

CONSTITUTION
OF THE
Country Coastal Junior Soccer Association
Incorporated
(CCJSA)



PO BOX 219
BUNBURY WA 6231
WESTERN AUSTRALIA

(Amended following the 29 April 2019 Special General Meeting)

(Approved by the Associations Branch 11 June 2019)

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Contents

CONSTITUTION	1
PART 1 - PRELIMINARY.....	4
1.1 Name	4
1.2 Definitions.....	4
1.3 Objects.....	5
1.4 Association to be Not-For-Profit Body	5
1.5 Powers of CCJSA	5
PART 2 - MEMBERSHIP	5
2.1 Classes of Membership	5
2.2 Application for Membership	5
2.3 Membership Obligations and Rights	6
2.4 When Membership Ceases	6
2.5 Members Resignation	6
2.6 Life Members	6
2.7 Register of Clubs and Board	7
2.8 Inspection of Records and Documents	7
PART THREE - POWERS OF CONTROL.....	7
3.1 Powers of Control - CCSJA	7
3.2 The Board.....	7
3.3 Eligibility for the Board	8
3.4 Nomination for Board	8
3.5 Resignation and Removal from Office	8
3.6 When Membership on the Board Ceases.....	9
3.7 Filling Casual Vacancies.....	9
3.8 Payment to Board Members.....	9
3.9 Duty of Chairperson	9
3.10 Duty of Secretary	10
3.11 Duty of Treasurer.....	10
3.12 Responsibilities of Board Members.....	10
3.13 Validity of Acts	11
PART 4 - MEETINGS	11
4.1 Annual General Meeting	11
4.2 Special General Meetings.....	11
4.3 Notice of Delegates Meetings	12
4.4 Presiding Member & Quorum for Delegates Meetings	12
4.5 Use of Technology at Meetings.....	12

4.6 Voting at Delegates Meetings	13
4.7 Proxies.....	13
4.8 VACANT.....	13
4.9 Board Meetings.....	13
4.10 Notice of Board Meetings	13
4.11 Procedure and Order of Business	13
4.12 Quorum for Board Meetings	13
4.13 Minutes for Board Meetings.....	14
4.14 Circular Resolutions Without a Meeting	14
PART 5 - FINANCIAL MATTERS	14
5.1 Affiliation Levy	14
5.2 Financial Year	15
5.3 Source of Funds	15
5.4 Control of Funds	15
5.5 Financial Statements & Financial Reports	15
5.6 Auditors & Reviewers	15
PART 6 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION	15
6.1 Internal Dispute Resolution	15
6.2 Appointment of a Mediator	16
6.3 Mediation Process	16
6.4 If Mediation results in decision to Suspend or Expel being revoked.....	16
6.5 Disciplining of Members	16
6.6 Suspension or Expulsion	17
PART 7 - GENERAL MATTERS.....	17
7.1 Giving Notices to Members.....	17
7.2 Record of Office Holders.....	17
7.3 Books and Records.....	18
7.4 Executing Documents and Common Seal.....	18
7.5 Affiliation	18
7.6 Indemnification	18
7.7 Dissolution of the Association.....	18
7.8 By-Laws.....	18
7.9 Alteration of Constitution	19

CONSTITUTION

COUNTRY COASTAL JUNIOR SOCCER ASSOCIATION

INCORPORATED

PART 1 - PRELIMINARY

1.1 Name

- (a) The name of the Association is the Country Coastal Junior Soccer Association Incorporated, hereinafter called CCJSA.
- (b) The colours of CCJSA are Black and White.
- (c) The emblem of CCJSA depicts a Dolphin over a Soccer Ball beneath the letters CCJSA.

1.2 Definitions

In this Constitution unless the contrary appears –

Act means the Associations Incorporation Act (WA) 2015 and any regulations made under the Act;

Affiliated Bodies means organisations to which CCJSA is a member (FIFA, FW)

Annual General Meeting (AGM) means the Annual General Meeting of CCJSA;

Associate Member is defined in rule 2.1 1(c);

Board is defined in rule 3.2;

By-Laws means the operational guidelines, policies and procedures as nominated in these rules;

Annual Affiliation Fee means a fee paid by clubs to become a member of the CCJSA;

CCJSA Levy – fee paid by the club on behalf of the player;

CCJSA means the Country Coastal Junior Soccer Association Incorporated;

Club means a junior soccer club represented by a delegate/s;

Club Appointed Delegate means a person who is appropriately empowered by the Member Club to consider and make decisions and vote at all Delegate and General meetings;

Delegate is defined in rule 2.7;

FIFA means the Federation International de Football Associations;

Financial Records Include:

- (a) Invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers: and
- (b) Documents of prime entry; and
- (c) Working paper and other documents needed to explain –
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial Year commencing 1 November and ending on 31 October in the following year;

