



In Jesus' Name We Play

Illawarra Churches Soccer Association Inc. Constitution

Under the Associations Incorporation Act (NSW) 2009

Amended November 2025

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Part 1 Preliminary

1 Name and Motto

- (1) This association shall be called the "Illawarra Churches Soccer Association Inc."
- (2) The motto of the association shall be "For God and Sport."

2 Definitions

- (1) In this constitution:

Annual General Meeting (AGM) means a meeting of the Association, which is held every year pursuant to clause 33.

Auditor means the person appointed pursuant to clause 50 to act as auditor of the Association.

By-laws means the rules of the Association constituted pursuant to clause 44.

Church means a recognised group of people who regularly meet to worship the Father, Son and Holy Spirit, and who readily accept as a tenet of their beliefs the Apostle's Creed.

Club Member means a Club, which has been admitted as a member of the Association, pursuant to clause 5.

Club Officials means any member of the governing body, however designated, of a Club.

Committee means a committee appointed by the Management Committee pursuant to clause 23.

Committee member means an office-bearer or ordinary committee member.

Delegate means a member of the Association elected or nominated in accordance with clause 36.

Exercise a function includes perform a duty.

Financial Year means the period from 1st January to 31st December.

Function includes a power, authority or duty.

ICSA is an abbreviation for the Illawarra Churches Soccer Association, hereafter called "the Association".

In Writing shall mean on paper or electronically.

Judiciary Committee (JC) is the disciplinary committee which is constituted pursuant to clause 24 (1).

Junior Playing Member means a natural person admitted as a Playing Member of the Association pursuant to clause 6 who is under the age of 18 at the commencement of the competition.

Life Member means a person who has been admitted as a Life Member of the Association pursuant to clause 7.

Management Committee (MC) means the committee constituted pursuant to clause 17.

Office-bearer means a committee member who is elected to an office referred to in clause 19.

Ordinary committee member means a committee member who is not an office-bearer.

Playing Member means a natural person admitted as a Playing Member of the Association pursuant to clause 6.

Protests & Disputes Committee (P&D) is the disciplinary committee which is constituted pursuant to clause 24 (2).

Register of members means the register of members maintained under clause 9.

Registrar means the Registrar of the Association elected or appointed in accordance with these Rules.

Secretary, of the association, means:

- (a) the person holding office under this constitution as secretary, or
- (b) if no person holds that office, the public officer of the association.

Special general meeting, of the association, means a general meeting of the association other than an annual general meeting.

Subcommittee means a subcommittee established under clause 20.

Team means a team registered by a Club Member to play in fixtures organised by the Association.

The Act means the Associations Incorporation Act 2009.

The Regulation means the Associations Incorporation Regulation 2022.

Note: The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

(2) The *Interpretation Act 1987* applies to this constitution as if it were an instrument made under the Act.

Note: The Act, Part 4 deals with various matters relating to the management of associations.

3 Objects

- (1) The objectives of the association will be to foster Christian ideals and fellowship through the game of soccer;
- (2) To provide means whereby organised amateur football games, fixtures and/or competitions, and training are available to Club Members and Playing Members on days other than Sundays. Association Representative Teams are exempt from the above stipulation, as determined by the MC;
- (3) To foster and encourage sportsmanship and a sense of friendly competition between all concerned;
- (4) To abide by the Laws of the Game, as provided by The International Football Association (IFAB), as set out in the latest issue of the Laws of the Game, and as altered or amended by the Association;
- (5) To encourage belief in and the practice of Christian principles and worship by individuals whilst respecting their right to belong to denomination of their own choice;
- (6) To improve the standard of soccer played by Playing Members;
- (7) To encourage all Christian Churches to participate in the Association's social and Christian witness in the community;
- (8) To encourage more Christian Churches to become involved in the Association;
- (9) To encourage lifestyle choices based on biblical principles.
- (10) 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.

Part 2 Members of association

4 Membership

- (1) The membership of the Association shall consist of the following classes of Members:
 - (a) Club Members
 - (b) Playing Members
 - (c) Life Members

5 Club Members

- (1) Club Members must be:
 - (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 the competitions organised by the Association.
- (2) The number of Club Members shall be unlimited.
- (3) On acceptance as a member, Club Members will be provided with a copy of the Constitution and by-laws. Receipt of these documents will be regarded as sufficient proof that Club Members are aware of their responsibilities.
- (4) Clubs shall keep books detailing all monies received and paid out along with an address book containing the names and addresses of all their players and shall produce their books at any time the MC or a GM may request them. A club failing to comply with this rule may be suspended.

