month of October or November of that playing season. The AGM of the Club is to be held after the completion of the individual AGMs of WFC and KSC.
- b) Only financial members of the Club shall be entitled to vote at the AGM.
- c) The existing Chairperson will act as the Chairperson of the Annual General Meeting. The Chairperson will not vote on any motion at the Annual General Meeting unless there is a tied vote in which case the Chairperson shall cast a deciding vote.
- d) A quorum of eleven people who are entitled to vote at the AGM must be present at the meeting at all times and resolutions passed with 75% of the vote at the AGM shall be binding on the Committee. 75% pass rate will be rounded up to the next full number.

- e) Fourteen day's notice of such meeting will be given to all members of current financial year via the Club's public Facebook pages and email.
- f) One parent can only vote at an AGM or SGM if they have only one playing member. Two or more playing members in one family will give two parents a vote unless one parent is a current committee member. Parents have the voting power of the playing member until their child's eighteen birthday.
- g) The order of business shall be:
  - I. Minutes of previous Annual General Meeting
  - II. Chairperson's Report
  - III. Presidents Report – Junior and Senior
  - IV. Treasurers Report on KWFC finances – Junior and Senior
  - V. Notices of Motions
  - VI. Election of Chairperson for the next year
  - VII. Confirmation of Board Members from WFC and KSC AGMs
  - VIII. Any urgent general business

#### **17. QUORUMS FOR MEETING**

- a) Board Of Directors Meeting - minimum of two (2) Committee members each from both WFC and KSC shall form a quorum. A Board Of Directors Meeting can be completed without the Chairperson as long as there is equal numbers of Committee Members from both WFC and KSC attending the meeting.
- b) Annual General Meeting – Minimum of eleven (11) financial members shall form a quorum.
- c) Sub-Committee - as decided by the Chairperson of Sub-Committee
- d) Extraordinary or Special General meeting - minimum eleven (11) financial members shall form a quorum.

#### **18. BOARD OF DIRECTORS GENERAL MEETING**

- a) At all meetings except the Annual General Meeting and General Meetings called for a specific purpose, the order of business will be:
  - i) Apologies
  - ii) Chairperson address
  - iii) Confirmation of previous meeting
  - iv) Correspondence - Inward, Outward
  - v) Business arising from previous minutes
  - vi) Reports (including Treasurers Report)
  - vii) General business
  - viii) Close of meeting
- b) A member of The Board will be responsible for the full recording of full and correct minutes of the meeting and email those minutes to the respective Board Members within 3 business days of the meeting being completed.

## **19. FINANCE**

- a) The Club financial year shall commence on the first day of October each year.
- b) The Board Of Directors will operate an independent account to the Junior and Senior Committee which will be operated on a two signature basis by both the Presidents and Treasurers of the Senior and Junior Committees.
- c) Board Of Directors – All payments are to be made via cheque. All cheques shall be signed by two signatories – Both Treasurers of the Junior and Senior Committees along with the Chairperson are to be signatories on the joint bank account.
- d) All Audits shall be carried out by Auditors who are suitably qualified Certified Accountants.

## **20. SPECIAL GENERAL MEETING**

- a) Club members are to be provided with a minimum of 7 days notice via advertisement on the both the Junior and Senior public Facebook page and email.
- b) All resolutions passed at an SGM shall be binding on the Board Of Directors.
- c) A financial member of the Club can call an SGM, providing he/she has a petition signed by 20% of their fellow financial members stating the reason(s). This should then be passed on to a Board Member for action and shall be the only topic of discussion that can be voted at the SGM.

## **21. RENUMERATION OF OFFICIALS**

- a) Where, and if, it is necessary to pay a fee, honorarium or any other type of remuneration the rate of such fee, honorarium etc., for the financial year in which the person are appointed shall be at such rate as is decided by the respective Club Committee as determined by their individual constitutions.

## **22. ALTERATIONS TO THE CONSTITUTION**

- a) No alteration, repeal or addition shall be made to the Constitution except at the AGM or a SGM called for that purpose. Notice of all motions to alter, repeal or add to the Constitution must be made in writing and signed by both proposer and seconder, both being financial members of the Club and lodged with their respective Secretary at least two weeks prior to the AGM or SGM.
- b) The Secretary shall circulate the details of proposed alteration to all Officers and Committee Members and include in the Notice of meeting issued to Club Members via the Junior and Senior public Facebook page and email at least one week before such meeting.
- c) Such motion(s) require to be passed by a 75% majority of financial members present. 75% pass rate will be rounded up to the next full number.

### **23. CLUB BY-LAWS AMENDMENTS**

- a) Club By-Laws may be adopted, repealed or amended at the Club's Board Of Directors meeting. 75% of Board Of Directors in attendance at a Board Meeting will be required to vote in favour.
- b) A notice period of seven days is required to Board Members for such proposed amendments.

### **24. PROTESTS AND DISPUTES**

- a) Should any member at any time have a complaint or protest on any matter concerning the Club or other Club Members, they shall notify any Board Member of their complaint or protest in writing. The complaint or protest will be raised at the next Board meeting.
- b) A Protests and Disputes Sub-committee of three (3) Board Members who are not involved in the matter may be appointed by the Board to hear and adjudicate on any dispute arising within various teams or the Club generally. Dissenting parties shall have the right to appeal to the Committee if dissatisfied with the findings of the Sub-committee.
- c) The Board may review a decision of the Sub-committee and either accepts the decision of the Sub-committee or substitute a decision of its own.
- d) The Board Of Directors have the right to decline a sub-committee appointment if they deem a sub-committee isn't warranted.