Full Member is defined in rule 2.1(1);

FW means the recognised State Body - Football West;

Delegates Meeting means a meeting of CCJSA that all Member Clubs are entitled to receive notice of and to attend with voting rights as identified under rule 4.6;

Governing Rules means the Constitution and By-laws;

Members mean those Clubs or Affiliated bodies that comply with rule 2.3;

Special General Meeting means a meeting convened in accordance with rule 4.2, at which only business that has been described in the notice may be transacted;

Special Resolution – means a resolution passed by three-fourths of the members present and eligible to vote at a General meeting in accordance with the section 51 of the Act;

Sub-Committee means a subcommittee appointed by the Board;

Term commences from election or appointment at an AGM to the following AGM.

1.3 Objects

- (1) The principle objects of CCJSA are to:
 - (a) promote, develop and manage the game of junior soccer in accordance with the laws of the game as laid down from time to time by FIFA;
 - (b) promote and conduct competitions and events at Club level;
 - (c) promote, protect and represent the interests of all Club members;
 - (d) maintain a strong connection with affiliated bodies and any other associations whose objects are similar; and
 - (e) promote the health, social and community benefits of soccer (football).

1.4 Association to be Not-For-Profit Body

- (1) The property and income of CCJSA must be applied solely towards the promotion of the objects or purposes of CCJSA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the CCJSA only if it is authorised under sub rule (3).
- (3) A payment to a member out of the funds of the CCJSA is authorised if it is —
 - (a) the payment in good faith to the member as reasonable remuneration for any services provided to the CCJSA, or for goods supplied to the CCJSA in the ordinary course of business; or
 - (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the CCJSA.

1.5 Powers of CCJSA

- (1) Subject to the Act, CCJSA may do things necessary to carry out its objects in a lawful manner, including but not limited to:
 - (a) Raise money by affiliation fees, registration fees, subscriptions, levies, grants, sponsorship or otherwise;
 - (b) Acquire, hold, deal with, lease, exchange, hire or dispose of any real or personal property;
 - (c) Contract, pay and dismiss employees as deemed necessary to further the objects of CCJSA;
 - (d) Open and operate bank accounts;
 - (e) Enter into any contract it considers necessary or desirable;
 - (f) Make charges for services and facilities it supplies; and
 - (g) Do other things necessary or incidental to carrying out the objects.

PART 2 - MEMBERSHIP

2.1 Classes of Membership

- (1) CCJSA membership shall consist of such Clubs as may be affiliated with CCJSA in the manner hereinafter appearing:
 - (a) There shall be **Full Members and Associate Members**.
 - (b) Full Membership may be granted to Clubs that have registered or intends to register four (4) or more teams with CCJSA.
 - (c) Associate Membership may be granted to Clubs who have registered or intends to register less than four (4) teams in CCJSA.
- (2) Full Members & Associate Members shall not be members of any other Junior Soccer Association in the Region.
- (3) The admission of Full Members and Associate Members to CCJSA shall be at the discretion of CCJSA.
- (4) Full Members and Associate Members are bound by the rules governing all bodies of which CCJSA are affiliated.
- (5) Should Full Member Clubs numbers fall below four (4) teams they will automatically revert to Associate Members.

2.2 Application for Membership

- (1) Every application for Membership must:
 - (a) be on a written form, approved by the Board for that purpose and signed by the Club;
 - (b) be submitted to the Administrator or in any other way approved by the Board.
- (2) The Board must consider each application for Membership to CCJSA; and
 - (a) decide whether to accept or reject the Club Membership, without giving reason; and
 - (b) notify the Club of the outcome of their application within a reasonable time.

- (3) An applicant for membership of CCJSA becomes a member when;
 - (a) the Board accepts the application; and
 - (b) the applicant pays any membership fees payable to the CCJSA and
 - (c) immediately after payment, the member is eligible to vote in any General or Special meeting (if the membership class makes them eligible for voting).
 - (d) The Club name is added to the register of members.

2.3 Membership Obligations and Rights

- (1) Each Club admitted to membership shall be;
 - (a) Bound by CCJSA Constitution and any By-laws;
 - (b) Entitled to all privileges of the specified membership;
 - (c) Bound by all resolutions passed at a Delegates meeting, whether their delegate is present or not at the meeting;
 - (d) Bound by all resolutions passed at an Annual General Meeting; whether their delegate is present or not at the meeting.
- (2) Each Club admitted to membership shall have all the rights provided to members under this constitution, including (but not limited to) the right to:
 - (a) receive notices from CCJSA;
 - (b) provided with a copy of the constitution and the by-laws or directed to the CCJSA website where these can be viewed;
 - (c) attend, request the convening of and determine their Club delegate/s for Delegate meetings of the Association; and
 - (d) nominate a member to the Board or any sub-committee of the CCJSA.

