



## ELLERSLIE ASSOCIATION FOOTBALL CLUB INCORPORATED

### Constitution

#### 1. Name

- 1.1 The name shall be Ellerslie Association Football Club Incorporated (“the Club”).

#### 2. Objects

- 2.1 To provide opportunities for involvement in football both on and off the field for the benefit of our local community.
- 2.2 To create a sustainable environment within which our community can participate, succeed and support.

#### 3. Membership

- 3.1 Membership shall be open to any person who wishes to further the interests of the Club.
- 3.2 Any person seeking membership of the Club shall make application in the manner prescribed from time to time by the Executive Committee.
- 3.3 No person indebted to another football club at the time of the application shall be admitted to the Club. The Executive Committee may rescind any membership if subsequent information reveals such indebtedness.
- 3.4 The subscription, as determined in accordance with this constitution, of every member shall be due on the commencement date of each playing season and payable by the date set each year by the Executive Committee and as advised to members at the time of notification of the subscription.
- 3.5 Should a subscription be unpaid by the prescribed time as notified by the Executive Committee, the member in question shall forfeit all rights as a member until such time as the subscription has been paid in full.

- 3.6 Each person admitted to membership shall be bound by this constitution and entitled to all advantages and privileges of membership.
- 3.7 Membership categories:
- 3.7.1 Senior playing member. Any person of 18 years and over as at the 1<sup>st</sup> January of the calendar year may become a senior member.
  - 3.7.2 Junior playing member. Any person under the age of 18 years as at the 1<sup>st</sup> January of the calendar year may become a junior member.
  - 3.7.3 Honorary/Life member.
  - 3.7.4 Social member.
  - 3.7.5 Non-playing member by completion of the appropriate application in the manner prescribed from time to time by the Executive Committee. All parents, coaches and managers shall become non-playing members by virtue of submitting their details to the Club at time of registration.
- 3.8 All members' membership (save for Honorary/Life members) shall at the 31<sup>st</sup> December of the calendar year be deemed to have lapsed.
- 3.9 The Club shall maintain a digital record of members in which shall be held the names, addresses, telephone numbers and email addresses plus any other information as shall be required by the Club from time to time, of all persons who are members.
- 3.10 The record of members shall be maintained in accordance with The Privacy Act 1993, or any subsequent relevant legislation governing the information contained therein.

#### **4. Termination of Membership**

- 4.1 Any person's membership may be terminated by the following events:
- 4.1.1 Resignation.
  - 4.1.2 Expulsion.
  - 4.1.3 Members' annual membership fee remaining unpaid after the prescribed date as notified by the Executive Committee.
- 4.2 The Executive Committee shall have the power to suspend or expel any member of the Club for:
- 4.2.1 A membership fee remaining unpaid as per clause 4.1.3.

- 4.2.2 False or inaccurate statements made in the member's application for membership of the Club.
- 4.2.3 Breach of any rule, regulation or bylaw of any governing body.
- 4.2.4 By any act of misconduct to the Club as defined by clause 21.
- 4.3 Any member who is expelled, suspended or has their membership terminated, shall have the right to appeal against their suspension or expulsion as per the process set out in clause 21.

## **5. Copies and alterations to the constitution**

- 5.1 The constitution shall be type-written or printed together with the certificate of incorporation and kept in the custody of the Secretary. Copies of the constitution shall be available to all members, on written application.
- 5.2 The constitution shall not be altered, amended or rescinded except by the following procedure:
  - 5.2.1 At a Special meeting by a resolution passed by a two-thirds majority of those Members present and voting.
  - 5.2.2 Any proposed motion to amend or replace these Rules shall be signed by at least 15 Members and given in writing to the Secretary as per clause 9.2 and accompanied by a written explanation of the reasons for the proposal.
  - 5.2.3 At least 7 days before the Special Meeting at which any Rule change is to be considered the Secretary shall give to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations the Executive Committee has.
  - 5.2.4 When a Rule change is approved by a Special Meeting, the Executive Committee shall cause to be filed with the Registrar of Incorporated Societies advice of the Rule changes in the required form. No Rule change shall take effect until this is done.

