

QUEENSLAND CHRISTIAN SOCCER ASSOCIATION INC.

RULES OF INCORPORATION

EFFECTIVE FROM 25th July 2018



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1 – NAME: MOTTO

- 1.1 The name of the incorporated association shall be Queensland Christian Soccer Association Inc. (in these Rules called “the Association”).
- 1.2 The motto of the Association shall be “For God through Sport”.

2 – DEFINITIONS; INTERPRETATION

2.1 DEFINITIONS

In these Rules, except insofar as the context of subject matter otherwise indicates or requires:

Affiliate Member	means a Club, including an Affiliated Referees Association, which has been admitted as an Affiliate Member of the Association pursuant to Rule 5.4;
Affiliate Referees’ Association	means a Christian based Soccer Referees’ Association which has entered into articles of affiliation with the Association;
Associate Member	means a Club which has been admitted as an Associate Member of the Association pursuant to Rule 5.3;
Auditor	means the person appointed by these Rules to act as auditor of the Association;
Church	means a recognizable group of people who regularly come together to worship the Holy Trinity, Father, Son and Holy Ghost and who readily accept as a tenet of their beliefs the Apostles’ Creed;
Club Officials	means any member of the governing body, however designated, of a Club;
Committee	means a committee appointed by the Standing Committee of Management pursuant to Rule 15.1;
Council	means a Council of the Association constituted pursuant to Section 12;
Councilor	means a member of the Council elected or nominated in accordance with Section 12;
Full Member	means a Club which has been admitted as a Full Member of the Association pursuant to Rule 5.2;
Life Member	means a person who has been admitted as a Life Member of the Association pursuant to Rule 5.5;
Member	means a Member Club or a Personal Member

Member Club	“Member Club” means a Club which has been admitted as: (a) a Full Member; (b) an Associate Member; or (c) an Affiliate Member.
Office Bearers	means the Office Bearers of the Association elected pursuant to Rule 11.1;
Personal Member	means an individual who has been admitted as: (a) a Life Member; or (b) a Playing Member.
Playing Member	means a person admitted as a Playing member of the Association pursuant to Rule 5.6;
Register	means the Register of all Member Clubs and Personal Members to be kept pursuant to Rule 9.1;
Registrar	means the Registrar of the Association elected or appointed in accordance with these Rules;
SCM Councilors	means the persons elected as SCM Councilors in accordance with Rule 12.2;
Secretary	means the Secretary of the Association elected or appointed in accordance with these Rules;
Soccer Season	means the period in each year commencing on the date of the first fixture match organized by the Association and terminating on the date of the grand finals of fixtures organized by the Association;
Standing Committee of Management	means the committee constituted pursuant to Rule 13.1 and hereafter known as SCM;
Team	means a team registered by a Full Member or an Associate Member to play in fixtures organized by the Association.
In Writing	means email, phone, text, or communication by any electronic device

2.2 INTERPRETATION

In these Rules except to the extent that the context otherwise requires:

- (a) any word importing the singular number includes the plural and vice versa;
- (b) any word importing one gender includes the other genders;
- (c) any reference to a statute is to be construed as including all statutory provisions consolidating, amending or replacing the statute referred to and all regulations, rules, By Laws, proclamations, orders and other authorities pursuant to the statute;

3 - OBJECTS

The objects for which the Association is established are:

- 3.1 to foster, develop, encourage and control the sport of soccer for the benefit of Members;
- 3.2 to provide means whereby organized amateur soccer games, fixtures and/or competitions, and training are available to Member Clubs and Playing Members on days other than Sundays, Good Friday and Christmas Day;
- 3.3 to provide means whereby Member Clubs can retain individuals within their own Club and encourage other to join their sphere of influence;
- 3.4 to foster and encourage sportsmanship and a sense of friendly competition between all concerned;
- 3.5 to abide by the laws of the game of soccer as laid down by the International Board as set out in the latest issue of the Referee's Chart, and as altered or amended by the Association;
- 3.6 to encourage belief in and the practice of Christian principles and worship by individuals whilst respecting their right to belong to a denomination of their own choice;
- 3.7 to foster other activities of benefit to Members as appropriate circumstances arise;
- 3.8 to discourage the playing or organized sport on Sunday, Good Friday and Christmas Day;
- 3.9 to improve the standard of soccer played by Playing Members;
- 3.10 to foster and participate in the management of matters pertaining to the conduct of amateur soccer in the community;
- 3.11 to encourage the formation of similar Christian Soccer Football Associations in Queensland, interstate and overseas;
- 3.12 to encourage participation by Registered Players, families and officials in Church parades, players prayers' and worship in their respective "Home Club" Christian Churches;
- 3.13 to encourage all Christian Churches to participate in the Association's social and Christian witness in the community;
- 3.14 to encourage more Christian Churches to become involved in the Association and find the great "outreach" it offers the community;
- 3.15 to encourage playing games of soccer for males and/or females in separate competitions;
- 3.16 to discourage the use of alcohol and drugs;
- 3.17 to do all such other things (which the Association may decide) that are incidental and conducive to the attainment of the above objects or any of them.

