

# THE COVE FC INC.

*“More than a Club”*

Cove Sports & Community Club,  
Oval Road, Hallett Cove SA 5158



## CONSTITUTION

Version 1

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## 1. NAME

The name of the incorporated association shall be the "The Cove FC" referred to herein as "the Club". This name is to be used on all documents and accounts.

## 2. DEFINITIONS

"committee" means the committee of management of the club

"general meeting" means a general meeting of members of the club convened in accordance with these rules

"member" means a member of the club

"the Act" means the Associations Incorporation Act 1985

"special resolution" means a special resolution defined in the Act

"month" shall mean a calendar month.

## 3. OBJECTS OR PURPOSES OF THE CLUB

The objects of the club are

- i) To promote the health, social, fitness and enjoyment aspects of the game of Association Football.
- ii) To play and support the game with spirit and in a fair and sporting way.
- iii) To provide opportunities for players, coaches and volunteers to develop to their full potential.
- iv) To ensure a safe, respectful and supportive environment to all members and to market strong club and community values.
- v) To create a centre of excellence in all aspects of play, coaching and administration.

## 4. POWERS OF THE CLUB

The Cove FC shall have all the powers conferred by section 25 of the Act.

## 5. MEMBERSHIP

- |           |       |                      |
|-----------|-------|----------------------|
| 5.1 TYPES | 5.1.1 | Full Member          |
|           | 5.1.2 | Associate Member     |
|           | 5.1.3 | Playing Member       |
|           | 5.1.4 | Honorary Life Member |

### 5.1.1 Full Member

Any person who has an interest in the Club and agrees to be bound by its rules may apply in writing to the Committee for Full Membership. Upon the acceptance of the application by the committee and upon payment of the first annual Full Membership subscription, the applicant shall be a full member of the Club and thereafter membership will continue in accordance with payment of annual subscription. A Full Member has voting rights at the Annual General Meeting and extraordinary meetings and is entitled to be nominated as an officer of the Club.

### 5.1.2 Associate Member

Any person who has an interest in the Club and agrees to be bound by its rules may apply in writing to the Committee for Associate Membership. Upon the acceptance of the application by the committee and upon payment of the first annual Associate Membership subscription, the applicant shall be an Associate Member of the Club and thereafter continuous associated membership will continue in accordance with payment of the annual subscription. An Associate Member has no voting rights and cannot be nominated as an officer of the Club. An Associate Member may upgrade to Full Membership at any stage by paying the difference between Associate and Full Membership subscription.

### 5.1.3 Playing Member

A person shall be deemed a Playing Member of the Club once they have played in an official match for the Club and have paid the annual player registration fee in full.

A Playing Member who is **18 years or over** has voting rights at the Annual General Meeting and extraordinary meetings and is entitled to be nominated as a committee member of the Club.

A Playing Member who is **under 18 years of age** does not have voting rights and cannot be nominated as a committee member of the Club. However, a parent/caregiver of the player may exercise one vote on his/her behalf. Where a family has more than one Playing Member under 18 years of age, only one voting right applies.

#### 5.1.4 Honorary Life Member

Any person who has made a significant contribution to the Club can be nominated as an Honorary Life Member. Nominations must be seconded, made in writing and forwarded to the Committee for consideration at least 1 month prior to the end of season presentations. He/she shall be elected by no less than 75% of the Committee of Management present at the meeting where the nomination is discussed. An Honorary Life Member assumes all rights of a Full Member however is not required to pay any annual subscription.

### 5.2 SUBSCRIPTIONS

- a. Subscription fees for all memberships shall be determined at the Annual General Meeting each year.  
*OR ..... shall be determined by the Management Committee prior to trials being held for the following season.*
- b. The subscription fees shall be payable annually at a date to be fixed at the Annual General Meeting.
- c. Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member of the Club, provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.

### 5.3 RESIGNATIONS.

A member may resign from membership of the Club by giving written notice to the secretary or committee member of the Club. Any member so resigning shall be liable for any outstanding subscriptions which may be recovered as a debt due to the Club.

### 5.4 EXPULSION OF A MEMBER

- a. Subject to giving a member an opportunity to be heard or to make a written submission, the committee may resolve to expel a member upon a charge of misconduct detrimental to the interests of the association.
- b. Particulars of the charge shall be communicated to the member at least 14 days before the meeting of the committee at which the matter will be determined. In extreme circumstances, the committee may call an emergency meeting at shorter notice. This will be communicated to the member as soon as practicable.
- c. The determination of the committee shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 5.4d below), cease to be a member 14 days after the committee has communicated its determination to the member.
- d. It shall be open to a member to appeal to the Club in general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the committee has been communicated to the member.
- e. In the event of an appeal under 5.4d above, the appellant's membership of the Club shall not be terminated unless the determination of the committee to expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the Club, and in such event membership will be terminated at the date of the general meeting at which the determination of the committee is upheld.

### 5.5 REGISTER OF MEMBERS

A register of members must be kept and contain:

- i) the name and address of each member;
- ii) the date on which each member was admitted to the Club; and
- iii) if applicable, the date of, and reason(s) for, termination of membership.