## **6. Executive Committee**

- 6.1 Management of the Club shall be vested in the Executive Committee elected by the members at the Annual General Meeting consisting of:
  - 6.1.1 President; and

6.1.2 A minimum number of four (4) and a maximum number of 6 (six) voted committee members.

- 6.2 To be a member of the Executive Committee, a person must be a member of the club as per clause 3.
- 6.3 The elected Executive Committee shall appoint the Chairperson of the Club Committee. The appointed Chairperson, and one other nominated member of the Club Committee, shall be members of the Executive Committee, in addition to the President and all voted committee members, with full voting rights.
- 6.4 The Executive Committee shall appoint a Vice President and Treasurer from the Executive Committee members, and appoint a Secretary from the membership of the Club.
- 6.5 A quorum of the Executive Committee shall be half (and if an odd number rounded up) of its members plus one.
- 6.6 If the President or Vice President is unable to attend, then a Chairperson nominated by the meeting shall chair that meeting.
- 6.7 Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes and in the case of an equality of votes the President in addition to his vote shall have an additional casting vote.
- 6.8 The President or any three members of the Executive Committee may at any time summon a meeting of the Executive Committee.
- 6.9 Minutes shall be made in books provided for the purpose of the names of the Executive Committee members present at each meeting of the Executive Committee and of all resolutions and proceedings of the committee. Any such minutes signed by the person purporting to be the chair of any meeting of the committee shall be receivable as evidence of the facts dated therein.
- 6.10 A member of the Executive Committee shall be disqualified and their office declared vacant if:
- 6.10.1 He/she absences him/herself from meetings of the Executive Committee for three consecutive meetings without permission of the Executive Committee.
- 6.10.2 By notice in writing he/she resigns the office.
- 6.10.3 He/she is terminated as a member pursuant to clause 4.

## **7. Powers of the Executive Committee**

- 7.1 The Executive Committee shall have the power to:
- 7.1.1 Administer the finances, appoint bankers, direct the opening of bank accounts for specific purposes, transfer funds from one account to another, close any such account and invest funds of the club.
  - 7.1.2 Borrow monies to further the objects of the club
  - 7.1.3 Fix the manner in which such banking accounts shall be operated upon, providing the appropriate committees pass all payments.
  - 7.1.4 Fix fees and subscriptions payable by members and decide such levies, fines and charges as is deemed necessary and advisable, and to enforce payment thereof.
  - 7.1.5 Adjudicate on all matters brought before it which in any way affect the Club.
  - 7.1.6 Make, amend and rescind rulings and club policies.
  - 7.1.7 Form and appoint any sub-committee as required for a specific purpose(s).
  - 7.1.8 Employ a person or persons to carry out certain duties required by the Club, at salaries or remunerations for such period of time as they may be deemed necessary.
  - 7.1.9 **Determine the powers and composition of the Club Committee from time to time.**
- 7.2 Should a vacancy occur on the Executive Committee during the season, the Committee shall appoint a successor until the next Annual General Meeting.

## **8. Auditor**

- 8.1 The Annual General Meeting shall elect or appoint a suitably qualified auditor or auditors.
- 8.2 The auditor/s shall examine and audit all the books and accounts of the Club annually and have the power to call for all books, papers, accounts, receipts etc, of the Club and report thereon to the Annual General Meeting.

## 9. Meetings

### 9.1 Annual General Meeting:

9.1.1 The Annual General Meeting of the Club must be held within five months of the end of the Club's financial year.

9.1.2 The Secretary shall give at least thirty (30) days' notice of the date of the Annual General Meeting to members.

9.1.3 The quorum of the Annual General Meeting shall be a minimum of 20 members. If, at the end of 30 minutes after the time appointed in the notice for the opening of the meeting, there is no quorum the meeting shall stand adjourned for one week. If at such subsequent meeting there is no quorum those members present shall be competent to discharge the business of the meeting.