4 - POWERS .

The powers of the Association are:

- 4.1 to take over the funds and other assets and the liabilities of the present unincorporated association known as the "Queensland Churches Soccer Football Association Brisbane Ipswich Division";
- 4.2 to subscribe to, become a member of and cooperate with any other Club whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 20.4 and provided further that the Association shall not affiliate with or receive affiliation from other organization (including soccer football associations) or subsequently disaffiliate from such organization unless a poll of Member Clubs has been taken and not less than two thirds of the Member Clubs at the time of the poll approve such affiliation or disaffiliation;
- 4.3 in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid (except for intoxicating liquor, drugs and articles used in or associated with any form of gambling), for the Members of the Association or persons frequenting the Association's premises;
- 4.4 to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 4.5 to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.6 to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 4.7 to remunerate any person or body corporate for services rendered, to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 4.8 to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvements maintenance, development, working, management, carrying out, alteration or control thereof;
- 4.9 to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

- 4.10 to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 4.11 in furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 4.12 to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities;
- 4.13 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.14 in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 4.15 to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 4.16 to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub rule 4.4;
- 4.17 to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 4.18 to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 4.19 in furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 19.3;
- 4.20 in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated associations with which the Association is authorized to amalgamate;
- 4.21 in furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
- 4.22 to make donations for patriotic, charitable or community purposes;
- 4.23 to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

- 4.24 to regulate the conduct of Members and the behaviour of Playing Members engaged in and Club officials, members of Member Clubs and other persons at matches, fixtures and competitions promoted by the Association, and to enforce order and discipline among all involved;
- 4.25 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5 – CLASSES OF MEMBERS

Classes

5.1 The membership of the Association shall consist of the following classes of Members:

- (a) Full Members;
- (b) Associated Members;
- (c) Affiliate Members;
- (d) Life Members;
- (e) Playing Members.

5.2 Full Members

5.2.1 An applicant for Full Membership of the Association must be a Club:

- (a) involved and sponsored as a sporting or recreational activity within the life and witness of a Church; and
- (b) prepared to field Teams only in soccer fixtures and competitions organized by the Association.

5.2.2 The number of Full Members shall be unlimited.

5.3 Associate Member

5.3.1 An applicant for Associate Membership of the Association must be a Club:

- (a) not associated, sponsored, affiliated or otherwise tied to a Church; or
- (b) involved and sponsored as a sporting or recreational activity within the life and witness of a Church; and not prepared to field Teams only in soccer fixtures and competitions organized by the Association

5.3.2 The number of Associate Members shall be unlimited.

5.4 Affiliate Members

5.4.1 An applicant for Affiliate Membership of the Association must be a Club or other Association that does not field Teams in the soccer fixtures and competitions organized by the Association or otherwise.

5.4.2 The number of Affiliate Members shall be unlimited.

5.5 Life Members

- 5.5.1 Life Membership may be conferred, by the Association, upon those persons whom it desires to recognize as having given devoted and outstanding service to the Association and the sport of soccer. A nominee for Life Membership must have been:
- (a) associated with the Association for a period of not less than four (4) years;
 - (b) actively engaged in furthering the objects of the Association.
- 5.5.2 The nominees for Life Membership shall be unlimited.
- 5.5.3 A Life Member may:
- (a) attend any functions organized by the Association or by any Full Member or Associate Member on behalf of the Association; and
 - (b) attend any meetings of the Association, the Council, the SCM or any other Committee; and
 - (c) be nominated for and occupy the position of an Office Bearer or an SCM Councilor; and
 - (d) speak on matters raised at any meeting which the Life Member is entitled to attend but cannot, in the capacity of a Life Member, move, second or vote on any matter at any such meeting.
- 5.5.4 The number of Life Members shall be limited to such number as shall be determined from time to time at the Annual General Meeting (hereafter known as AGM).

5.6 Playing Members

- 5.6.1 Persons who:
- (a) are members of or registered as players with a Full Member or Associate Member; and
 - (b) applying in writing in such form as the SCM may from time to time prescribe to play in the soccer fixtures and competitions organized by the Association in a Soccer Season;
 - (c) agree during the Soccer Season to participate only in soccer fixtures and competitions:
 - (i) organized by the Association;
 - (ii) organized by any association with which the Association is affiliated; or
 - (iii) approved by the SCM,
- may apply to become Playing Members of the Association.
- 5.6.2 Playing membership shall continue until 31st. December following the conclusion of the Soccer Season for which the Playing Member has applied to play.
- 5.6.3 Playing Members shall not be entitled to attend, speak or vote at any meeting of the Association, the Council, the SCM or any other committee or subcommittee except insofar as the Playing Member is entitled to do so by virtue of the holding any other class of membership of the Association or a position on the SCM.