### **25. SUSPENSION OR TERMINATION OF MEMBERSHIP**

- (a) The Respective Committee of the persons membership shall have the power to reprimand, suspend or expel the member of their respective membership base.
- (b) The Respective Committee of the persons membership or authorised employees/volunteers in receiving a complaint of a member's behaviour which is considered a serious breach of acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action can be taken.
- (c) The Respective Committee of the persons membership is required to exempt any member of that Committee from hearing a charge in which he or she has an interest.
- (d) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.
- (e) The Respective Committee of the persons membership shall apply the power to reprimand, suspend or expel any member of of their respective membership base who:
  - (i) fail in the observance or commit any breach of any rule of KWFC members Code of Conduct or any by-law of KWFC or of any order or direction of the Management Committee or of any General Meeting; and/or
  - (ii) in the sole judgement of the respective Committee have been guilty in or out of The respective Club's premises of any act, conducted matter or thing calculated to bring

discredit on the respective Club or KWFC or its members, or to impair or affect the enjoyment of respective Club or KWFC by other members

- (f) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days' notice.
  - (i) The Respective Committee of the persons membership shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.
  - (ii) If the respective Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.
  - (iii) If a Member is suspended or expelled the person may appeal the respective Committee's decision through a Special general meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the respective Committee's decision.
- (g) Members are not permitted to have legal representation attend any disciplinary matters but may bring another member to act in a support capacity only.
- (h) If a Member's membership is suspended the respective Secretary must record in the Register:
  - (i) the name of the Member that has been suspended from membership;
  - (ii) the date on which the suspension takes effect; and
  - (iii) the length of the suspension as determined by the Committee.
- (i) During the period a member's membership is suspended, the member —
  - (i) loses any rights (including voting rights) arising as a result of membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Club.
- (j) Upon the expiry of the period of a Member's suspension, the respective Secretary must record in the Register that the Member is no longer suspended.
- (k) If the respective Committee of the persons membership decision to suspend or expel a Member is revoked under these Rules, any act performed by the respective Committee or Members in a General Meeting during the period that the Member was suspended or expelled from Membership is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

## **26. LIFE MEMBERS**

a1) Any person who joined the Club after to the 2020 playing season will require 10 years non-continuous service to be granted life membership to the Club. All life membership proposals are to be prepared by the respective Committees and presented at the final Board of Directors meeting before the end of season presentation night for approval.

(a2) Any person who has joined the Club before the 2020 season will require 8 years non-continuous service to be granted life membership to the Club. All life membership proposals are

to be prepared by the respective Committees and presented at the final Board of Directors meeting before the first of either WFC or KSC end of season presentation night for approval.

- c) Any person who in the opinion of the presiding committee has rendered outstanding service to the Club or the sport in general may be elected a Life Member. All life membership proposals are to be prepared by the respective Committee and presented at the final Board of Directors meeting before the first of either WFC or KSC end of season presentation night for approval.
- d) Both Secretaries shall keep a register of all persons afforded this honour.
- e) Life membership years of service begin when a member turns eighteen.

## **27. DISSOLUTION**

The Club may be dissolved or wound up by a resolution at an AGM or SGM called for such purpose. If upon dissolution or winding-up of the Club there remains, after the satisfaction of all debts and liabilities, any property whatsoever this shall not be paid to or distributed among the members but shall given or transferred –

- a) An incorporated association, A company limited by guarantee registered under the Corporations Act 2001, an organisation that holds a current licence under the Charitable Collections Act 1946, an organisation that is a member or former member of the association and whose rules prevent the distribution of property to its members; or a non-distributing co-operative registered under the Co-operatives Act 2009.
- a) In the event of the winding up or dissolution of the Club, the Commissioner of the Australian Taxation Office shall be advised of the date of dissolution within thirty days of the dissolution.
- b) To dissolve the Club in its entirety, a vote of 75% of financial members in attendance at the AGM or SGM are required to vote in favour.
- c) To end the partnership of WFC and KWSC, a vote of 75% of financial members in attendance at the AGM or SGM are required to vote in favour. 75% pass rate will be rounded up to the next full number. If a in favour vote is obtained, the joints assets will be split evenly between the two entities. If any assets are in dispute, an independent chairperson as elected by the Board Of Directors decision will be final.

## **28. CLASSES OF MEMBERSHIP**

- a) The classes of membership for KWFC shall be:
  - 1. Junior Member (Player, Players parent (If player is aged under 18), Coach, Manager – Not limited by age) – Obtained by being a financial member of WFC. As per clause 10a.
  - 2. Senior Member (Player, Players parent (If player is aged under 18), Coach, Manager – Not limited by age) - Obtained by being a financial playing member of KSC. As per clause 10a.

3. Life Member – As per clause 26.
4. Social Member – As per clause 10f & 10g.

(l) Members listed in 28 a 1,2,3,4 are deemed full financial members and assume full voting rights at KWFC.

## **28. LIQUOR LICENCE**

- a. KWFC will maintain a club license under the current Liquor Act and its amendments.
- b. KWFC shall ensure a Duty Manager is on the licensed premises for the purposes of observing liquor licensing requirements and regulations, as required under the Liquor Act.
- c. KWFC shall be open for sale of liquor during such hours as The Board Of Directors shall from time to time determine and as permitted under the Liquor Act.
- d. No liquor shall be sold or supplied to any juvenile.
- e. KWFC may allow visitors onto the premises, as per the requirements of the Liquor Act.
  - i. Visitors shall not be entitled to be present at any meeting of the members of KWFC, nor have any right, title or interest in or to any of the property of KWFC.
  - ii. Visitors will be subject to withdrawal by any KWFC official, including bar persons, acting on the best interests of KWFC.
  - iii. an up-to-date register of visitors must be continually available for inspection at KWFC premises by authorised officers.