9.1.4 The agenda for an Annual General Meeting shall be:

- Opening of meeting.
- Apologies.
- Obituaries.
- Life memberships.
- Confirmation of minutes of previous annual general meeting.
- Presentation of annual report from the President and/or Junior/Senior Committees.
- Adoption of annual reports.
- Presentation of Treasurer's report and annual accounts.
- Election of new Executive Committee and appointment of an auditor.
- Vote of thanks to outgoing Executive Committee.
- Business as brought to the meeting by the Executive Committee.
- General business in accordance with this constitution.

9.1.5 Any member who wishes to have any business considered at an Annual General Meeting as general business shall give written notice containing details of such business to the Secretary not less than twenty one (21) days prior to the date of the Annual General Meeting.

9.1.6 The Secretary shall give at least fourteen (14) days notice, in writing, of the agenda of the Annual General Meeting to the members. Notice of Annual General Meetings shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that Annual General Meeting.

9.1.7 No business, other than the business referred to in clause 9.1.4 of this constitution, shall be considered at any Annual General Meeting unless a resolution to discuss such business is passed by special resolution of the Club.

9.2 Special Meetings:

9.2.1 Special meetings may be called by the Executive Committee or at the request of the President and Secretary, but must be called on the written request of fifteen (15) members of the club.

9.2.2 The Secretary shall give at least seven (7) days notice, in writing, of the date of the special meeting to the members. Notice of special meeting shall set out clearly the business for which the meeting has been called. No other business shall be dealt with at that special meeting.

9.2.3 The quorum of the special meeting shall be a minimum of twenty (20) members.

**10. Notices in general**

10.1 Any notice required to be given to any person may be:

10.1.1 Delivered to the person.

10.1.2 Posted to the address given by the person to the Club for such purposes.

10.1.3 Sent by facsimile transmission to the facsimile telephone number given by the person to the Club for such purpose.

10.1.4 Sent by electronic means in accordance with any request made by the person from time to time for such purpose.

10.1.5 Published on the club website and/or in print media.

10.2 A notice given to a person in accordance with clause 10.1 is deemed to be given:

10.2.1 In the case of delivery, when the notice is handed to the person or delivered to the address of the person.

10.2.2 In the case of posting, **four days** after it is posted.

10.2.3 In the case of facsimile transmissions, when the Club receives the transmission report by the sending machine, which indicates that the facsimile was sent in its entirety to the facsimile number given by the person.

10.2.4 In the case of electronic means, at the time of transmission.

10.2.5 On the date of publication on the club website and/or in print media.

## **11. Voting at annual general and special meetings**

11.1 Voting shall be on the voices or by show of hands unless a ballot is demanded by a majority of members present and entitled to vote and declaration made by the Chair that a resolution has been carried. An entry to that effect in the book of proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against the resolution.

11.2 The following members of the Club are entitled to vote and each member entitled to vote shall have one vote to be cast by that member in person:

11.2.1 Senior playing member.

11.2.2 Honorary/life member.

11.2.3 Non-playing member.

11.2.4 Junior playing member by way of one of the member's parents, guardian or caregiver, duly nominated at the time of registration for that purpose (in the case of multiple members from the same family, each junior member has their own vote).

11.3 The Chair is entitled to a casting vote.

## **12. Ballot**

12.1 At a meeting, a ballot may be demanded either before or after the vote is taken by voice or by show of hands by:

12.1.1 The Chair.

12.1.2 Any member seconded by two other members present at the meeting.

12.2 Such ballot must be taken at such time during the meeting and in such manner as the Chair directs. Any business other than that on which a ballot is demanded may, at the Chair's sole discretion, proceed pending the taking of a ballot.

## **13. Proceedings at meetings**

13.1 No business may be transacted at a meeting unless a quorum is present.



13.2 The President shall take the chair at every meeting or if the President is not present within 15 minutes after the time appointed for holding such meeting, the Vice President shall chair the meeting. If the Vice President is not present, members present and entitled to vote shall choose one of their number to take the chair and he/she shall preside until the conclusion of the meeting.