- 5.6.4 The number of Playing Members shall be limited at any time by reference to the maximum number of players permissible in all Teams registered to play in fixtures organized by the Association in the current Soccer Season.

6 - MEMBERSHIP

6.1 Members of Unincorporated Association

Every Club or person, which at the date of incorporation of the Association was a member of the unincorporated association, shall be admitted by the SCM without payment of any fee to the same class of membership as that Club or person held in the unincorporated association.

6.2 Applications for Membership

6.2.1 Every Club applying for any relevant class of membership of the Association must lodge with the Secretary:

- (a) within the time limit prescribed by the By Laws or determined by the SCM from time to time;
- (b) an application for membership in writing signed by the Club Officials on behalf of the Club in such form as the SCM may from time to time prescribe; and
- (c) a statement by the Club Officials that they have read the application for membership, that they have signed the application on behalf of the Club and that the Club, if admitted to membership, agrees to abide by the Rules and By Laws of the Association.

6.2.2 Every person applying for membership as a Playing Member of the Association must, through his Club, lodge with the Secretary or the Registrar:

- (a) Within the time limit prescribed by the By Laws or determined by the SCM from time to time;
- (b) An application for membership in writing, signed by or on behalf of the person and countersigned by a Club Official of his Club, in such form as the SCM from time to time prescribes; and
- (c) A statement that if admitted to membership the person agrees to abide by the Rules and By Laws of the Association.

6.3 Membership Fees

The fees and subscriptions for each class of membership are:

6.3.1 as determined at the AGM; and

6.3.2 payable at such time and in such manner as the SCM from time to time determines.

7 – ADMISSION AND REJECTION OF MEMBERS

7.1 Member Clubs

7.1.1 At the next meeting of the SCM after receipt of an application by a Club for membership of the Association such application shall be considered by the SCM which may:

- (a) approve the application;
- (b) approve the application subject to conditions; or
- (c) refuse the application.

7.1.2 An applicant must receive a two thirds majority of the votes of persons present and entitled to vote at the SCM meeting at which its application is considered to be accepted as a Member club to the relevant membership class.

7.2 Playing Members

At the next meeting of the SCM after receipt of an application by a person for playing membership of the Association such application shall be considered by the SCM which may:

- 7.2.1 approve the application;
- 7.2.2 approve the application subject to conditions; or
- 7.2.3 refuse the application.

7.3 Notice to Applicant

Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

7.4 No Right of Appeal

- 7.4.1 An applicant whose application for membership has been accepted by the SCM subject to conditions shall have no right of appeal against the conditions.
- 7.4.2 An applicant whose application for membership has been rejected by the SCM or the Council shall have no right of appeal against such rejection.

7.5 Applicant May Reapply

An applicant whose application for membership has been rejected by the SCM or the Council may reapply for the same or another class of membership after such time as the SCM thinks fit.

7.6 Life Members

7.6.1 A person may be nominated as a Life Member by:

- (a) A Member Club (in which case the nomination must be signed by the Club Officials); or
- (b) Not less than five (5) Councilors.

7.6.2 Life Members are elected at the AGM of the Association, but not more than two (2) persons may be nominated in the same year.

- 7.6.3 Each nomination for Life Membership must:
- (a) contain full supporting information, appropriately documented where necessary; and
 - (b) be received by the Secretary not less than three (3) months prior to the AGM of the Association at which the nomination is to be considered.
- 7.6.4 Any nominee for Life Membership who receives a two thirds majority of the votes cast by secret ballot of persons present and entitled to vote at the AGM of the Association at which such nomination is considered shall be declared elected as a Life Member of the Association.

8 – TERMINATION OF MEMBERSHIP

8.1 Resignation

A Member Club or a Personal Member may resign from the Association at any time upon;

- 8.1.1 giving one (1) months' notice in writing to the Secretary; and
- 8.1.2 the resignation being accepted by the SCM.

8.2 Expulsion/ Disqualification

8.2.1 The Council may:

- (a) expel a Member Club; or
 - (b) suspend a Member Club's membership for such time as the Council thinks fit,
- upon a change of conduct detrimental to the interests of the Association.

8.2.2 A motion to expel or suspend a Member Club must be brought to the Council by the SCM:

- (a) following a finding or recommendation of the Appeals and Disputes Committee of the Committee on Discipline; or
- (b) following a resolution of the SCM.

8.2.3 Particulars of the charge must be given to the Member Club by delivering it to its address in the register of members:

- (a) of the conduct complained of; and
- (b) that it is entitled to present oral or written evidence or arguments to the Council at a meeting on a given date.

8.2.4 At the meeting at which the motion to expel or suspend a Member Club is considered the Council must:

- (a) Give the Member Club, by not more than two (2) Club Officials, the opportunity to be heard; and
- (b) Consider any written document presented by the Member Club or on its behalf.