2.4 When Membership Ceases

- (1) A Club ceases to be a member when any of the following takes place —
 - (a) The Club ceases to be a registered member;
 - (b) the Club resigns from CCJSA under rule 2.5;
 - (c) the Club is expelled from CCJSA under rule 6.6; or
 - (d) the Club is unfinancial under sub rule (2).
- (2) Any Club that has not paid all monies due to CCJSA within 60 days of the invoice date shall have all rights immediately suspended and membership will cease;
- (3) If a Club who has ceased to be a member, offers to pay the membership fee after the period referred to –
 - (i) the Board may, at its discretion, accept payment; and
 - (ii) if the payment is accepted, the Club's membership is reinstated from the date the payment is accepted.

2.5 Members Resignation

- (1) A Club may resign from CCJSA by giving written notice of such intention to withdraw or resign;
- (2) Upon the date the notice is received by the Administrator, the Club shall cease to be a Member.
- (3) The Administrator must keep a record, for at least one year after Club Membership ceases, of —
 - (a) the date on which the Membership ceased; and
 - (b) the reason the Membership ceased.
- (4) Any Club ceasing to be a Member:
 - (a) will have their name removed from the register;
 - (b) is not entitled to any refund (or part refund) of any Membership fees paid; and
 - (c) will remain liable for and must pay to CCJSA all fees and any other amounts which are due at the date they cease to be a Member.

2.6 Life Members

- (1) Any individual who in the opinion of the Board has rendered outstanding service to CCJSA may be considered for Life Membership through:
 - (a) the Board receiving a nomination, not less than 30 days prior to the Annual General Meeting;
 - (b) the Life member nomination being considered as a special resolution at an AGM;

- (c) an affirmative vote of the Life Member nomination by at least three-fourths of those present and entitled to vote; and
 - (d) only one Life Member may be elected at any Annual General Meeting.
- (2) Individual Life Members will be presented with a Life Membership Badge that entitles them to attend CCJSA Meetings but with no voting power.

2.7 Register of Clubs and Board

- (1) All Clubs shall in writing to the Administrator, name their Club Delegate/s (with voting rights) for the year commencing with the AGM.
- (2) Clubs shall ensure any changes (permanent or temporary) to the Club Delegates during the year shall be updated in writing to the Administrator.
- (3) The Administrator shall keep a record of each Club Member, the status of their membership and names of the Delegate/s approved to represent each Club.
- (4) The Administrator shall keep a record of Board Members and any other person authorised to act on behalf of CCJSA.

2.8 Inspection of Records and Documents

- (1) Any Member Club can inspect the register free of charge, at a time and place mutually convenient to CCJSA and the Club.
- (2) A Club must contact the Administrator to request the inspection.
- (3) The Club may make a copy of or take an extract from the register but shall have not right to remove the register for that purpose.
- (4) The Board may require the Club to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring the purpose is connected with the affairs of CCJSA.
- (5) A Club must not use or disclose any information in the register for any purpose other than a purpose that:
 - (a) is directly connected to the affairs of CCJSA; or
 - (b) relates to the administration of the Act.

PART THREE - POWERS OF CONTROL

3.1 Powers of Control - CCSJA

- (a) The control of CCSJA shall be vested in the Board and Club Delegates and exercised at the nominated meetings of these groups.
- (b) The affairs of the CCJSA shall be overseen by a Board who shall meet and consider all business, except that which is reserved for the Club Delegates at Delegates Meetings or a Special General Meeting.
- (c) The Board shall ensure all business is documented and conducted in accordance with the Act, these rules and any by-laws.
- (d) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the CCJSA.
- (e) The Board must take all reasonable steps to ensure that the CCJSA complies with the Act, these rules and the by-laws.
- (f) Each Full Member Club must appoint and retain one Board member for a one-year appointment, as set out in rule 3.2.

3.2 The Board

- (1) The Board shall consist of:
 - (a) One appointed Board member from each of the Full Member Clubs.
 - (b) The maximum number of Board members is determined by the total number of Full Member Clubs; and
 - (c) Should there remain any vacancies on the Board, the Board shall determine the appropriate number of Board members (up to the maximum) from time to time.

- (2) Following each Annual General Meeting, the Board will determine from within which Board members will hold the following Office Holders on the Board, with any remaining Board members to be Ordinary Board members:
 - (a) A Chairperson
 - (b) A Treasurer, and
 - (c) Any other Office Holders designated by the Board from time to time.
- (3) The term of office of a Board member begins when a member is;
 - (a) nominated by their Full Member Club at an Annual General Meeting; or
 - (b) appointed to fill a casual position.
- (4) The term of office of a Board member ends at the following Annual General Meeting.
- (5) All Board members shall be eligible for re-nomination by their Member Club for up to three (3) consecutive terms.
- (6) Any Board member serving three consecutive terms, must have a minimum one-term break, before being eligible for re-appointment.