#### **14. President**

14.1 Any member of the Club may be nominated for election to the post of President.

14.2 The President shall serve a three-year term of office, retiring at the third Annual General Meeting after the one at which they were elected, but is able to be re-elected. The President cannot serve more than **three** consecutive terms.

14.3 Should the President for any reason vacate office, the Executive Committee may at its sole discretion determine the actions to be taken to elect an acting President, until the next Annual General Meeting.

14.4 Nominations for President at the first Annual General Meeting following adoption of this constitution shall be called for in the notice of meeting for the Annual General Meeting.

14.5 A notice of all relevant Annual General Meetings when the election of President is to be taken pursuant to clause 14.2 and 14.3 shall call for nomination for President, which must be received in writing along with the confirmation from the nominee that they are willing to stand for election, not less than twenty-one (21) days prior to the Annual General Meeting. At the Annual General Meeting the highest polling candidate shall be elected.

14.6 The President shall chair all annual general and special meetings of the Club.

#### **15. Elected Executive Members**

15.1 Any member of the Club may be nominated for election to an Executive Committee member position falling vacant at an Annual General Meeting.

15.2 Elected Executive Committee member positions shall be for a two-year term of office, with members retiring by rotation at the second annual meeting after the one at which they were elected. Elected committee members retiring by rotation may be nominated for a further term. An elected Executive Committee member shall not serve more than **four** consecutive full two-year terms.

15.3 Nominations for elected Executive Committee members at the first annual general meeting following adoption of this constitution shall be called for in the notice of meeting.

- 15.4 The notice of all subsequent Annual General Meetings shall call for nominations for the elected committee members, which must be received in writing, along with a confirmation from the nominee that they are willing to stand for election, not less than twenty-one (21) days prior to the Annual General Meeting.
- 15.5 If the required number of members are nominated in writing for election to Executive Committee member positions, the Chair shall declare them as duly elected.
- 15.6 If fewer than the required number of members are nominated in writing for election to Executive Committee member positions, the Chair shall declare them as duly elected and shall call for nominations from the floor to fill the remaining vacancies. If there are still vacancies remaining on the Executive Committee, the Executive Committee may appoint further members. Nominated or appointed Executive Committee members pursuant to this clause shall retire at the first Annual General Meeting following their co-option but may be nominated at that Annual General Meeting in accordance with clause 15.4 of this constitution.
- 15.7 If greater than the required number of members are nominated in writing for election to the Executive Committee member positions, a vote shall be taken by ballot.

## 16. Indemnity of the Executive Committee and other Officers

- 16.1 Members of the Executive Committee or other Officers of the Club shall be indemnified by the Club against losses and expenses incurred by him or her in or about the discharge of his or her duties, except as happened from his or her own wilful act, neglect or default.

## 17. General Manager and Staff

- 17.1 The Executive Committee may appoint a General Manager and any other staff as may be required to effectively organise and administer the activities of the Club.
- 17.2 The General Manager shall have a contract with the Club, the form of which is approved by the Executive Committee.
- 17.3 The General Manager will report to the Executive Committee and have speaking rights at the Executive Committee meetings but will not be a voting member of the Executive Committee.
- 17.4 The General Manager will be an ex-officio but non-voting member of any other sub-committees as determined by the Executive Committee.