- 8.2.5 The Council may then, by a two thirds majority of the persons present and entitled to vote at that Council meeting determine:
- (a) to dismiss the charge against the Member Club; or
 - (b) to expel the Member Club; or
 - (c) to suspend the Member Club's membership for a period determined by the Council; or
 - (d) to permit the Member Club to remain as a member of the Association subject to conditions.
- 8.2.6 On expulsion under this Rule all monies paid to the Association by the expelled Member Club remain the property of the Association.
- 8.2.7 The disciplinary powers contained in this Rule are separate from any disciplinary powers exercised in respect of Playing Members, Teams, Club Officials, member of Member Clubs and others under these Rules or the By Laws.
- 8.2.8 No appeal shall lie against a decision of the Council pursuant to this Rule.

8.3 **Playing Members**

- 8.3.1 A Playing Member's membership of the Association will cease upon notice in writing to the Secretary from the Full Member or Associate Member of which the Playing Member is then a member or a registered player as required by Rule 5.6.1(a).
- 8.3.2 Transfers of Playing Members between Member Clubs are only permitted in accordance with these Rules or the By Laws.

9 – REGISTER OF MEMBERS

9.1 **Register to Be Kept**

The SCM shall cause a Register to be kept in which shall be entered:

- 9.1.1 the names and postal addresses of all Member Clubs;
- 9.1.2 the names and residential addresses of all Personal Members; and
- 9.1.3 the dates of admission of all Members.

9.2 **Further Particulars in Register**

Particulars shall also be entered into the Register of deaths, resignations, terminations, suspensions and reinstatements of membership and any further particulars as the SCM or the Members at any general meeting may require from time to time.

9.3 **Register to be Open for Inspection**

The Register shall be open for inspection at all reasonable times by any Member who previously applies to the Secretary for such inspection.

10 - PATRON

10.1 Election of Patron

The Association may have a Patron who shall be elected at the AGM in each year and who shall hold office until:

10.1.1 the conclusion of the next succeeding AGM; or

10.1.2 the Patron's prior resignation.

10.2 Vacancy – How Filled

A vacancy in the office of Patron shall not be filled except at the next succeeding AGM after the vacancy occurs.

10.3 Patron to be Ex-Officio Member

Upon election the Patron shall be an Ex officio Member of the Association with all the rights and privileges of an Ex officio member including without limitation the right to attend and speak at any meeting of the Association, but the Patron shall not be entitled to vote at any such meeting.

11 – OFFICE BEARERS

11.1 Office Bearers

The Office Bearers of the Association shall be:

11.1.1 a President;

11.1.2 a Chairman of the SCM;

11.1.3 a Secretary;

11.1.4 a Treasurer;

11.1.5 an Assistant Treasurer;

11.1.6 a Registrar;

11.1.7 an Assistant Registrar; and

11.1.8 a Minute Secretary;

11.2 Duties of Office Bearers

11.2.1 The President:

(a) Presides as Chairman of all meetings of the Council and general meetings of the Association;

(b) Acts as Chaplain to the Association; and

- (c) Performs such other functions as ordinarily pertain to the office of President.
- (d) May chair SCM meetings in the absence of the Chairman.

11.2.2 The Chairman of the SCM:

- (a) Chairs all meetings of the SCM; and
- (b) Has responsibility for and oversight of all SCM meetings and any other meetings as may be necessary.

11.2.3 The Secretary:

- (a) Administers the affairs of the Association as directed at the AGM of the Association and by the SCM and in accordance with these Rules;
- (b) Causes full and accurate minutes of all questions, matters, resolutions and other proceedings of every SCM meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every SCM meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding SCM meeting verifying their accuracy. Similarly, the minutes of every Council meeting and every general meeting of the Association shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting; provided that the minutes of any AGM shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or AGM; and
- (c) Performs such other duties as ordinarily pertain to the office Secretary.

11.2.4 The Treasurer:

- (a) the production of financial reports to the SCM and the Council;
- (b) the collection, receipting, banking and investment of all money received by the Association;
- (c) the reconciliation of all deposit accounts;
- (d) the payment at the direction of the SCM of all expenses incurred by the Association;
- (e) the keeping of custody of the bank books and cheque books and the production of them as directed by the Council or the SCM;
- (f) the preparation of the financial statements for the AGM; and
- (g) the production of all books and receipts as requested by the auditor.

11.2.5 The Registrar:

- (a) keep a proper record of persons registered as Playing Members;
- (b) keeps a proper record of disqualifications and suspensions of Playing Members; and
- (c) executes such other duties as directed by the SCM.

11.2.6 **The Minute Secretary:**

- (a) Records the business transacted at every meeting in the official minute book; and
- (b) Executes such other duties as directed by the Secretary.