6 Playing Members

- (1) Playing Members are persons who:
 - (a) Are members of, or registered as players with a Full Member; and
 - (b) Apply in the manner prescribed by the Management Committee, to play in the competitions organised by the Association in a Membership Year.
- (2) The Membership Year shall commence on 1 January and end on 31 December each year.
- (3) 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 competitions organised by the Association in a Membership Year
- (4) Senior Playing Members shall be Playing Members who for the purpose of registering with a Member Club have turned eighteen (18) years of age prior to the Competition commencing.
- (5) Junior Playing Members shall be Playing Members who for the purpose of registering with a Member Club are aged under eighteen (18) years of age at the commencement of the Competition.
- (6) Junior Playing Members must be at least 14 years of age before being permitted to register.
- (7) Should the MC doubt the qualifications of a person to take part in the competition they shall have the power to call upon any such player of the club to which they belong, or for which they have played, to prove that they are qualified according to the rules, and failing such proof the MC may disqualify such player, and may remove the club from the competition or impose such other penalty as they see fit.

7 Life Members

- (1) Life membership may be conferred, by the Association, upon those persons whom it

desires to recognise as having given devoted and outstanding service to the Association and the sport of football. A nominee for life membership must;

- (a) Have been associated with the Association for a period of not less than ten (10) years; and
- (b) Have been actively engaged in furthering the objects of the Association.

(2) A Life Member:

- (a) May attend any meetings of the Association, the Council, the Management Committee or any other Committee; and
- (b) Shall have full voting powers at any General Meeting of the Association; and
- (c) May be nominated for and occupy the position of Office Bearer.

(3) The number of Life Members shall be limited to such number as shall be determined from time to time at the Annual General Meeting.

8 Membership Applications

- (1) An application by a Club to become a member of the association must be:
 - (a) Made in writing,
 - (b) In the form determined by the committee, and
 - (c) Lodged with the secretary, by the stipulated time each Membership Year.
- (2) Each Club Member must nominate a Team Manager, a Team Official and a Team Chaplain.
- (3) Applications must be accompanied by the nomination fee, which is set by the AGM.
- (4) The secretary must refer an application to the committee as soon as practicable after receiving the application.
- (5) The committee must approve or reject the application.
- (6) As soon as practicable after the committee has decided the application, the secretary must:
 - (a) Advise the applicant of the decision, and
 - (b) If the application is not approved, refund the nomination fee.
- (7) No Right of Appeal
 - (a) An applicant whose application for membership has been accepted by the Management Committee subject to conditions shall have no right of appeal against the conditions.
 - (b) An applicant whose application for membership has been rejected by the Management Committee shall have no right of appeal against such rejection.
- (8) The secretary must enter the applicant's name in the register of members as soon as practicable.
- (9) The applicant becomes a member once the applicant's name is entered in the register.

9 Register of Members

- (1) The secretary must establish and maintain a register of members of the association.
- (2) The register:
 - (a) May be in written or electronic form, and
 - (b) Must include:
 - (i) The names, postal address, email address, and at least two (2) mobile phone numbers of all Club Members;

- (ii) The names and residential addresses of all Player Members;
- (iii) The dates of admission of all Members; and
- (iv) If the person ceases to be a member - the date on which the person ceased to be a member

- (c) Must be kept in New South Wales, and
- (d) Must be available for inspection, free of charge, by members at a reasonable time, and
- (e) If kept in electronic form must be able to be converted to hard copy.

- (3) If the register is kept in electronic form, the requirements in subclause (2)(c) and (d) apply as if a reference to the register is a reference to a current hard copy of the register.
- (4) A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (5) Information about a member, other than the member's name, must not be made available for inspection if the member requests that the information not be made available.
- (6) A member must not use information about a member obtained from the register to contact or send material to the member, unless:
 - (a) the information is used to send the member:
 - (i) A newsletter, or
 - (ii) A notice for a meeting or other event relating to the association, or
 - (iii) Other material relating to the association, or
 - (b) It is necessary to comply with a requirement of the Act or the Regulation.

10 Fees

- (1) The fees for each class of membership are:
 - (a) As determined by the Management Committee; and
 - (b) Payable at such time and in such manner as the Management Committee determines.

11 Members' Liabilities

- (1) The liability of a member of the association to contribute to the payment of either of the following is limited to the amount of any outstanding fees for the member under clause 10:
 - (a) The debts and liabilities of the association,
 - (b) The costs, charges and expenses of the winding up of the association.

12 Disciplinary Action Against Members

- (1) A person may make a complaint to the committee that a member of the association has:
 - (a) Failed to comply with a provision of this constitution, or
 - (b) Willfully acted in a way prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
- (3) If the committee decides to deal with the complaint, the committee must:
 - (a) Serve notice of the complaint on the member, and

- (b) Give the member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint, and
 - (c) Consider any submissions made by the member.
- (4) The committee may, by resolution, expel the member from the association or suspend the member's membership if, after considering the complaint, the committee is satisfied that:
 - (a) The facts alleged in the complaint have been proved, and
 - (b) The expulsion or suspension is warranted.
- (5) If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
 - (a) The action taken, and
 - (b) The reasons given by the committee for taking the action, and
 - (c) The member's right of appeal under clause 8.
- (6) The expulsion or suspension does not take effect until the later of the following:
 - (a) The day the period within which the member is entitled to exercise the member's right of appeal expires, or
 - (b) If the member exercises the member's right of appeal within the period; the day the association confirms the resolution under clause 13.