## 18. Club Committee

- 18.1 In order for the Executive Committee to operate as a governance body, there shall be a Club Committee, chaired by the Chairperson of the Club Committee.
- 18.2 Functions and responsibilities of the Club Committee shall be determined by the Executive Committee, and may include but not be restricted to:
- 18.2.1 Organisation of all football for playing members.
  - 18.2.2 Organisation of the entry of teams in all competitions played under the rules and bylaws of the Federation.
  - 18.2.3 Preparation of annual budgets for presentation to and approval of the Executive Committee of proposed activities for the Club.
  - 18.2.4 Recommendations to the Executive Committee of appropriate levels of subscriptions for playing members.
  - 18.2.5 Initiation of systems and controls to ensure all subscriptions are collected at the times approved by the Executive Committee.
  - 18.2.6 Monitoring of progress through the year to ensure income and expenditure are within approved budget expectations.
  - 18.2.7 Reporting of general progress and raising of key issues on a regular basis to the Executive Committee.
- 18.3 The Club Committee shall consist of a minimum of five members, including the duly appointed Chairperson, as per paragraph 6.3 herein.
- 18.4 The Chairperson of the Club Committee shall co-opt members to the Club Committee as considered appropriate, and the Club Committee shall elect a Deputy Chairperson from its members.
- 18.5 As per paragraph 6.3 herein, the Chairperson of the Club Committee, and one other nominated member of the Club Committee, shall be members of the Executive Committee, with the latter Club Committee member being subject to a right of veto by the Executive Committee.
- 18.6 The quorum of the Club Committee shall be 60% (rounded up) of the members of said committee.

## **19. The Seal**

19.1 The Seal of the Club shall be kept in the custody of the Secretary and shall be affixed to every instrument by resolution of the Executive Committee and in the presence of any two of the President, the Vice President the Secretary or other nominated member who shall affix their signatures and witness thereof.

## **20. Financial**

20.1 The financial year of the Club shall be the twelve month period ending 31st December of each year.

20.2 The Executive Committee shall ensure that a statement of financial performance and statement of the financial position, together with any other associated statements of the Club necessary to present a true and fair reflection of the finances of the Club, are prepared each financial year and made available at the relevant Annual General Meeting.

20.3 All monies of the Club shall be paid into such bank account or accounts as the Executive Committee may from time to time determine.

20.4 All accounts shall be paid in such manner as the Executive Committee may from time to time determine.

20.5 Each year's accounts and accompanying statements shall be audited and certified by a suitably qualified auditor or auditors duly appointed by the Club at the Annual General Meeting and shall be submitted with the Treasurer's report to the relevant meeting.

20.6 After the annual report, statement of financial performance and statement of financial position have been approved by the Executive Committee and duly audited, they shall be made available for members upon request.

## **21. Misconduct**

21.1 Where a member of the Club is alleged to have engaged in misconduct covered by the laws of football, **NZ Football Code of Conduct**, or specific regulations covering a particular competition, the Club may conduct a disciplinary hearing and take action as appropriate within its own processes, guidelines and policies as set from time to time by the Executive Committee.

21.2 Where a member of the Club is alleged to have engaged in misconduct, not covered by clause 21.1 in this constitution, the Club through a duly appointed Judicial Committee shall advise the member of the allegation and ask for a statement to be received by the Secretary within seven (7) days.

- 21.3 The Judicial Committee may act upon the papers so received or shall convene a hearing inviting the member to be present and to make a submission.
- 21.4 The Judicial Committee may take such disciplinary action as it finds appropriate, informing a member of its decision in writing within seven (7) days of the decision being made.
- 21.5 The member may appeal a decision of the Judicial Committee by sending notice of appeal to the Secretary within seven (7) days of the decision being notified to the member. The Executive Committee will hear the appeal within fourteen (14) days of receipt of the notice of the appeal, and may rescind, alter or increase the disciplinary action, informing the member of its decision in writing within seven (7) days of the decision being made. Any member of the Executive Committee who sits on the Judiciary Committee hearing of the matter must stand down on the appeal.
- 21.6 For the purposes of this constitution the definition of misconduct shall include, but shall not be restricted to situations where a member of the Club:
- 21.6.1 At any match or event or function of the Club, or any other club, or whilst on the property of the Club, and regardless of whether representing the Club in an official capacity or not, uses profane or indecent/improper language.
  - 21.6.2 At any time or place engages in offensive or insulting behaviour towards the Club or any member of the Club, or any person acting for or on behalf of the Club including any employees.
  - 21.6.3 Breaches any provision of this constitution, or any policies of the Club as may be published from time to time.
  - 21.6.4 Breaches any reasonable direction of the Club or a decision of a meeting of the Club, the Executive Committee or the Judicial Committee.
  - 21.6.5 Acts in a manner which has brought or could bring the Club into disrepute or which is prejudicial to the objects of the Club.
  - 21.6.6 Fails or refuses for a period of one (1) calendar month to pay any fine or monetary penalty imposed by the Club.
  - 21.6.7 Aids or abets any of the conduct specified in (21.6.1 – 21.6.6 above).