3.3 Eligibility for the Board

- (1) Any person may become a Board member either:
 - (a) by appointment through their Full Member Club at an Annual General Meeting; or
 - (b) by appointment to the Board under rule 3.7.
- (2) A person is eligible for election to the Board if they:
 - (a) are aged 18 or over; and
 - (b) are a financial member of a Full Member Club; and
 - (c) are not an employee of CCJSA; and
 - (d) are not the Club Appointed Delegate; and
 - (e) are not disqualified from being an Office Holder of the Board under sections 39 and 40 of the Act; and
 - (f) satisfy any eligibility requirements determined by the Board from time to time.
- (3) No person shall be entitled to hold more than one Board position.
- (4) There must be no more than one (1) person on the Board at any time who are members of the same Full Member Club.

3.4 Nomination for Board

- (1) Each Full Member Club must register their Board nominee, in writing or on such form as approved by the Board, prior to or at the AGM.
- (2) On the form the nominee must certify that they are eligible to be elected to the Board in accordance with rule 3.3(2).
- (3) If the number of Full Member Board nominations received is equal to the number of vacancies to be filled, the Chairperson must declare the Board full.
- (4) Any person appointed to the Board who has not completed a nomination in accordance with sub-rule (2) must within 14 days confirm in writing to the Board their eligibility under rule 3.3(2).
- (5) If the person is not eligible under rule 3.3 (2), their appointment is deemed not to have taken place and the Full Member Club must nominate another.
- (6) Any Full Member Club who does not register a Board nominee may face penalties as set out in the bylaws.

3.5 Resignation and Removal from Office

- (1) Subject to the Act, the CCJSA may by special resolution at a General or Special General Meeting appoint or remove a Board Member.
- (2) A Board member may resign by written notice given to the Administrator or Chairperson.
- (3) The resignation takes effect —
 - (a) when the notice is received by the Administrator or Chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (4) At a General Meeting or Special General Meeting, the CCJSA may by resolution —

- (a) remove a Board member from office; and
 - (b) accept an appointment to the Board from another who is eligible under rule 3.4 (2) to fill the vacant position.
- (5) A Board member who is the subject of a proposed resolution under sub rule (4)(a) may make written representations (of a reasonable length) to the General Meeting at which the resolution is to be considered.

3.6 When Membership on the Board Ceases

- (1) A person ceases to be a Board member if the person —
 - (a) dies or otherwise ceases to be a member; or
 - (b) resigns from the Board; or
 - (c) is the subject of a special resolution by Members to terminate their appointment; or
 - (d) becomes ineligible to accept an appointment or act as Board member under section 39 of the Act; or
 - (e) becomes permanently unable to act as a Board member because of a mental or physical disability; or
 - (f) fails to attend three (3) consecutive Board meetings, without a leave of absence.
- (2) Under Section 41 of the Act the person, as soon as practicable after their membership ceases, must deliver to the Administrator all the relevant documents, records and equipment they hold pertaining to the management of the CCJSA affairs.

3.7 Filling Casual Vacancies

- (1) The Board may request from the Member Club a replacement Board member who is eligible under rule 3.4 (2) to fill a position that -
 - (a) has become vacant; or
 - (b) was not filled by appointment at the most recent Annual General Meeting.
- (2) The vacancy shall be filled until the next Annual General Meeting of CCJSA.
- (3) Subject to the requirement for a quorum, the Board may continue to act despite any vacancy in its membership.
- (4) If there are fewer Board members than required for a quorum, the Board may act only for the purpose of —
 - (a) accepting Board members under this rule; or
 - (b) convening a General Meeting.

3.8 Payment to Board Members

- (1) The CCJSA must not pay fees to a Board member for acting as a Board member.
- (2) The CCJSA may, by resolution at an Annual General Meeting:
 - (a) consider and reimburse a Board member for out-of-pocket travel and accommodation expenses incurred in connection with the attendance at authorised meetings and the performance of the Board member; and
 - (b) pay premiums on insurance policies indemnifying Board members and any other officers of the CCJSA against liabilities, damages, costs, charges and expenses incurred as a Board member or officer.

3.9 Duty of Chairperson

- (1) It is the duty of the Chairperson to:
 - (a) Represent the CCJSA;
 - (b) Chair Board meetings and General Meetings;
 - (c) Where a Board meeting or General Meeting is held and the Chairperson is not present, or declines to act as Chair, the Board Members present must elect one of their number to chair the meetings;
 - (d) Consult with the Administrator regarding the business to be conducted at each Board meeting and General meeting;
 - (e) Ensure that the minutes of a Board meeting or General meeting are reviewed and signed as correct;
 - (f) Report activities to the Members at the Annual General Meeting;
 - (g) Carry out any other duty under these rules or as agreed to by the Board.

