

WILLUNGA FOOTBALL CLUB INCORPORATED

CONSTITUTION

(UPDATED NOV 2021)

1. NAME OF CLUB

The name of the Incorporated Association is The Willunga Football Club referred to herein as "The Association".

2. In these rules, unless the contrary intention appears :- Committee means the Committee of Management of the Association ; Meeting means a general meeting of members of the Association convened in accordance with these rules; "Member" means a member of the Association; the "Act" means the Associations Incorporation Act, 1985; the "Regulations" means the Associations Regulations, 1985

3. OBJECTS OF THE CLUB

- a. To promote the playing of the game of football under the Australian Rules of Football
- b. To promote unity and good fellowship amongst the members of the Club and between members of this and other Clubs.
- c. To be a member of the Great Southern Football League and represent Willunga in football matches under control of the Great Southern Football League.

4. THE CLUB COLOURS SHALL BE WHITE AND RED AND BLUE

5. MEMBERSHIP

5.1 General Membership

Membership shall be open to all persons subscribing to the objects of the Club and paying the prescribed fee. No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, nationality, race or age, but the Committee shall have the right to refuse membership to any person without assigning any reason therefore.

5.2 Life Membership

5.2 Life Membership

a) Life Membership shall be granted to any member who plays 200 senior games or who plays senior football for 12 years provided that a minimum of 3 games are played each year and that a minimum of 150 games is achieved. Games played in Local League, Zone or State Representative teams, while a member of Willunga Football Club, and Senior and Reserves games in the SANFL and the AFL, count as games toward life membership, provided that the player returns directly to WFC and stays for at least one season as a player, or an official, when his higher level career is complete. This amendment is retrospective.

b) Life Membership shall also be granted to an official who serves the Club in that capacity for 12 years or whose total senior playing years in which 3 or more games are played and an average of at least 12 games per year over the period are played, and years as an official total 12. However, if the latter case is used the years must not be concurrent.

c) An official of the Club shall be defined as an appointee/volunteer of the committee as recorded in the Club Minutes for that year. Official positions shall include Committee Members, team coaches, team managers, runners, goal umpires, timekeepers, selectors, boundary umpires, trainers.

These definitions shall apply to 1990 and henceforth. Definitions prior to 1990 shall be at the discretion of the committee.

6. MEMBERSHIP SUBSCRIPTIONS

The Annual Subscriptions for each year shall be decided at the Annual General Meeting. The period of annual membership shall be deemed to be January 1 to December 31.

7. MEETINGS

7.1 Annual General Meeting

a) There shall be an Annual General Meeting in each year at which members of the Committee of Management for the ensuing year shall be elected. Elections shall be by secret ballot with a first-past-the-post method to be used and the Chairman to have a casting vote.

b) The said Annual General Meeting shall be held not earlier than the first day of October and not later than the thirtieth day of November and may be adjourned. The report and balance sheet for the past year shall be presented and any other business connected with the Club may be transacted.

7.2 Special General Meeting

A Special General Meeting of the Club may be called at any time by the committee on its own motion or upon receipt by the Secretary of a requisition signed by no less than twenty members of the Club and setting forth that a Special

General Meeting of the Club is desired and the purpose of such meeting. The Committee shall convene a Special General Meeting for the purpose only set forth in such requisition within 28 days of receiving such requisition.

7.3 Quorum

At all General Meetings of the Club fifteen members shall form a quorum

7.4 Voting Rights

a) Only financial and life members and persons holding specific official positions, listed in standing orders, who are over the age of eighteen years old on the day of the meeting, shall be entitled to vote at General Meetings. Subject to these rules each member present in person or by proxy shall be entitled to one vote.

b) Proxy Voting

A member may appoint another person (whether a member or not) to attend and vote instead of the member at any meeting as long as that person has written authority of that member.

7.5 Notice of Meetings

At least fourteen days notice of each Annual General Meeting or Special General Meeting shall be given to each member via:

- the email address provided to the membership database platform when completing online registration for that current season
- life members to be informed via email from WFC Life Members database
- the official Willunga Football Club website and connected social media platforms

8. COMMITTEE

a) The Committee shall comprise the President, Secretary, Treasurer and Vice President (to be known as "The Executive Committee") and a minimum of seven others, making a total of eleven. More than seven Committee Members can be appointed Executive Committee members shall be appointed for two-year terms with the President and Secretary being elected on alternate years to the Vice President and Treasurer. In the event of a resignation of an Executive Committee member, the replacement member shall only serve the balance of the term of the resigned member.

b) The quorum of the Committee be eight at any Committee Meeting

c) The Committee shall be required to meet no less than eight times during an annual term of office.