## **22. Complaints**

- 22.1 Where a member of the Club has a complaint with another member of the Club or with the Club itself, that complaint shall be made in writing addressed to the Secretary and accompanied by a deposit of one hundred dollars (\$100.00) or such other amount as the Executive Committee may from time to time determine which shall be refunded by resolution of the Executive Committee in the event that the complaint is found to have substance. A complaint may be made against one or more than one member jointly
- 22.2 Upon receipt of such complaint a Judicial Committee shall be appointed by the Executive Committee, which shall call for any further statements from both parties, to be received by the Secretary within seven (7) days.
- 22.3 The Judicial Committee may act upon the papers so received or shall convene a hearing inviting the member or members and complainant to be present and to make a submission.
- 22.4 The Judicial Committee may take such action as it finds appropriate, informing the member or members of its decision in writing within seven (7) days of the decision being made.
- 22.5 The member may appeal a decision of the Judicial Committee to the Executive Committee by sending notice of appeal to the Secretary within seven (7) days of the decision being notified to him. The Executive Committee will hear the appeal within fourteen (14) days of receipt of the notice of the appeal, and may rescind, alter or increase the disciplinary action, informing the member(s) of its decision in writing within a further seven (7) day period from this decision being made. Any member of the Executive Committee who sits on the Judiciary Committee hearing of the matter must stand down from hearing such an appeal.

## **23. Judicial Committee**

- 23.1 Where the Executive Committee appoints a Judicial Committee it shall comprise no less than three (3) persons, if possible comprising at least one person with legal experience and/or experience of disciplinary tribunals in sport.
- 23.2 The Executive Committee shall appoint a Chair to the Judicial Committee. No Executive Committee or sub-committee member who has an interest in the matter may sit as part of the Judicial Committee.
- 23.3 The Judicial Committee shall hear and determine:
- 23.3.1 Any allegation of misconduct properly made and advised.

23.3.2 Any complaint properly advised.

23.3.3 If delegated by the Executive Committee, undertake any enquiry or investigation on behalf of the Club.

23.3.4 Subject to the right of appeal, all decisions of the Judicial Committee shall be final and binding on members and failure to adhere to a decision of the Judicial Committee may result in a member having his/her membership revoked.

23.3.5 Pending determination of an appeal against a decision of the Judicial Committee, the Executive Committee may at its sole discretion grant a stay of execution on the decision which is being appealed.

## **24. Pecuniary Profit**

24.1 No member or person associated with a member of the Club shall derive any income, benefit or advantage from the Club where they can materially influence the payment of the income, benefit or advantage provided that nothing herein shall preclude payment of a fair and proper remuneration for services actually rendered to the Club.

## **25. Dissolution**

25.1 The Club shall not be dissolved or wound up except by a special resolution of the members present and entitled to vote at a special meeting called for that purpose and at which no other business shall be transacted.

25.2 In the event of dissolution the Executive Committee shall realise all assets of the Club and pay all the liabilities.

25.3 If upon a dissolution or winding up of the Club there remains, after satisfaction of debts and liabilities, any remaining property, funds or assets those properties, funds or assets shall be transferred and distributed to the Auckland Football Federation Incorporated or its successor.

## **26. Liquor Licence**

26.1 Liquor will be sold or supplied only in accordance with any licence held under the provisions of the [Sale and Supply of Alcohol Act 2012](#) and will be supplied only to the members of the Ellerslie Association Football Club Incorporated, New Zealand Football and FIFA, as determined within the rules of New Zealand Football and FIFA, whereby members, visitors and guests may be permitted service under these regulations.