13 Right of Appeal Against Disciplinary Action

- (1) A member may appeal against a resolution of the committee under clause 12 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
- (2) The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) The secretary must notify the committee that the secretary has received a notice of appeal.
- (4) If notified that a notice has been received, the committee must call a general meeting of the association to be held within 28 days of the day the notice was received.
- (5) At the general meeting:
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The member must be given an opportunity to state the member's case orally or in writing, or both, and
 - (c) The committee must be given the opportunity to state the committee's case orally or in writing, or both, and
 - (d) The members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (6) The appeal is to be determined by a simple majority of votes cast by the members.

14 Resolution of Internal Disputes

- (1) The following disputes must be referred to a Community Justice Centre within the meaning of the Community Justice Centres Act 1983 for mediation:
 - (a) A dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as members, or

- (b) A dispute between 1 or more members and the association.
- (2) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- (3) The Commercial Arbitration Act 2010 applies to a dispute referred to arbitration.

15 Membership Entitlements not Transferable

- (1) A right, privilege or obligation that a person has because the person is a member of the association:
 - (a) Cannot be transferred to another person, and
 - (b) Terminates once the person ceases to be a member of the association.

16 Termination of Membership

- (1) Resignation
 - (a) A Club member or a player member may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member's intention to resign.
 - (b) No resignation shall be accepted unless all outstanding monies are paid.
 - (c) The member ceases to be a member on the expiration of the notice period.
- (2) Expulsion or Disqualification
 - (a) The General Meeting of the Association may:
 - (i) Expel a Club Member; or
 - (ii) Suspend a Club Member's membership for such time as the General Meeting thinks fit, upon a charge of conduct detrimental to the interests of the Association.
 - (b) A motion to expel or suspend a Club Member must be brought to the General Meeting by the Management Committee:
 - (i) Following a finding or recommendation of the General Meeting or the Judiciary Committee; or
 - (ii) Following a resolution of the Management Committee.
 - (c) Particulars of the charge must be given to the Club Member:
 - (i) Of the Conduct complained of; and
 - (ii) That it is entitled to present oral or written evidence or arguments against, to the General Meeting on a given date.
 - (d) At the meeting at which the motion to expel or suspend a Club Member is considered, the General Meeting must:
 - (i) Give the Club Member, by not more than two (2) Club Officials, the opportunity to be heard; and
 - (ii) Consider any written document presented by the Club Member or on its behalf.
 - (e) The ACM may then, by a two thirds majority of the persons present and entitled to vote at that ACM determine:
 - (i) To dismiss the charge against the Club Member; or
 - (ii) To expel the Club Member; or

- (iii) To suspend the Club Member's membership for a period determined by the General Meeting; or
- (iv) To permit the Club Member to remain as a Member of the Association subject to conditions.
- (f) On expulsion under this Rule, all monies paid to the Association by the expelled Club Member remain the property of the Association.
- (g) The disciplinary powers contained in this Rule are separate from any disciplinary powers exercised in respect of Playing Members, Teams, Team Officials and others under these Rules or the Standing Orders.
- (h) No appeal shall lie against a decision of the General Meeting pursuant to this Rule.

(3) Playing Members

- (a) A Playing Member's membership of the Association will cease upon notice in writing to the Secretary from a Club Member of which the Playing Member is a registered player as required by Rule 6.1.a.
- (b) Transfers of Playing Members between Member Clubs is only permitted in accordance with these Rules or the Association by-laws.

Part 3 The Management Committee

Division 1 Constitution

17 Functions of the Management Committee

- (1) Subject to the Act, the Regulation, this constitution and any resolution passed by the association in general meeting, the MC:
 - (a) Is to control and manage the affairs of the Association, and
 - (b) May exercise all the functions that may be exercised by the Association, other than a function that is required to be exercised by the Association in a General Meeting and has power to do all things that are necessary or convenient to be done for the proper management of the affairs of the Association.

18 Composition of the Management Committee

- (1) The MC is to consist of the office-bearers of the Association; and
- (2) At least two ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 19.
- (3) An office-bearer may hold up to 2 offices, other than both the offices of president and vice-president.

Note - The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

19 Duties of the Office-Bearers

- (1) The President
 - (a) Presides as Chairman of all Association meetings excepting the Judiciary Committee and shall conduct such meetings in accordance with these Rules;
 - (b) Shall have a deliberative and casting vote at all meetings;
 - (c) The Executive position of President shall be filled by a current active member of an Christian church. A letter from the Senior Pastor of that church shall state the

involvement of the President in the life of the church.