9. POWERS OF THE COMMITTEE

9.1 The committee shall carry out all directions or resolutions which may be given or passed at any General Meeting, and it shall have; -

- a) The general management of the Club and the funds and property thereof.
- b) Power to borrow money and to take all such proceedings and to do and perform all such acts and things as shall or may be necessary or desirable for or incidental to attaining or carrying out the objects and interests of the Club.
- c) Power to arrange social functions, trips and spend the monies and apply the income of the Club and incur debts within the apparent means of the Club or the objects of the Club.
- d) Power to make standing order for the regulation of the meetings of the Club and of the Committee.
 - 1) The committee can introduce rules to define how the club is run and standards for the management of members.
 - 2) The rules in the Standing Orders can not contradict the Constitution, legislation, or rules of the any parent bodies of the Association

e) SUB COMMITTEES

1) The Committee may from time to time appoint from their membership (to include at least one Committee member) any Sub-Committee and may delegate powers to such a committee.

2) Except where the resolution appointing any Sub-Committee specifically provides otherwise, the term of office of the Sub-Committee shall expire automatically twelve months after its appointment unless the Committee, either on its own initiative or at the request of the Sub-Committee, and either before or after that expiry date, resolves to extend that term of office.

f) The Secretary or any officer of the Club shall have the right to be indemnified by the Club against any liability properly incurred by him on its behalf and shall have a lien on the monies and property by the Club to secure such indemnity.

g) If the Committee at any time finds that there are not likely to be sufficient funds to meet the current accounts it shall summon a Special General Meeting to explain the position and obtain instructions.

h) Any officer of the Club may resign by notice to the Secretary of his intention to do so, and the Committee may continue to act notwithstanding a vacancy on the Committee

- i) The Committee shall have the right to terminate a Committee member from office on the event of being absent from three Committee meetings during an annual term of office.
- j) The Committee have the power to fill any vacancy caused by resignation of any members of the Committee.
- k) The Committee may employ or engage such servants or agents as it thinks fit and may determine their remuneration.

10. FINANCE

- a) The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association.
- b) All monies received shall be deposited in Club bank accounts, authorised by the Committee. Payments are to be approved by any two of the Executive Committee or other such authorised persons.
- c) The financial records will be audited by a nominated independent body (and/or person) and presented to the Annual General Meeting.
- d) All financial records required by the Taxation Department shall be retained for seven years.
- e) The Club is a not-for-profit organisation and must not distribute any of its profit, income or assets directly or indirectly to its members.
- f) The Club can pay its members reimbursement for expenses properly incurred by them and for goods and services provided by them if this is in good faith and on terms no more favourable than if the member were not a member.

11. FINANCIAL YEAR

The financial year of the Association shall be the period starting on Nov 1 and ending on October 31 in each year. (Amended AGM 2006)

12. BORROWING POWERS

- a) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit, and may secure the repayment thereof by charging the property of the Association.
- b) Subject to Section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

13. INVESTMENT

The Committee shall have the power to invest the funds of the Club in any way it may think fit.

14. DISSOLUTION

- a) The Club shall be dissolved if a resolution to this effect is carried by a three-quarters majority at a General Meeting, twenty one days notice of the proposed resolution having been given to members.
- b) In the event of dissolution all assets (after satisfying all debts and liabilities) and all records shall, subject to Sub-Clause 14 (c), be dealt with in such a manner (if any) as the General Meeting resolving on the dissolution shall determine.
- c) In the event of dissolution no payment or distribution shall be made to members of the Club or any profit making body.

15. AMMENDMENTS

This Constitution may be amended by a three quarters majority at a General Meeting, provided twenty-one days written notice of the proposed amendment has been given to all members.

16. INTERPRETATIONS

Other than in Item 2 above the Committee has the sole authority to interpret.

17. MINUTES

- a) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose or electronically as PDF, or similar format, files stored in the Clubs/Associations approved data storage system.
- b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting. If stored electronically, the minutes must be signed by the Chairperson of the meeting prior to storage.
- c) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to be valid.

18. DELEGATES

The Committee shall appoint two delegates and two proxy delegates to the Great Southern Football League together with any such delegates requires to affiliated leagues or associations. Such appointments shall be for a twelve month period and any casual vacancies filled by appointment of the Committee. Delegates shall vote according to any expressed or implied instructions from a General Meetings or Committee meeting.