3.10 Duty of Secretary

- (1) The Administrator will undertake the duties of Secretary, and is ex-officio and non-voting.
- (2) The Administrator will undertake the following duties (unless another person is authorised by the Board to do any of the below):
 - (a) maintain on behalf of CCJSA the register of members and Board, and other persons authorised to act on behalf of CCJSA;
 - (b) Co-ordinate CCJSA's correspondence;
 - (c) Consult with the Chairperson regarding the business to be conducted at each Board meeting and Delegates meetings;
 - (d) Prepare the notices required for Board meetings and Delegates Meetings;
 - (e) Prepare the notices and agenda for the Annual General Meeting;
 - (f) Keep the minutes of Board Meetings, and Delegates meetings and recording any resolutions passed by the Board, without a meeting.
 - (g) Record in the minute's, disclosures of any material personal interest of Board members or delegates made at meetings;
 - (h) Maintain books and/or electronic records containing copies of full and accurate minutes of Board meetings, Delegates meetings and General meetings;
 - (i) Ensure the safe custody of the books of CCJSA, other than the financial records, financial statements and financial reports
 - (j) Maintain on behalf of CCJSA an up-to-date copy of these rules and any by-laws;
 - (k) Carry out any other duty given to the Secretary under these rules or as agreed to by the Board.

3.11 Duty of Treasurer

- (1) The Treasurer has the following duties (unless another person is authorised by the Board to do any of the below):
 - (a) Ensure that any amount payable to CCJSA are collected and issue receipts for those amounts in CCJSA's name;
 - (b) Pay all monies into such account or accounts of CCJSA, as the Board from time to time direct;
 - (c) Make payments from the funds of CCJSA by cheque or Electronic Funds Transfer (EFT) on the authority of the Board or Members;
 - (d) Ensure that CCJSA complies with the relevant requirements of Part 5 of the Act;
 - (e) Report regularly to the Board on the financial status and performance of CCJSA;
 - (f) Ensure the safe custody of CCJSA's financial records, financial statements and financial reports;
 - (g) Coordinate the preparation of CCJSA's financial statements before their submission to the Annual General Meeting;
 - (h) Provide any assistance required by an auditor or reviewer conducting an audit or review of CCJSA's financial statements or financial reports; and
 - (i) Carry out any other duty given to the Treasurer under these rules or as agreed to by the Board.

3.12 Responsibilities of Board Members

- (1) A Board Member must exercise their powers and discharge their duties:
 - (a) with a degree of care and diligence that a reasonable person would exercise in the circumstances;
 - (b) in good faith in the best interests of the CCJSA and for a proper purpose.
- (2) A Board Member or former Board Member must not improperly use information obtained because they are a Board Member to:
 - (a) gain an advantage for themselves or another person; or
 - (b) cause detriment to the CCJSA.
- (3) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) agree with the Board on the most appropriate manner to handle the disclosure of interest as set out in the by-laws;
 - (c) not be present while the matter is considered at the meeting or vote on the matter; and
 - (d) ensure the nature and extend of the interest is disclosed at the next General Meeting.

- (4) The Administrator or delegated officer must record every disclosure made by a Board Member in the minutes of the Board meeting at which the disclosure is made.
- (5) Rule 3.12 (3) does not apply to any material personal interest that exists only because the Board Member:
 - (a) is a member of a class of persons for whose benefit the Association is established; or
 - (b) that the Board Member has in common with all, or a substantial proportion of, the Members.
- (6) No Board Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the CCJSA unless the person is authorised to do so and such authority is recorded.
- (7) No person shall be entitled to hold a position on the Board if the person has been convicted of, or imprisoned in the previous five years for:
 - (a) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (c) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner; or
 - (d) an indictable offence involving inappropriate dealings and interaction with children.
- (8) No person shall be entitled to hold a position on the Board if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

3.13 Validity of Acts

- (1) The acts of the Board member or any committee member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or committee members.

PART 4 - MEETINGS

4.1 Annual General Meeting

- (1) The Board must determine the date, time and place of the Annual General Meeting, within three months of the end of the CCJSA financial year.
- (2) At each Annual General Meeting the CCJSA must —
 - (a) confirm the minutes of the previous Association's AGM and of any Special General meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) receive and consider the annual report on the CCJSA activities during the preceding financial year; and
 - (i) if a Tier 1 Association, receive the financial statements of the Association for the preceding financial year;
 - (ii) if a Tier 2 Association or a Tier 3 Association, receive the financial report for the preceding financial year;
 - (c) if required to be presented for consideration under Part 5 of the Act, a copy of the reviewer or auditor's report on the financial statements or financial report;
 - (d) acceptance of nominated Board members and any committee members;
 - (e) elect any representative positions as required;
 - (f) vote on any Life member nominations;
 - (g) appoint or remove a reviewer or auditor/s for the following 12 months in accordance with the Act (if required); and
 - (h) any other business of which notice has been given in accordance with these rules may be conducted at the AGM.