## 6. THE COMMITTEE

### 6.1 POWERS AND DUTIES

- a. The affairs of the Club shall be managed and controlled by the elected Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Club, and are not by the Act or by these rules required to be done by the Club in general meeting.

- b. The committee has the management and control of the funds and other property of the Club.
- c. The committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Club on which these rules are silent.
- d. The committee shall appoint a public officer as required by the Act.

## 6.2 APPOINTMENT

- a. The committee shall be comprised of a chairperson, deputy chairperson, secretary, membership secretary, treasurer, director of football, senior co-ordinator, junior co-ordinator, amateur co-ordinator and 4 other committee members (13 members in total). The executive committee shall comprise the chairperson, secretary, treasurer, junior co-ordinator and senior co-ordinator (5 members in total).
- b. A committee member shall be a natural person.
- c. The first committee of the Club shall be appointed from the promoters of the Club, or be comprised of such persons as hold office prior to incorporation. The first committee shall hold office until the first annual general meeting after incorporation. At this time, one half of the members of the committee, who shall be chosen by ballot, shall retire from the committee. At each subsequent annual general meeting one half of the members of the committee, being the longest serving members, shall retire.
- d. A retiring committee member shall be eligible to stand for re-election. No other person shall be eligible to stand for election unless a member of the Club has nominated that person at least 28 days before the meeting by delivering the nomination of that person to the secretary of the Club. The nomination shall be signed by the proposer and by the nominee.
- e. Notice of all persons seeking election to the committee shall be given to all members of the Club with the notice calling the meeting at which the election is to take place.
- f. The committee may appoint a person to fill a casual vacancy, and such a committee member shall hold office until the next annual general meeting of the Club and shall be eligible for election to the committee.

## 6.3 ROLES OF OFFICE BEARERS

6.3.1 The Chairperson, Deputy Chairperson, Secretary, Membership Secretary, Treasurer of the Club shall be elected by a simple majority of those present at the annual general meeting.

6.3.2 The **Chairperson** shall :

- i. chair all meetings of the Club and its committee.
- ii. represent the Club at official functions and FFSA meetings.
- iii. oversee all operations of the Club.

In the absence of the Chairperson, the **Deputy Chairperson** shall act as Chairperson.

6.3.3 The **Secretary** shall :

- i. conduct the correspondence of the Club and have custody of all documents belonging to the Club.
- ii. keep full and correct minutes of all proceedings of the Club and distribute them as required.
- iii. work with the chairperson to set the agenda for all meetings.
- iv. liaise with Club delegates.
- v. do such other things as may be directed by the committee or prescribed by the constitution.

6.3.4 The **Membership Secretary** shall :

- i. keep a register of members comprising the names and addresses of all current members of the Club.
- ii. the date on which each member was admitted to the Club; and
- iii. if applicable, the date of, and reason(s) for, termination of membership.

6.3.5 The **Treasurer** shall :

- i. receive all monies for the Club and account for the same and his/her receipt shall be a sufficient discharge.
- ii. make all payments under the order of the committee.
- iii. keep an account of all monies received and disbursed in a book to be open for inspection of the committee at any meeting thereof, and each month prepare a statement showing the progress and financial conditions of the Club.
- iv. prepare and compile the annual balance sheet to the 31<sup>st</sup> October in each year and a report to be submitted to the Annual General Meeting.
- v. arrange an independent audit of the annual balance sheet and present it to the elected committee.
- vi. prepare a draft budget prior to the commencement of each season.

6.3.6 The **Director of Football** shall :

- i. be a paid position appointed by the Committee.
- ii. represent the coaches at all committee meetings.
- iii. oversee the appointment of new coaches in consultation with the Committee.
- iv. review and implement coaching structures, training, equipment and facilities.
- v. be responsible for the training and development of all coaching staff.

6.3.7 The **Senior Co-Ordinator** shall:

- i. oversee all senior operations including trials, training schedules, registration days, fitting days, fixtures and presentations.
- ii. represent the Club at official functions and FFSA meetings deemed specific to seniors.

6.3.8 The **Junior Co-Ordinator** shall:

- i. oversee all junior operations including trials, training schedules, registration days, fitting days, fixtures and presentations.
- ii. represent the Club at official functions and FFSA meetings deemed specific to juniors.

6.3.9 The **Amateur Co-Ordinator** shall:

- i. oversee all operations with the Amateur team/s.
- ii. oversee all communications with SAASL.
- ii. represent the Club at official functions and SAASL meetings.

## 6.4 PROCEEDINGS OF THE COMMITTEE

- a. The committee shall meet together for the dispatch of business at least monthly.
- b. Questions arising at any meeting of the committee shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c. A quorum for a meeting of the committee shall be one half of the members of the committee plus one.
- d. A member of the committee having a direct or indirect pecuniary interest in a contract or proposed contract, with the Club must disclose the nature and extent of that interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Club.

## 6.5 DISQUALIFICATION OF COMMITTEE MEMBERS

The office of a committee member shall become vacant if a committee member is:

- disqualified from being a committee member by the Act;
- expelled as a member under these rules;
- permanently incapacitated by ill health;
- absent without apology from more than four meetings in a financial year.