11.3 **Election of Office Bearer**

11.3.1 The Office Bearers are elected at the AGM of the Association from persons who have been nominated:

- (a) In writing to the Secretary by Member Clubs before the AGM; and
- (b) By duly appointed representatives of Member Clubs at the AGM.

11.3.2 If any nominee for the position of President is a member of the clergy then:

- (a) If no other nominee for the position is a member of the clergy, the first mentioned nominee shall be deemed to be elected;
- (b) If there is more than one nominee for the position who is a member of the clergy then an election shall be held to determine which of such nominees should fill the position.

11.3.3 Where there is one (1) nomination only for any position, an election must be held and the nominee will only be deemed to be elected where the nominee receives the votes of not less than one half of the number of persons present and entitled to vote at the AGM.

11.4 **Period of Office Bearers**

The Office Bearers take office at the conclusion of the AGM at which they are elected and subject to these Rules hold office until the conclusion of the AGM in the following year but are eligible for reelection.

11.5 **Casual Vacancies in Office Bearers**

A casual vacancy in any of the Office Bearer positions must be filled by a meeting of the SCM.

12 - COUNCIL

12.1 **Composition of Council**

The affairs of the Association shall be reported at the Council which consists of:

- 12.1.1 the Office Bearers;
- 12.1.2 the SCM Councilors for the time being;
- 12.1.3 representatives of Member Clubs nominated in accordance with Rule 12.3.

12.2 **S.C.M Councilors**

12.2.1 There are a maximum of twelve (12) SCM Councilors or such other number as may be determined by the AGM.

- 12.2.2 The SCM Councilors are elected at the AGM of the Association as impartial representatives of all Member Clubs from persons who have been nominated:
- (a) In writing to the Secretary by Member Clubs before the AGM; and
 - (b) by duly appointed representatives of Member Clubs at the AGM.
- 12.2.3 To be elected as an SCM Councilor a nominee must receive:
- (a) where the nominee is the first nominee of a Member Club votes from at least 50%; or
 - (b) where the nominee is the second nominee of a member Club votes from at least 60%, of those persons present at the AGM and entitled to vote.
- 12.2.4 Notwithstanding anything to the contrary contained or implied in these Rules not more than two (2) nominees of a Member Club may be elected:
- (a) to any of the positions of Chairman of the SCM, Secretary, Minute Secretary, Treasurer, Registrar or Public Relations Officer; and
 - (b) as SCM Councilors.

12.3 **Representatives of Member Clubs**

- 12.3.1 Each Full Member Club has two (2) representatives on the Council. Each Member Club may nominate up to six (6) persons as its potential representatives on the Council and must specify a rank order for those persons.
- 12.3.2 Each Associate Member Club has one (1) representative on the Council. Each Member Club may nominate up to six (6) persons as its potential representatives on the Council and must specify a rank order for those persons.
- 12.3.3 Affiliate Members have no voting rights.
- 12.3.4 The Member Clubs must notify the Secretary in writing prior to the AGM or as soon as practicable thereafter the names of its representatives for the AGM and following year.

12.4 **Vacancies on the Council**

A Councilor takes office at the end of the AGM at which the Councilor is elected or nominated or upon notification pursuant to Rule 12.3, whichever is the later, and remains a member of the Council until:

- 12.4.1 the conclusion of the AGM in the following year;
- 12.4.2 the Councilor resigns;
- 12.4.3 the Councilor, being a member of the SCM is removed from office pursuant to Rule 13.8;
- 12.4.4 in the case of a representative of a Member Club:
 - (a) a new Councilor is nominated as a replacement for that Councilor by the Member Club by which that Councilor was nominated;
 - (b) the nominating Member Club ceases to be a Member Club.

12.5 **Filling Casual Vacancies on the Council**

A casual vacancy in the number of Councilor on the Council must be filled:

12.5.1 where the retiring Councilor is a SCM Councilor by a meeting of the SCM;

12.5.2 where the retiring Councilor is a representative of a Member Club by a nominee of that Member Club.

12.6 **Council Meetings**

12.6.1 The Council must meet:

- (a) during the Soccer Season at least once every two (2) months;
- (b) between Soccer Seasons at such intervals as determined by the SCM;
- (c) at any time if the Secretary is requested to convene a Council meeting by at least three (3) of the Member Clubs, each such request or overall request to be signed by the Club Officials of each of the Member Clubs making the request.

12.6.2 A notice of a Council meeting requested to be convened under Rule 12.6.1(c) stating:

- (a) the date, time and place of the meeting;
- (b) the purpose of the meeting including a precise statement of what is to be considered and determined, must be delivered to each Member Club and to each Councilor within one (1) month after the receipt by the Secretary of the request.

12.6.3 Member Clubs must ensure that their representatives are advised how to vote on all issues to come before a Council meeting.

12.6.4 SCM members are entitled to one vote as an SCM councilor only, not as a representative member representing their Member Club.