4.2 Special General Meetings

- (1) The Board may convene a Special General meeting.
- (2) The Board must convene a Special General meeting if at least 20% of the Member Clubs require a Special General meeting to be convened.
- (3) The Member Clubs requiring a Special General meeting to be convened must —
 - (a) make the requirement by written notice given to the Administrator; and
 - (b) state in the notice the special resolution to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The Special General meeting must be convened within 28 days after notice is given under sub-rule (3).

- (5) If the Board does not convene a Special General meeting within that 28-day period, the Member Clubs making the requirement (or any of them) may convene the Special General meeting.
- (6) A Special General meeting convened by ordinary members under sub-rule (5) —
 - (a) must be held within 2 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) A special resolution may be moved either at a Special General meeting or at an AGM, but all Member Clubs must be given not less than 28 days' notice of the meeting in which a special resolution is to be proposed.
- (8) The special resolution must be passed by not less than three-quarters of the Member Clubs who are eligible and presiding voting members.

4.3 Notice of Delegates Meetings

- (1) The times and dates of Delegates Meetings will be decided by the Board at the first meeting following the Annual General Meeting.
- (2) There shall be at least nine (9) Delegates meetings held during the course of the year – nominally monthly.
- (3) The Administrator shall be responsible to ensure the required Delegates Meetings are convened and held.
- (4) The Administrator or, in the case of a Special General meeting convened under rule 4.2, the Club Members convening the meeting, must give to each Member Club —
 - (a) at least 28 days' notice of a Delegates meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 21 days' notice of a Delegates meeting in any other case.
- (5) Delegates Meetings shall conduct the business as advertised by the Board and/or Administrator.
- (6) Any Member Club delegate has the right to request voting on any new business be deferred to the next Delegate meeting to allow time to consider the matters.
- (7) Deferred business must be resolved by the next Delegates meeting, unless agreed to be further deferred by general vote of the delegates.
- (8) The notice must —
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by Section 51(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) be passed by not less than three-fourths of the voting members who cast a vote at the meeting.

4.4 Presiding Member & Quorum for Delegates Meetings

- (1) The Chairperson will preside as Chairperson of any Delegates meeting.
- (2) No business is to be conducted at a Delegates meeting unless a quorum is present.
- (3) At a Delegates meeting, at least 50% plus one of Full Member and Associate Member Clubs present will constitute a quorum for the conduct of business at a General Delegates meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a Delegates meeting —
 - (a) Where the meeting is convened on the requisition of members, the meeting must be automatically dissolved; and
 - (b) In any other case:
 - (i) the meeting stands adjourned to a day, time and place as the Members decide, or at the same time and day in the following week; and
 - (ii) if no quorum is present at the resumed meeting within 30 minutes after the appointed time, provided at least 50% voting Club Member delegates are present at the resumed meeting, they will be taken to constitute a quorum.

4.5 Use of Technology at Meetings

- (1) The presence of a member at a Delegates meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in a Delegates meeting as allowed under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- (3) The presence of a Board member at a Board meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.

- (4) A member who participates in a Board meeting as allowed under sub-rule (3) is taken to be present at the meeting and, if the Board member votes at the meeting, the member is taken to have voted in person.

4.6 Voting at Delegates Meetings

- (1) On any motion arising at a Delegates Meeting:
- (2) Each Full Member Club shall have two (2) votes in all matters, exercised by the Member Clubs appointed delegate/s, and
- (3) Associate Member Clubs shall have one (1) vote in all matters, exercised by the Member Clubs appointed delegate.
- (4) Except in the case of a special resolution, a motion is carried if a majority of voting members present at the Delegates meeting vote in favour of the motion.
- (5) If the question is whether or not to confirm the minutes of a previous Delegates Meeting, only members who were present at the meeting may vote.
- (6) The Board shall be non-voting at all Delegates meetings.
- (7) In the case of an equality of votes, the motion shall be rescinded.

4.7 Proxies

- (1) No proxy votes will be considered at any meetings.

4.8 VACANT

4.9 Board Meetings

- (1) The Board will meet as often as required to discharge its duties, with a gap of no more than three months between each Board meeting.
- (2) The date, time and place of the first Board meeting must be determined by the Board, within one month following the AGM.
- (3) The Chairperson may call a Board meeting by giving reasonable notice to each Board member.
- (4) The Administrator must call a Board meeting when requested to do so by any 3 or more Board members.