19. CONSTITUTION

The Secretary shall make available a copy of the constitution and of the current Standing Orders without charge to all members

20. PRESS AND MEDIA STATEMENTS

No statement on behalf of, or in the name of, the Club shall be made except by the President or by the President's authority or that of the Committee

21. CUSTODY OF RECORDS

The Committee shall make appropriate arrangements for the safe custody of the club's records and securities

22. MEMBERSHIP REGISTER

The Secretary shall maintain a register of members which shall contain such particulars as the Committee may require.

23. TECHNOLOGY AND DATA SECURITY

All emails, data and information stored electronically must be stored in a secure network and password protected using Association approved software and systems.

END OF WILLUNGA FOOTBALL CLUB CONSTITUTION

Amendment history on following pages

AMENDMENT RECORD

The WILLUNGA FOOTBALL CLUB was incorporated on February 2 1967

JANUARY 2006

This issue reproduced from an original copy of a booklet entitled "CONSTITUTION 1990"

Gerry Loots (Secretary)

2004 AGM

The constitution was amended at the AGM held on October 14 2004 to reduce the Quorum from twenty five members to fifteen members

Gerry Loots (Secretary)

2006 AGM

Financial Year changed to end Oct 31

Gerry Loots (Secretary)

2009 AGM

Clause 10 e) and 10 f) to confirm not for profit status

All references to age groups changed to grade names so U14 becomes Junior Colts etc.

2013 AGM

Clause 10 b) amended to make provision for electronic banking and approval by two executive before payment

Gerry Loots (Secretary)

2015 AGM

Amendments to Point 5.2 of WFC Constitution

Original clause

a) *Life Membership shall be granted to any member who plays 200 senior games or who plays senior football for 12 years provided that a minimum of 3 games are played each year.*

Added to clause a)

Games played in Local League, Zone or State Representative teams, while a member of Willunga Football Club, and Senior and Reserves games in the SANFL and the AFL, count as games toward life membership, provided that the player returns directly to WFC and stays for at least one season as a player, or an official, when his higher level career is complete.

This amendment is retrospective.

Gerry Loots (Secretary)

2016 AGM

Currently it is possible to achieve Life Membership by playing 3 games a season for 12 seasons making a total of 36 games. This was probably not the intention of this clause and the committee interprets it to allow for players who may not be able to play 200 games due to injury but who do play for 12 years.

Therefore the committee proposes that any player must play a minimum of 150 games before they can take advantage of the 3 games per season rule. That way if somebody is badly injured and plays only a few games for a season they can still achieve Life Membership.

Furthermore pt b) of Clause 5.2 also allows a 3 game minimum as a year's qualification for a mix of administrator and player life member. To be consistent with the proposed change to clause a) it is proposed that the minimum number of games be changed with a minimum of 3 plus an average of at least 12 games for the playing years used to claim Life Membership.

5.2 Life Membership

a) Life Membership shall be granted to any member who plays 200 senior games or who plays senior football for 12 years provided that a minimum of 3 games are played each year **and that a minimum of 150 games is achieved**. Games played in Local League, Zone or State Representative teams, while a member of Willunga Football Club, and Senior and Reserves games in the SANFL and the AFL, count as games toward life membership, provided that the player returns directly to WFC and stays for at least one season as a player, or an official, when his higher level career is complete. This amendment is retrospective.

b) Life Membership shall also be granted to an official who serves the Club in that capacity for 12 years or whose total senior playing years in which 3 or more games are played **and an average of at least 12 games**

per year over the period are played, and years as an official total 12. However, if the latter case is used the years must not be concurrent.

c) An official of the Club shall be defined as an appointee of the committee as recorded in the Club Minutes for that year. Official positions shall include:

- In A, B, Senior Colt, Junior Colt grades; coaches, team managers, runners, goal umpires, timekeepers, selectors, boundary umpires.
- Also; trainers, Mini and Modified coaches, scoreboard attendants, gatekeepers, canteen manager, official appointees to Ladies Auxiliary.

These definitions shall apply to 1990 and henceforth. Definitions prior to 1990 shall be at the discretion of the committee.

1. Change to "Notice of Meetings"

To keep abreast of modern communication methods it is proposed that notice of AGMs and SGMs be allowed through website and emails to members and that the requirement to Insert a notice in the "Advertiser" newspaper be deleted.