12.7 **Quorum at Council Meetings**

The quorum at a meeting of Council is the greater of:

12.7.1 twice the number of members of the SCM present at the meeting plus one (1); and

12.7.2 twenty (20) Councilors.

12.8 **Decisions at Council Meetings**

All decisions at meetings of the Council are made by simple majority of votes cast except where these Rules specifically provide otherwise. The Chairman of the meeting does not have a casting vote, except in the case of a vote on an appointment.

12.9 **Proxies at Council Meetings**

Attendance and/or voting by proxy is not permitted at Council meetings.

12.10 **Penalties for Non-Attendance**

A Member Club which is not represented by a Councilor at any Council meeting shall be liable to a penalty in the amount determined at the AGM of the Association.

12.11 **Chairman of Council Meetings**

All decisions at meetings of the Council are made by simple majority of votes cast except where these Rules specifically provide otherwise. The Chairman of the meeting does not have a casting vote, except in the case of a vote on an appointment.

12.11.1 The President, or in his absence, the Chairman of the SCM, shall preside as Chairman at each meeting of the Council.

12.11.2 If the president and the Chairman of the SCM are absent from a Council meeting, the Councilors present shall elect one of their number to preside as Chairman at the meeting.

12.12 **Role of Council**

It is the responsibility of the Council to:

12.12.1 set down guidelines and make recommendations for the smooth operation of the Association;

12.12.2 perform such other duties as conferred on the Council by these Rules or the By Laws.

13 – STANDING COMMITTEE OF MANAGEMENT

13.1 **Composition of SCM**

The Association is administered by the SCM consisting of:

- (a) the Chairman of the SCM;
- (b) the Secretary;
- (c) the Minute Secretary;
- (d) the Treasurer;
- (e) the Registrar;
- (f) the SCM Councilors; and
- (g) the Chairman of each Committee appointed pursuant to Rule 15.1.
- (h) the President of the Association

13.2 **Functions and Powers of SCM**

13.2.1 Except as otherwise provided in these Rules the SCM shall:

- (a) Administer the day to day affairs of the Association in accordance with these Rules and the By Laws and any guidelines laid down by the Council from time to time;
- (b) have general control and management of the affairs property and funds of the Association;
- (c) be responsible for directing the activities of Committees;
- (d) report on the actions of Committees and on the activities of the SCM, to each meeting of the Council; and

- (e) be responsible for appointing delegates of the Association to any organisation with which the Association is affiliated.

13.2.2 The SCM shall have such powers and authority as may be conferred upon it at the AGM and will exercise all powers and do all such acts and things as may be done by the Association for the function of effective sport and competition. The powers of the SCM shall include, without limitation:

- (a) to purchase, transfer, sell, assign, mortgage, charge, lease, hire, exchange or otherwise acquire or dispose of any real or personal property for such price, rent or rentals upon such terms and conditions as the SCM shall resolve;
- (b) to invest, borrow, raise or secure payment of monies at such rates of interest and in such a manner as the SCM may resolve;
- (c) to negotiate articles of affiliation with Affiliate Members.

13.3 **Meetings of SCM**

Subject to any express provision in these Rules or the By Laws to the contrary the SCM:

13.3.1 must meet at least once a month; but

13.3.2 may otherwise meet and regulate its proceedings as it thinks fit.

13.4 **Chairman of SCM Meetings**

13.4.1 The Chairman of the SCM shall preside as Chairman at each meeting of the SCM.

13.4.2 If the Chairman of the SCM is absent from a meeting, the members of the SCM present shall elect one of their number to preside as Chairman at the meeting.

13.5 **Quorum at SCM Meetings**

The quorum at a meeting of the SCM is a simple majority of the number of members of the SCM holding office at the time of the meeting.

13.6 **Decisions at SCM Meetings**

All decisions at meetings of the SCM are made by simple majority of votes cast except where these Rules specifically provide otherwise. The Chairman of the meeting has a casting vote.

13.7 **Proxies at SCM Meetings**

Attendance and/or voting by proxy is not permitted at meetings of the SCM.

13.8 **Vacancies**

13.8.1 A member of the SCM who:

- (a) is absent from three (3) consecutive meetings of the SCM; and
- (b) has not applied for and been granted by the SCM leave of absence extending to any such meeting,

may be asked by the SCM to show cause why his office should not be declared vacant.

13.8.2 A vacancy on the SCM arising pursuant to this Rule shall be filled by the remaining members of the SCM.

13.9 **Flying Resolution**

A resolution in writing sent to all the members of the SCM shall be as valid and effectual as if it had been passed at the meeting of the SCM duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the SCM.

13.10 **Telephone Meetings**

A meeting of the SCM may be held as a telephone conference. The procedure for such a SCM meeting is the same as for a normal SCM meeting except that it is not necessary for the participants to be present in the same room provided that the participants can hear and be heard by each other.