# 7. THE SEAL

The Club shall have a common seal upon which its corporate name shall appear in legible characters. The seal shall not be used without the express authorisation of the committee, and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the Chairperson and the Secretary.

# 8. GENERAL MEETINGS

## 8.1 ANNUAL GENERAL MEETINGS

- a. The committee shall call an annual general meeting in accordance with the Act and these rules.
- b. The first annual general meeting shall be held within 18 months after the incorporation of the association, and thereafter within five months after the end of its financial year.
- c. The order of the business at the meeting shall be:
  - i) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
  - ii) the consideration of the accounts and reports of the committee and the auditor's report (if auditor's report is required)
  - iii) the election of committee members

- iv) the appointment of auditors (if required - see rule 11.5)
- v) any other business requiring consideration by the Club in general meeting.

## **8.2 SPECIAL GENERAL MEETINGS**

- a. The committee may call a special general meeting of the Club at any time.
- b. Upon receiving a requisition in writing signed by at least 15 members of the Club and specifying the subject to be discussed, the committee shall convene a special general meeting within one month of the receipt of the requisition for the purpose specified within.
- c. If a special general meeting is not convened within one month, as required by 8.2b above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the committee, and for this purpose the committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

## **8.3 NOTICE OF GENERAL MEETINGS**

- a. Subject to 8.3b, at least 14 days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- b. Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c. A notice may be given by the Club to any member by serving the member with the notice personally, or by sending it by email or post to the address appearing in the register of members. (See rule 5.5.)
- d. Where a notice is sent by post:
  - i) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice; and
  - ii) unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

## **8.4 PROCEEDINGS AT GENERAL MEETINGS**

- a. Ten members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- b. If within 30 minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- c. Subject to 8.4d, the chairperson shall preside as chairperson at a general meeting of the association.
- d. If the chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be the chairperson of that meeting.

## **8.5 VOTING AT GENERAL MEETINGS**

- a. Subject to these rules, a Full Member, Playing Member over 18 years of age, the parent of a Playing Member under 18 years of age or an Honorary Life Member of the Club has only one vote at a meeting of the Club.
- b. Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- c. Unless a poll is demanded by at least five members, a question for decision at a general meeting must be determined by a show of hands.

## **8.6 POLL AT GENERAL MEETINGS**

- a. If a poll is demanded by at least five members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- b. A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **8.7 SPECIAL AND ORDINARY RESOLUTIONS**

- a. A special resolution is a special resolution as defined in the Act.
- b. An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **8.8 PROXIES**

A member shall be entitled to appoint in writing a person who is also a member of the Club to be their proxy, and attend and vote at any general meeting of the Club. The written notification of proxy must be presented to the Chairperson prior to the commencement of the meeting.

## **9. MINUTES**

- a. Proper minutes of all proceedings of general meetings of the Club and of meetings of the committee, shall be entered within one month after the relevant meeting in a minutes' folder kept for the purpose.
- b. The minutes kept pursuant to this rule must be confirmed by the members of the Club or the members of the committee (as relevant) at a subsequent meeting.
- c. 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 at which the minutes are confirmed.
- d. 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 have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

## **10. DISPUTE RESOLUTION**

- a. The dispute resolution procedure set out in this rule applies to disputes under these Rules between -
  - (i) a member and another member
  - (ii) a member and the Club
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before a member of the current committee agreed to by the parties. The committee member will act as a mediator in the discussion.
- e. If the dispute is still unresolved after following 10b, c and d, either party can elect to call a Special General Meeting as outlined in 8.2
- f. In this rule "member" includes any person who was a member not more than six months before the dispute occurred.

## **11. FINANCIAL REPORTING**

### **11.1 FINANCIAL YEAR**

The financial year of the club shall be a period of 12 months commencing on 1st November and ending on 31st October of each year.

### **11.2 ACCOUNTS TO BE KEPT**

The Club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the association in accordance with the Act.

### **11.3 APPOINTMENT OF AUDITOR**

- a. At each annual general meeting, the members shall appoint a person to be auditor of the association.
- b. The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c. If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

## **12. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS**

The income and capital of the Club shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as *bona fide* remuneration of a member for services rendered or expenses incurred on behalf of the Club.

## **13. WINDING UP**

The Club may be wound up in the manner provided for in the Act.

## **14. APPLICATION OF SURPLUS ASSETS**

If after the winding up of the association there remains “surplus assets” as defined in the Act, such surplus assets shall be disposed of at the discretion of a 75% majority of members present at a special general meeting convened for that purpose.

## **15. RULES**

- a. These rules may be altered (including an alteration to the Club’s name) by special resolution of the members of the Club. This includes rescission or replacement by substitute rules.
- b. The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs and Compliance Branch, as required by the Act.
- c. The registered rules shall bind the Club and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof
- d. The Club and all members shall comply with the statutes, regulations, Memorandum, articles and rules of the Federation Internationale De Football (FIFA), Football Federation Australia (FFA), Football Federation of South Australia (FFSA), the South Australian Amateur Soccer League (SAASL) and the National Junior Sports Policy.