4.10 Notice of Board Meetings

- (1) Notice of each Board meeting must be given to each Board member at least one week before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (3) Unless sub-rule (4) applies, the only business that may be conducted at the meeting is the business described in the notice.
- (4) Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

4.11 Procedure and Order of Business

- (1) The Chairperson shall preside as Chair for Board meetings.
- (2) If the Chairperson is absent or unwilling to act as Chairperson for a meeting, the Board shall determine the Acting Chairperson of the meeting.
- (3) The procedure to be followed at a Board meeting will be determined from time to time by the Board.
- (4) The order of business may be determined by the Board members at the meeting.
- (5) A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- (6) A person invited under sub-rule (5) to attend a Board meeting —
 - (a) has no right to any agenda, minutes or other document circulated at the meeting; and
 - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

4.12 Quorum for Board Meetings

- (1) No business is to be conducted at a Board meeting unless a quorum is present.

- (2) At a Board meeting 50% plus one (or the lowest whole number) of Board members constitute a quorum for the conduct of the business of a Board meeting.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to a suitable time agreed by at least 50% of Board members.
- (4) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of a Board meeting held under sub-rule (3)(b); and
 - (b) at least 4 Board members are present at the meeting,
 those members present are taken to constitute a quorum.
- (5) If a quorum is not reached, the meeting may still proceed, for discussion purposes only. However, no decisions may be finalised, ratified or business concluded.
- (6) In the case of sub-rule (5), minutes must be kept and distributed as usual.

4.13 Minutes for Board Meetings

- (1) The Board must ensure that minutes are taken and kept of each meeting.
- (2) The minutes must record the following —
 - (a) the names of the Board members present at the meeting;
 - (b) the name of any additional person attending the meeting;
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote;
 - (e) any details relating to the disclosure of a Board member's material personal interest in a matter being considered at a Board meeting.
- (3) The Chairperson must ensure that the minutes are reviewed and passed as correct by —
 - (a) the Chairperson of the meeting; or
 - (b) the Chairperson of the next Board meeting.
- (4) When the minutes of a Committee meeting have been passed as correct, they are, until the contrary is proved, evidence that —
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any appointment purportedly made at the meeting was validly made.

4.14 Circular Resolutions Without a Meeting

- (1) Subject to subrule (2), the Board may pass a circular resolution without a Board meeting being held.
- (2) The Board must not pass a circular resolution in relation to any of the following matters:
 - (a) the removal of an auditor;
 - (b) the appointment or removal a Board member; and
 - (c) any matter that must be dealt with by special resolution.
- (3) A circular resolution is passed if all of the Board members entitled to vote on the resolution sign or otherwise agree to the resolution as set out in subrule(4).
- (4) Each Board member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, provided that the wording of the resolution is the same in each copy.
- (5) The Administrator may send a circular resolution by electronic means to the Board members and the Board members may agree to the resolution by sending an electronic reply to that effect, including the text of the resolution in their reply.

PART 5 - FINANCIAL MATTERS

5.1 Affiliation Levy

- (1) The annual CCJSA Affiliation Levy will be set at the first meeting following the Annual General Meeting.
- (2) Club Members must pay the CCJSA Affiliation Levy, as set out in rule 2.4 (2) and 2.4(3).

5.2 Financial Year

- (1) The financial year shall commence on 1 November each year and shall conclude on the 31 October of the following year.

5.3 Source of Funds

- (1) The funds of CCJSA may be derived from membership fees, levy's, donations, sponsorship, fundraising activities, grants, interest and any other sources approved by the Board.

5.4 Control of Funds

- (1) The CCJSA must open an account in the name of CCJSA with a financial institution from which all expenditure of the CCJSA is made and into which all funds received by CCJSA are deposited.
- (2) Subject to any restrictions imposed at a Delegates meeting, the Board may approve expenditure on behalf of the CCJSA.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the CCJSA up to a specified limit, without requiring approval from the Board for each item on which the funds are expended, as set out in the bylaws.
- (4) The authorised signatories to the account are to be:
 - (a) the Treasurer and
 - (b) the Chairperson; and
 - (c) One other Board member or appointed person.
- (5) Excluding sub-rule (3) all financial transactions of the CCJSA must be approved by -
 - (a) the Treasurer and
 - (b) at least one of the other authorised signatories in sub-rule (4).
- (6) All funds of the CCJSA must be deposited into the CCJSA account within five (5) working days after their receipt.
- (7) A statement showing the financial position of the CCJSA shall be tabled at each Board and Delegates meeting.

5.5 Financial Statements & Financial Reports

- (1) For each financial year, the Board must ensure that the requirements imposed on the CCJSA under Part 5 of the Act relating to the financial statements or financial report of the CCJSA are met.
- (2) Without limiting sub-rule (1), those requirements include —
 - (a) if the Association is a Tier 1 Association, the preparation of the financial statements; and
 - (b) if the Association is a Tier 2 or 3 Association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the AGM of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the AGM of the copy of the report of the reviewer or auditor's report, as applicable, on the financial statements or financial report.
- (3) Under Section 66 of the Act, an CCJSA must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.