14 – EXECUTIVE

14.1 **Composition of Executive**

The Executive of the Association consists of:

14.1.1 the Chairman of the SCM;

14.1.2 the Secretary;

14.1.3 the Treasurer;

14.1.4 the Registrar; and

14.1.5 one other member of the SCM as nominated in writing from time to time by the SCM.

14.2 **Function of Executive**

14.2.1 The Executive has power between meetings of the SCM to conduct such business of the Association as in the reasonable opinion of the Chairman of the SCM or the Secretary is of an emergent nature.

14.2.2 The powers of the Executive include without limitation:

- (a) deciding on scheduling and rescheduling of fixtures due to adverse weather conditions;
- (b) arranging for the expedient handling of appeals against findings of any Committee;
- (c) authorizing the expenditure of Association funds not exceeding \$400, or such higher amount as the Council may from time to time determine.

14.3 **Telephone Meetings**

A meeting of the Executive may be held as a telephone conference. The procedure for such an Executive meeting is the same as for a normal Executive meeting except that it is not necessary for the participants to be present in the same room provided that the participants can hear and be heard by each other.

14.4 **Decisions of Executive**

A decision at an Executive meeting must be made by a majority comprising not less than three (3) members of Executive.

14.5 **Notification of Executive Decisions**

14.5.1 The minutes of each Executive meeting must:

- (a) Be tabled at the next succeeding meeting of the SCM; and
- (b) Include a statement explaining the grounds necessitating the holding of the Executive meeting.

15 - COMMITTEES

15.1 **Appointment of Committee**

The SCM shall appoint in each year to assist in the administration of the Association:

- 15.1.1 those Committees required by these Rules and the By Laws to be appointed; and
- 15.1.2 and any other Committee as the SCM from time to time may determine.

15.2 **Chairman of Committees, Vacancies**

15.2.1 The SCM shall:

- (a) Appoint the Chairman of each Committee appointed pursuant to Rule 15.1; and
- (b) Fill any vacancies which may from time to time occur on any Committee.

15.2.2 Unless otherwise determined by the SCM the members of Committees shall hold office until the close of the AGM of the Association next following their appointment, or until their successors are appointed.

15.2.3 The SCM shall prescribe the duties and powers of all Committees to the extent that they are not prescribed in these Rules or in the By Laws.

16 – ANNUAL GENERAL MEETING

16.1 **Time for AGM**

An AGM must be held each year:

- 16.1.1 not earlier than thirty (30) days after the date on which the grand finals for the immediately preceding Soccer Season have been held; and
- 16.1.2 not later than 30th November.

16.2 **Notice of AGM**

The Secretary must give to each Member Club not less than one (1) month notice of the date, time and place of the AGM.

16.3 Attendance at AGM

All Councilors and other persons invited by the SCM may attend the AGM and speak on matters relevant to the good conduct of the affairs of the Association, subject to:

- 16.3.1 the control of the Chairman of the meeting; and
- 16.3.2 matters duly brought forward being in accordance with procedures laid down in the Rules and By Laws.

16.4 Voting at AGM

At the AGM:

- 16.4.1 each Councilor (club representative) shall be entitled to one (1) vote; and
- 16.4.2 each Full Member shall be entitled to be represented by one (1) representative for each 2 Teams or part thereof registered by that Member for fixtures organized by the Association in the immediately preceding Soccer Season and each such representative shall have one (1) vote; and
- 16.4.3 each Associate Member shall be entitled to be represented by one (1) representative for each 4 Teams or part thereof registered by that Member for fixtures organized by the Association in the immediately preceding Soccer Season and each such representative shall have one (1) vote; and
- 16.4.4 representative of a Member Club is not entitled to vote at the AGM unless all monies due and payable by that Member Club to the Association have been paid.
- 16.4.5 SCM members are entitled to one vote as an SCM councilor only, not as a representative member representing their Member Club.

16.5 Proxies at AGM

Attendance and/or voting by proxy is not permitted at the AGM.

16.6 Quorum for AGM

The quorum for the AGM is the lesser of:

- 16.6.1 twenty-five (25) persons being Councilors and/or representatives of Member Clubs in accordance with Rule 16.4; and
- 16.6.2 twice the number of Members Clubs as at the date of the AGM.

16.7 Chairman of the AGM

- 16.7.1 The President, or in his absence, the Chairman of the SCM, shall preside as Chairman at each meeting of the AGM.
- 16.7.2 If the President and the Chairman of the SCM are absent from an AGM meeting, the Councilors present shall elect one of their number to preside as Chairman at the meeting.

16.8 Decisions at AGM

All decisions at the AGM are made by simple majority of votes cast except where these Rules specifically provide otherwise. The Chairman of the meeting does not have a casting vote.