(2) The Vice President

- (a) In the absence of the President shall act as chairman;
- (b) When acting as chairman in the absence of the President, shall have a deliberative and casting vote. At all other times shall have a deliberative vote;
- (c) Assists other office-bearers in their duties from time to time as required;
- (d) The Executive position of Vice President shall be filled by a current active member of an Christian church. A letter from the Senior Pastor of that church shall state the involvement of the Vice President in the life of the church.

(3) Honorary Secretary

- (a) Administers the affairs of the Association as directed at the AGM of the Association and by the MC and in accordance with these Rules;
- (b) Causes full and accurate minutes of all questions, matters, resolutions and other proceedings of every MC meeting and GM 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 MC meeting, GM and AGM, shall be signed by the chairman of that meeting or the chairman of the next succeeding meeting verifying their accuracy;
- (c) Attend to all correspondence;
- (d) Prepare the Annual report;
- (e) Receive all protests and appeals;
- (f) Be an ex-officio member of all Committees and Sub-Committees;
- (g) Convene all meetings;
- (h) Keep a record of attendance at all meetings; and
- (i) Have a deliberative vote at all meetings.

(4) Honorary Treasurer

- (a) The production of financial reports to the MC and ACM
- (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 MC 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 ACM or the MC;
- (f) The preparation of the financial statements for the AGM;
- (g) The production of all books and receipts as requested by the Auditor; and
- (h) Have a deliberative vote at all meetings.

(5) Honorary Register

- (a) Keep a proper record of persons registered as Playing Members
- (b) Keeps a proper record of disqualification and suspensions of Playing Members, under the supervision of the Honorary Secretary;
- (c) Receive all applications for membership and registration prior to grading;

- (d) Executes such other duties as directed by the MC; and
- (e) Have a deliberative vote at all meetings.

(6) Honorary Referees Coordinator

- (a) Organise the referee's roster for all games (including Representative games where required).
- (b) Responsible for organising training to improve the standard of refereeing.

(7) Honorary Publicity Officer

- (a) Organise publicity in the media and also within local churches as directed by the MC or a GM.

(8) Honorary Grounds Officer

- (a) Responsible for the acquisition and preparation of grounds for the commencement of the playing season; and
- (b) Liaise with the Council, particularly regarding wet weather.

(9) Honorary Representative Games Coordinator

- (a) Liaise with other Associations regarding Representative fixtures.

(10) Honorary Disciplinary Coordinator

- (a) Receives referee's reports; and
- (b) Confirms disciplinary action according to the by-laws.

(11) Honorary Referee Development Officer

- (a) Responsible for training to improve the standard of refereeing.

20 Election of Management Committee members

- (1) At least fourteen (14) days prior to the AGM, each Club Member shall be notified in writing of the opening of nominations for positions of Office Bearers of the Association.
- (2) Any member of the Association may be nominated as a candidate for election as an office-bearer or ordinary committee member.
- (3) The nomination must be:
 - (a) Made in writing to the Secretary before the AGM; or
 - (b) Oral nominations for any position will be accepted at the AGM only where no written nomination has been received for that position.
- (4) If insufficient nominations are received to fill all vacancies:
 - (a) The candidates nominated are taken to be elected, and
 - (b) A call for further nominations must be made at the meeting.
- (5) A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the member presiding at the meeting.
- (6) Vacancies that remain after a call for further nominations are taken to be casual vacancies.
- (7) If the number of nominations received is equal to the number of vacancies to be filled, the members nominated are taken to be elected.
- (8) If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

21 Terms of office

- (1) Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the next annual general meeting.
- (2) A member is eligible, if otherwise qualified, for re-election.
- (3) There is no limit on the number of consecutive terms for which a committee member may hold office.

22 Vacancies in office

- (1) A casual vacancy in the office of a committee member arises if the member:
 - (a) Dies, or
 - (b) Ceases to be a member of the association, or
 - (c) Resigns from office by written notice given to the secretary, or
 - (d) Is removed from office by the association under this clause, or
 - (e) Is absent from 3 consecutive meetings of the committee without the consent of the committee, or
 - (f) Becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (g) Is prohibited from being a director of a company under the *Corporations Act 2001* of the Commonwealth, Part 2D.6, or
 - (h) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (i) Becomes a mentally incapacitated person.
- (2) The association in general meeting may, by resolution:
 - (a) Remove a committee member from office at any time, and
 - (b) Appoint another member of the association to hold office for the balance of the committee member's term of office.
- (3) A committee member to whom a proposed resolution referred to in subclause (2) relates may:
 - (a) Give a written statement, of a reasonable length, to the president or secretary, and
 - (b) Request that the committee send a copy of the statement to each member of the association at least 7 days before the general meeting at which the proposed resolution will be considered.
- (4) If the committee fails to send a copy of a statement received under subclause (3)(a) to each member in accordance with a request made under subclause (3)(b), the statement must be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.
- (5) The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- (6) Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

23 Delegation to subcommittees

- (1) The committee may:
 - (a) Establish 1 or more subcommittees to assist the committee to exercise the

committee's functions, and

- (b) Appoint 1 or more members of the association to be the members of the subcommittee.