Clause to be amended as follows:

7.5 Notice of Meetings

At least fourteen days' notice of each Annual General Meeting or Special General Meeting shall be given to each member by;

- Pre-paid letter posted to the last known address of the member; and/or
- ~~Insertion of the details of such meeting in the public notices column of the Advertiser newspaper~~
- Email and a notice on the clubs official website

Gerry Loots (Secretary)

2021 AGM

5.2 Life Membership

~~5.2 Life Membership~~

c) An official of the Club shall be defined as an appointee/~~volunteer~~ of the committee as recorded in the Club Minutes for that year. Official positions shall include:

~~In A, B, Senior Colt, Junior Colt grades~~ **committee members, team coaches**, team managers, runners, goal umpires, timekeepers, selectors, boundary umpires, ~~Also; trainers, Mini and Modified scoreboard attendants, gatekeepers, canteen manager, official appointees to Ladies Auxiliary.~~

Strike out duplicate titles and paid positions. Simplify the list and delete references to specific competitions.

6. MEMBERSHIP SUBSCRIPTIONS

The Annual Subscriptions for each year shall be decided at the Annual General Meeting. The period of annual membership shall be deemed to be **January 1 to Dec 31.** ~~April 1 to March 31.~~

The season starts before April 1 each year, so the calendar year seems logical.

7.4 Voting Rights

a) Only financial and life members **and persons holding specific official positions, listed in standing orders, who are over the age of eighteen years old on the day of the meeting,** shall be entitled to vote at General Meetings. Subject to these rules each member present in person or by proxy shall be entitled to one vote.

Minimum age added, rules to be made that will allow a committee member and coaches to be declared members (non-financial).

7.5 Notice of Meetings

At least fourteen days notice of each Annual General Meeting or Special General Meeting shall be given to each member ~~by via;~~

- ~~Pre-paid letter posted to the last known address of the member; and/or~~ **the email address provided to the membership database platform when completing online registration for that current season**
- **life members to be informed via email from WFC Life Members database**
- ~~Insertion of the details of such meeting in the public notices column of the Advertiser newspaper.~~ **the official Willunga Football Club website and connected social media platforms**

Amendment to reflect modern communication methods

8. COMMITTEE

a) The Committee shall comprise the President, Secretary, Treasurer and Vice President (to be known as "The Executive Committee") and **a minimum of nine seven** others, making a total of ~~thirteen eleven.~~ **More than seven Committee members can be appointed.** ~~In the event of less than nine nominations (excluding the Executive Committee) being received no less than seven other Committee members shall be required to form the total committee.~~ Executive Committee members shall be appointed for two-year terms with the President and Secretary

being elected on alternate years to the Vice President and Treasurer. In the event of a resignation of an Executive Committee member, the replacement member shall only serve the balance of the term of the resigned member.

Simplified wording and adjustment to minimum quorum.

9. POWERS OF THE COMMITTEE

- d) Power to make standing orders for the regulation of the meetings of the Club and of the Committee.
- 1) The committee can introduce rules to define how the club is run and standards for the management of members.
 - 2) The rules in the Standing Orders can not contradict the Constitution, legislation or rules of the any parent bodies of the Association

Just to clarify what scope this covers.

e) SUB COMMITTEES

added a Subtitle

17. MINUTES

- a) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee shall be entered within one month after the relevant meeting in minute books kept for the purpose or electronically as PDF, or similar format, files stored in the Clubs/Associations approved data storage system.
- b) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting. If stored electronically, the minutes must be signed by the Chairperson of the meeting prior to storage.

Relates to data security – The old clause was for pen and paper and there is a rule about signing the minutes as correct, adjusted for online minute recording

18. DELEGATES

The Committee shall appoint two delegates and two proxy delegates to the Great Southern Football League together with any such delegates requires to affiliated leagues or associations. Such appointments shall be for a twelve month period and any casual vacancies filled by appointment of the Committee. ~~Delegates shall be free to vote according to their conscience and judgement, on all matters other than motions submitted by the Club, when they shall follow any expressed or implied instructions given by a General Meeting.~~ Delegates shall vote according to any expressed or implied instructions from a General Meetings or Committee meeting.

Clearer wording that the delegate votes according to the club's requirement and not their own. (Note that there is only one vote per club at Delegates meetings even though there are 2 delegates)

19. CONSTITUTION

The Secretary shall ~~supply~~ make available a copy of the constitution and of the current Standing Orders without charge ~~to all Members~~

- a) ~~To all new members on joining~~
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- b) ~~On reasonable request, to any existing member~~

The Constitution is on the website, so it is available to everybody on earth and the Secretary does not have to give them out.

23. TECHNOLOGY AND DATA SECURITY

All emails, data and information stored electronically must be stored in a secure network and password protected using Association approved software and systems.

Statement to cover safe data storage and ensure everybody uses the same systems, this occurs now.

(Serge Minot and Gerry Loots)