16.9 **Business of AGM**

The business of the AGM is to:

- 16.9.1 confirm the minutes of the last AGM;
- 16.9.2 discuss any business arising from those minutes;
- 16.9.3 hear an address by the President;
- 16.9.4 receive and, if thought fit, adopt:
 - (a) a report from the SCM office bearers;
 - (b) the Accounts of the Association for the preceding financial year;
 - (c) A report from the Auditor upon the books and account for the preceding financial year.
- 16.9.5 elect:
 - (a) the Patron;
 - (b) the Office Bearers;
 - (c) the SCM Councilors; and
 - (d) the Auditor.
- 16.9.6 consider any proposal for Life Membership;
- 16.9.7 consider the granting of honorariums to the Chairman of the SCM, the Secretary, the Treasurer, the Registrar, the District Registrars and the Chairman of the Discipline Committee;
- 16.9.8 set subscriptions, fees and bonds for the following financial year;
- 16.9.9 endorse penalties to apply in respect of offences committed by Playing members and/or Teams for the following year in accordance with recommendations by the SCM;
- 16.9.10 consider such other business as shall have been submitted in writing by Full Members or Associate Members or by the SCM, full particulars of which have been included in the notice of the AGM; and
- 16.9.11 witness the induction of the President for the ensuing year and welcome incoming Councilors for the ensuing year.

17 - AUDITOR

17.1 **Election of auditor**

At each AGM of the Association, company/person, not being a Councilor, shall be elected as the auditor of the Association.

17.2 **Term of Appointment**

The person so appointed shall hold office until the AGM next after that at which he is appointed and is eligible for reappointment.

17.3 **First Auditor**

The first auditor of the Association may be appointed by the SCM before the first AGM and, if so appointed, shall hold office until the first AGM, unless previously removed by resolution of the Councilors at a Council meeting, in which case the Councilors at that meeting may appoint an auditor to act until the first AGM.

17.4 **Failure to Appoint Auditor**

If an appointment is not made at an AGM the Council shall appoint an auditor of the Association for the then current financial year of the Association.

17.5 **Casual vacancy**

If a casual vacancy occurs in the office of auditor during the course of a financial year of the Association, the SCM may appoint a person as auditor and the person so appointed shall hold office until the next succeeding AGM.

17.6 **Auditor to Conduct Audit**

The auditor must:

- 17.6.1 once at least in each financial year of the Association, examine the accounts of the Association;
- 17.6.2 certify as to the correctness of the accounts of the Association;
- 17.6.3 report thereon to the Member Clubs present at the AGM;
- 17.6.4 conduct such other audits and present such other statements as may be directed by the Council or the SCM from time to time.

18 – BY LAWS

18.1 **SCM to Make By Laws**

The SCM may make By Laws not inconsistent with these Rules for the better management of the affairs of the Association and for governing the running of all fixtures organized by the Association and may vary and interpret such By Laws.

18.2 **Ratification by Council**

The SCM shall promptly give notice to all Member Clubs of any By Law made or varied and any such By Law or variation shall be subject to ratification at the next succeeding Council meeting.

19 – FUNDS AND ACCOUNTS

19.1 **Prohibition on Certain Activities**

Neither:

- 19.1.1 the Association; nor
- 19.1.2 any Member Club,

may raise finance directly or indirectly from activities which are, or are construed by the SCM to be, forms of gambling, or by the sale of intoxicating liquor or drugs.

Any Grant provided by any level of government is deemed to be sourced from consolidated revenue regardless of how said government chooses to promote it.

19.2 **Bank Account**

The funds of the Association shall be banked in the name of the Association in such financial institutions as the SCM may from time to time direct. All money shall be banked as soon as practicable after receipt thereof.

19.3 **Management of Funds**

The income and property of the Association whence over derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of monies advanced by it to the Association or otherwise owing by the Association to it or of remuneration to any officers or servants of the Association or to any Member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let by the Association.

19.4 **Issuing of Payments**

All amounts shall be paid by cheque or electronic funds transfer authorized by any two of the nominees selected from the members of the SCM appointed from time to time by the SCM.

19.5 **Financial Year**

The financial year of the Association shall close on 31st October in each year.

20 - MISCELLANEOUS

20.1 **Common Seal**

The SCM shall provide for a common seal and for its safe custody. The common seal shall only be used by authority of the SCM and every instrument to which the seal is affixed shall be signed by a member of the SCM and shall be countersigned by the Secretary or by a second member of the SCM or by some other person appointed by the SCM for the purpose.

20.2 **Alteration of Rules**

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting of the Association provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive Officer.

20.3 **Documents**

The SCM shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

20.4 **Distribution of Surplus Assets**

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 19.3 and which is a fund, authority or institution approved by the Commission of Taxation as a fund, authority or institution which is exempt under Section 23 of the income Tax Assessment Act 1936 as amended, such institution or institutions to be determined by the Members of the Association.

20.5 **Indemnity**

Councilors, office Bearers, Members, Auditors, employees and agents of the Association shall be indemnified out of the Association's assets for all liabilities incurred by them in the bona fide execution of their duties under these Rules.