(2) The committee may delegate to the subcommittee the exercise of the committee's functions specified in the instrument, other than:

- (a) This power of delegation, or
- (b) A duty imposed on the committee by the Act or another law.

(3) Should a temporary vacancy occur in any subcommittee at or after the AGM a person or persons shall be appointed by the MC.

(4) The Honorary President is an ex-officio member of all sub-committees.

(5) The Honorary Secretary is an ex-officio member of all sub-committees or in the absence of the Honorary Secretary any member of the MC.

Note: The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

24 Subcommittees

- (1) Judiciary Committee
 - (a) Shall be made up of six members, three (3) members to be elected at the AGM and three (3) members from the MC, being the Honorary Registrar, the Honorary Vice President and one other, one of who is to be Chairperson.
 - (b) Shall hear and determine matters referred to it by the Honorary Disciplinary Coordinator.
 - (c) The JC shall elect a Secretary, or in the absence of the Secretary, an acting Secretary, who shall:
 - (i) Keep a resume of all evidence heard by the JC;
 - (ii) Keep a record of all cases discussed or heard by the JC; including findings and penalties; and
 - (iii) Forward to the Honorary Secretary of the Association the determination of each case heard or discussed within 24 hours.
 - (d) A quorum of the JC shall consist of three members, one being a member of the MC as Chairperson.
 - (e) Referees or other relevant reports shall not be read or discussed elsewhere prior to the decision of the JC.
 - (f) No person under the jurisdiction of the Association shall leave the room while evidence is being taken except with the permission of the Chairperson.
 - (g) The player who has been ordered to appear before the JC shall continue to play until his case has been determined.
 - (h) The JC shall meet, when notified by the MC or Honorary Secretary at a time and place determined by the Chairperson. All persons required to attend shall be notified by the Honorary Secretary no less than 24 hours prior to the scheduled commencement of the meeting.
 - (i) The JC shall hear each case as promptly as possible and shall have the power to caution or suspend any player for any period of time.
 - (j) The decision of the JC will be given to the person concerned verbally by the Chairperson and will be confirmed in writing by the Honorary Secretary of the Association.

- (k) Each person appearing before the JC is required to answer questions put to them. Failure to answer such questions shall render the person liable to suspension or disqualification.
- (l) One nominated delegate of the players club may accompany the player to the hearing of the JC but may not speak.
- (m) The JC may call any person they see fit to appear as a witness to any matter. The decision as to whether a person will be heard as a witness is at the discretion of the JC.
- (n) Persons may appeal any decision made by the JC to the P&D committee. Appeals must be lodged in writing to the Honorary Secretary within fourteen (14) days of the hearing. Such appeals must be accompanied by a fee to be determined at the AGM which will be returned should the appeal be successful.

(2) Protests and Disputes Committee

- (a) Shall be made up of six members, three (3) members to be elected at the AGM, preferably with no club affiliation and familiar with Association ideals, two (2) members from the MC and one (1) from the ICSRC.
- (b) Shall deal with:
 - (i) All protests and disputes arising out of any decision of the MC or in respect of any matter relating to the eligibility, qualification or disqualification of players or Clubs or arising out of the by-laws or this Constitution; and
 - (ii) Any appeals from a decision of the JC.
- (c) The P&D shall elect a Secretary, or in the absence of the Secretary, an acting Secretary, who shall:
 - (i) Keep a resume of all evidence heard by the P&D.
 - (ii) Keep a record of all cases discussed or heard by the P&D; including findings and penalties.
 - (iii) Forward to the Honorary Secretary of the Association the determination of each case heard or discussed within 24hours.
- (d) A quorum of the P&D shall consist of three members, one being a member of the MC as Chairperson.
- (e) No person under the jurisdiction of the Association shall leave the room while evidence is being taken except with the permission of the Chairperson.
- (f) The player who has been ordered to appear before the P&D shall continue to play until his case has been determined.
- (g) The P&D shall meet, when notified by the MC or Honorary Secretary at a time and place determined by the Chairperson. All persons required to attend shall be notified by the Honorary Secretary no less than 24 hours prior to the scheduled commencement of the meeting.
- (h) The P&D shall hear each case as promptly as possible and shall have the power to caution or suspend any player for any period of time.
- (i) The decision of the P&D will be given to the person concerned verbally by the Chairperson and will be confirmed in writing by the Honorary Secretary of the Association.
- (j) Each person appearing before the P&D is required to answer questions put to them. Failure to answer such questions shall render the person liable to suspension or disqualification.

- (k) One nominated delegate of the players club may accompany the player to the hearing of the P&D but may not speak.
- (l) The Chairperson of the P&D shall have a casting vote only.
- (m) The MC may call upon the Chairperson of the P&D to supply a detailed written report where any determination, decision or ruling of the MC has been reversed, upset or altered. Such report shall be supplied within fourteen (14) days.
- (n) Before an appeal is heard all written evidence available at the original hearing and a copy of all oral evidence together with a copy of the charge made by the committee and the decisions arrived at shall be made available to the P&D.
- (o) All reports and transcripts of evidence from any disciplinary or appeals body shall be lodged with the Association's records for safe keeping after the appeal period has elapsed.

(3) Illawarra Churches Soccer Representatives Committee

- (a) Consists of up to three (3) members to be elected at the AGM, one being the Honorary Representative Games Coordinator, who is to be Chairperson.
- (b) Oversee selection of the ICSA representative team.

Division 2 Procedure

25 Management Committee meetings

- (1) The MC must meet at least 3 times in each 12-month period at the place and time determined by the committee.
- (2) Additional meetings of the MC may be called by any committee member.
- (3) The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the subcommittee.

Note: The Act, section 30(1) provides that committee meetings may be held as and when the association's constitution requires.

26 Notice of Management Committee meeting

- (1) The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- (2) The notice must describe the general nature of the business to be transacted at the meeting.
- (3) The only business that may be transacted at the meeting is:
 - (a) The business described in the notice, and
 - (b) Business that the committee members present at the meeting unanimously agree is urgent business.

27 Quorum

- (1) The quorum for a meeting of the committee is four (4) committee members.
- (2) No business may be transacted by the committee unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
 - (a) To the same place; and

- (b) To the same time of the same day in the following week.
- (4) If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
- (5) If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more members of the association as committee members to enable the quorum to be constituted.
- (6) A committee member appointed under subclause (5) holds office, subject to this constitution, until the next annual general meeting.
- (7) This clause does not apply to the filling of a casual vacancy to which clause 22 applies.

Note: The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

28 Presiding Management Committee member

- (1) The following committee member presides at a meeting of the MC:
 - (a) The Honorary President;
 - (b) If the Honorary President is absent, the Honorary Vice President;
 - (c) If both the Honorary President and Honorary Vice President are absent, one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) A deliberative vote, and
 - (b) In the event of an equality of votes, a second or casting vote.

29 Voting

- (1) A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee.
- (2) Any member of the MC, having an interest in an affiliated Club Member, shall not vote on any matter which concerns such Club Member.

30 Acts valid despite vacancies or defects

- (1) Subject to clause 27(1), the committee may act despite there being a casual vacancy in the office of a committee member.
- (2) An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

31 Transaction of business outside meetings or by telephone or other means

- (1) The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
- (2) If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
- (3) The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.

- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) The approval of a resolution under subclause (2), or
 - (b) A meeting held in accordance with subclause (3).
- (5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Note: The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

32 The Executive

- (1) The Executive consists of:
 - (a) The Honorary President;
 - (b) The Honorary Vice President;
 - (c) The Honorary Secretary;
 - (d) The Honorary Treasurer; and
 - (e) The Honorary Registrar.
- (2) The Executive has the power between meetings of the MC to conduct such business of the Association as in the reasonable opinion of the Chairman of the MC or the Secretary is of an urgent nature.
- (3) 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) Authorising the expenditure of Association funds; and
 - (d) Player registration issues.
- (4) A decision of an Executive meeting must be made by a simple majority comprising not less than three (3) members of Executive.
- (5) The minutes of each Executive meeting whether face-to-face, telephone or email, must:
 - (a) Be tabled at the next succeeding meeting of the MC; and
 - (b) Include a statement explaining the grounds necessitating the holding of the Executive meeting.

Part 4 General meetings of association

33 Annual general meetings

- (1) The association must hold annual general meetings within:
 - (a) 6 months of the last day of the association's financial year, or
 - (b) the later period allowed or prescribed in accordance with the Act, section 37(2)(b).
- (2) Subject to the Act and subclause (1), the annual general meeting is to be held at the place and time determined by the MC.
- (3) The business that may be transacted at an annual general meeting includes the following:

- (a) Confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
- (b) Discuss any business arising from those minutes;
- (c) Receiving reports from the committee on the association's activities during the previous financial year;
- (d) Electing office-bearers and ordinary committee members;
- (e) Receiving and considering financial statements or reports required to be submitted to members of the association under the Act;
- (f) Consider such other business that has been submitted in writing by a member or the MC, which has been disclosed in the notice of the AGM.

Note: The Act, section 37(1) and (2) provides for when annual general meetings must be held.

34 Special general meetings

- (1) The MC may call a special general meeting whenever the committee thinks fit.
- (2) The MC must call a special general meeting if the committee receives a request made by at least two (2) Club Members.
- (3) The request:
 - (a) Must be in writing, and
 - (b) Must state the purpose of the meeting, and
 - (c) Must be signed by the members making the request, and
 - (d) May consist of more than one (1) document in a similar form signed by one (1) or more members, and
 - (e) Must be lodged with the secretary, and
 - (f) May be in electronic form and signed and lodged by electronic means.
- (4) If the MC fails to call a special general meeting within one (1) month of the request being lodged, one (1) or more of the members who made the request may call a special general meeting to be held within three (3) months of the date the request was lodged.
- (5) A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same way as a general meeting called by the committee.

35 Notice of general meeting

- (1) The secretary must give each member notice of a general meeting:
 - (a) If a matter to be determined at the meeting requires a special resolution, at least 21 days before the meeting, or
 - (b) Otherwise, at least fourteen (14) days before the meeting.
- (2) The notice must specify:
 - (a) The place and time at which the meeting will be held, and
 - (b) The nature of the business to be transacted at the meeting, and
 - (c) If a matter to be determined at the meeting requires a special resolution, that a special resolution will be proposed, and
 - (d) For an annual general meeting, that the meeting to be held is an annual general meeting.
- (3) The only business that may be transacted at the meeting is:

- (a) The business specified in the notice, and
- (b) For an annual general meeting, business referred to in clause 33(4).

(4) A member may give written notice to the secretary of business the member wishes to raise at a general meeting.

(5) If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice calling a general meeting.

36 Representation

- (1) The following have the right to vote in any General Meeting:
 - (a) All members of the MC;
 - (b) One (1) delegate from each Club Member; and
 - (c) Life Members of the Association.
- (2) Where a Club Member is representative on the MC, the MC member may act as a delegate but shall be entitled to one (1) vote only.
- (3) Where a delegate of a Club Member is unable to be present at a General Meeting, the Club Member shall be free to nominate a substitute delegate.

37 Quorum

- (1) The quorum for a general meeting is 50% of the delegates appointed to the Association under clause 36 (b).
- (2) No business may be transacted at a general meeting unless a quorum is present.
- (3) If a quorum is not present within half an hour of the time the meeting commences, the meeting:
 - (a) If called on the request of members, is dissolved, or
 - (b) Otherwise, is adjourned:
 - (i) To the same time of the same day in the following week, and
 - (ii) To the same place, unless another place is specified by the member presiding at the meeting at the time of the adjournment or in a written notice given to members at least one (1) day before the adjourned meeting.

38 Adjourned meetings

- (1) The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
- (2) The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
- (3) If a meeting is adjourned for at least fourteen (14) days, the secretary must give each member oral or written notice, at least one (1) day before the adjourned meeting, of:
 - (a) the time and place at which the adjourned meeting will be held, and
 - (b) the nature of the business to be transacted at the adjourned meeting.

39 Presiding member

- (1) The following member presides at a general meeting:
 - (a) The Honorary President;
 - (b) If the Honorary President is absent, the Honorary Vice President;

- (c) If both the Honorary President and Honorary Vice President are absent, one of the members present at the meeting, as elected by the other members.
- (2) The member presiding at the meeting has:
 - (a) A deliberative vote, and
 - (b) In the event of an equality of votes, a second or casting vote.

40 Voting

- (1) A member is not entitled to vote at a general meeting unless the member:
 - (a) Is at least 18 years of age, and
 - (b) Has paid all money owed by the member to the association.
- (2) Each member has one (1) vote, except as provided by clause 38(2)(b).
- (3) A question raised at the meeting must be decided by:
 - (a) A show of hands, or
 - (b) If clause 41 applies, an appropriate method as determined by the committee, or
 - (c) A written ballot, but only if:
 - (i) The member presiding at the meeting moves that the question be decided by ballot, or
 - (ii) At least 5 members agree the question should be determined by ballot.
- (4) If a question is decided using a method referred to in subclause (3)(a) or (b), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a majority, or lost, using the method:
 - (a) A declaration by the member presiding at the meeting;
 - (b) An entry in the association's minute book.
- (5) A written ballot must be conducted in accordance with the directions of the member presiding.
- (6) A member cannot cast a vote by proxy.

41 Postal, electronic or combined ballots

- (1) The association may hold a postal, electronic or combined ballot, as determined by the committee, to decide any matter other than an appeal under clause 8.
- (2) The ballot must be conducted in accordance with Schedule 2 of the Regulation.

42 Transaction of business outside meetings or by telephone or other means

- (1) The association may transact its business by the circulation of papers, including by electronic means, among all members of the association.
- (2) If the association transacts business by the circulation of papers, a written resolution, approved in writing by a majority of members, is taken to be a decision of the association made at a general meeting.
- (3) The association may transact its business at a general meeting at which 1 or more members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- (4) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the association for the purposes of:

- (a) The approval of a resolution under subclause (2), or
- (b) A meeting held in accordance with subclause (3).

(5) A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the association.

Note: The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

Part 5 Administration

43 Alteration of rules

- (1) It shall be the duty of the MC at the end of each season to review the Constitution in the light of the work of the preceding year.
- (2) No amendment to the Constitution shall be put to the vote at the Annual General Meeting, unless seven (7) days' notice has been given and no such motion will be deemed to be carried unless passed by a two-thirds majority of the members present.

44 By-laws

- (1) The MC may prepare by-laws, not inconsistent with these rules, for the better management of the affairs of the Association and for governing the running of the competition organised by the Association.
- (2) The MC may vary these by-laws as necessary, subject to a two-thirds majority of those present.
- (3) The MC shall promptly give notice to all Club Members of any by-laws made, or varied and any such by-law or variation shall be subject to ratification at the next General Meeting.
- (4) No by-law made or varied shall be put to the vote at a General Meeting, unless seven (7) days' notice has been given and no such motion will be deemed to be carried unless passed by a two-thirds majority of the members present.

45 Change of name, objects or constitution

- (1) An application for registration of a change in the association's name, objects or constitution made under the Act, section 10 must be made by:
 - (a) The public officer, or
 - (b) A committee member.

46 Funds

- (1) Subject to a resolution passed by the association, the association's funds may be derived from the following sources only:
 - (a) The entrance fees and annual subscription fees payable by members,
 - (b) Donations,
 - (c) Other sources as determined by the committee.
- (2) The Association or Club Members shall not raise funds directly or indirectly from activities which are, or are construed by the MC to be, forms of gambling, or by the sale of intoxicating liquor or drugs.
- (3) Subject to a resolution passed by the association, the association's funds and assets must be used to pursue the association's objects in the way that the committee determines.
- (4) As soon as practicable after receiving money, the association must:

- (a) Deposit the money, without deduction, to the credit of the association's authorised deposit-taking institution account, and
- (b) Issue a receipt for the amount of money received to the person from whom the money was received.

(5) A cheque or other negotiable instrument must be signed by 2 authorised signatories.

Note: The Act, section 36 provides for the appointment of authorised signatories.

47 Authorised Signatories

- (1) The Association's Public Officer is, by virtue of that office, an authorised signatory for the Association.
- (2) The MC may appoint (and can revoke) other authorised signatories from among the members of the MC, who are resident in Australia.

48 Insurance

- (1) The association may take out and maintain insurance as appropriate for the association's assets and liabilities.

49 Non-profit status

- (1) Subject to the Act and the Regulation, the association must not conduct the association's affairs in a way that provides a pecuniary gain for a member of the association.

Note: See the Act, section 40.

50 Service of notices

- (1) For the purposes of this constitution, a notice may be given to or served on a person:
 - (a) By delivering the notice to the person personally, or
 - (b) By sending the notice by pre-paid post to the address of the person, or
 - (c) By sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
- (2) A notice is taken to have been given to or served on a person, unless the contrary is proved:
 - (a) For a notice given or served personally - on the date on which the notice is received by the person, or
 - (b) For a notice sent by pre-paid post - on the date on which the notice would have been delivered in the ordinary course of post, or
 - (c) For a notice sent by electronic transmission:
 - (i) On the date the notice was sent, or
 - (ii) If the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

51 Custody of records and books

- (1) Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:
 - (a) At the association's main premises, in the custody of either of the following persons, as determined by the committee:
 - (i) The public officer,

- (ii) A member of the association, or
- (b) If the association has no premises, at the association's official address, in the custody of the public officer.

52 Inspection of records and books

- (1) The following documents must be available for inspection, free of charge, by members of the association at a reasonable time:
 - (a) This constitution;
 - (b) Minutes of committee meetings and general meetings of the association;
 - (c) Records, books and other documents relating to the association.
- (2) A member may inspect a document referred to in subclause (1):
 - (a) In hard copy, or
 - (b) In electronic form, if available.
- (3) A member may obtain a hard copy of a document referred to in subclause (1) on payment of a fee of not more than \$1, as determined by the committee, for each page copied.
- (4) The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause:
 - (a) That relates to confidential, personal, commercial, employment or legal matters, or
 - (b) If the committee considers it would be prejudicial to the interests of the association for the member to do so.

53 Auditing of books and accounts

- (1) If required by a GM or the MC, an Auditor may be appointed by the MC.
- (2) If appointed, an Auditor must:
 - (a) Examine the accounts of the Association;
 - (b) Certify as to the correctness of the accounts of the Association;
 - (c) Present a report thereon to the Member Clubs present at the AGM;
 - (d) Conduct such other audits and present such other statements as may be directed by the GM or the MC from time to time.

54 Financial year

- (1) The association's financial year commences on 1 January and ends on the following 31 December.

Note: The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

55 Distribution of property on winding up

- (1) Subject to the Act and the Regulation, in a winding up of the association, the surplus property of the association must be transferred to another organisation:
 - (a) With similar objects, and
 - (b) Which is not carried on for the profit or gain of the organisation's members.
- (2) In this clause:

surplus property has the same meaning as in the Act, section 65.

56 Indemnity

- (1) All ICSA Officers shall at all times be indemnified by the Association in respect of all business transacted and all legal proceedings, demands or claims whatsoever arising out of their position of Officers.