5.6 Auditors & Reviewers

- (1) Auditors or reviewers shall be suitably qualified professionals.
- (2) At the AGM of each year, the Members shall appoint an auditor or reviewer at such remuneration as they determine.
- (3) The auditor or reviewer shall examine the books, accounts, receipts and other financial records of the CCJSA for and report thereon.

PART 6 - DISCIPLINARY ACTION, DISPUTES AND MEDIATION

6.1 Internal Dispute Resolution

- (1) Disputes between Member Clubs (in their capacity as members), and disputes between Member Clubs and CCJSA are to be referred to preliminary mediation as determined by the Board;

- (2) Where preliminary mediation results in an unsatisfactory outcome, disputes between Member Clubs (in their capacity as members), and disputes between Member Clubs and CCJSA are to be referred to a mediator as set out in rule 6.2.

6.2 Appointment of a Mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested; and
 - (b) by agreement between the Member Club and the Board; or
 - (c) by agreement between the parties to the dispute.
- (2) If there is no agreement, then the Board must appoint the mediator.
- (3) The person appointed as mediator by the Board must be
 - (a) a person who acts as a mediator for a similar not-for-profit body; or
 - (b) is recommended by a key stakeholder agency; and
 - (c) must not have a personal interest in the matter that is subject of the mediation; or
 - (d) be biased in favour of or against any party of the mediation.

6.3 Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least seven (7) days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

6.4 If Mediation results in decision to Suspend or Expel being revoked

- (1) If —
 - (a) mediation takes place because a Member Club whose membership is suspended or who is expelled from the CCJSA gives notice; and
 - (b) as the result of the mediation, the decision to suspend the Member Club's membership or expel the Member Club is revoked,that revocation does not affect the validity of any decision made at a Board meeting or General Meeting during the period of suspension or expulsion.

6.5 Disciplining of Members

- (1) Where the Board receives a complaint about a Member Club or considers that a Member Club:
 - (a) has persistently refused or neglected to comply with a provision or provisions of this Constitution including the objects contained herein, or with any resolutions or rules of the CCJSA; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the CCJSA,

the Board may commence or cause to be commenced disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association as set out in the bylaws.

- (2) The Administrator must give the Member Club written notice of any proposed suspension or expulsion at least 28 days before the Disciplinary Committee meets at which any proposal is to be considered.
- (3) The notice given to the Member Club must state:
 - a) when and where the Disciplinary Committee meeting is to be held; and
 - b) the grounds on which any proposed suspension or expulsion is based; and

- c) that the Member Club may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Disciplinary Committee about any proposed suspension or expulsion.
- 1) At the Disciplinary Committee meeting, the Committee must:
 - a) give the member a reasonable opportunity to make written or oral (or both written and oral) submissions to the Disciplinary Committee about any proposed suspension or expulsion; and
 - b) give due consideration to any submissions so made; and
 - c) decide:
 - i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - ii) whether or not to expel the member from the Association.
 - 2) Any decision of the Disciplinary Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
 - 3) The Disciplinary Committee must give the Member Club written notice of any Disciplinary Committee decision, and the reasons for the decision, within 7 days after the meeting at which the decision is made.
 - 4) A Member Club whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Disciplinary Committee decision under sub-rule (4), give written notice to the Administrator requesting:
 - a) An appeal hearing on the condition that only new information not available at the time of the original meeting is presented. If no new information is available an appeals hearing cannot be requested; and/or
 - b) request the appointment of an independent mediator under rule 6.2.
 - 5) If notice is given under sub-rule (5), the Member Club who gives the notice and the Association are the parties to the mediation.
 - 6) Records of all meetings must be kept for a period of 12 months.

6.6 Suspension or Expulsion

- (1) A Member Club whose membership is suspended or who is expelled from CCJSA, will be given written notice of such decision.
- (2) During the period a Member Club is suspended the Member Club —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to CCJSA.
- (3) When a Member Club's membership is suspended, the Administrator must record in the register —
 - (a) that the Club member is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (4) When the period of the suspension ends, the Administrator must record in the register that the membership is no longer suspended.

PART 7 - GENERAL MATTERS

7.1 Giving Notices to Members

- (1) A notice or other document that is to be given to a Member Club under these rules is taken not to have been given to the Member Club unless it is in writing and —
 - (a) delivered by hand to the recorded address of the Member Club; or
 - (b) sent by post to the recorded postal address of the Member Club; or
 - (c) sent by email or other electronic transmission to an appropriate recorded number or address nominated by the Member Club.

7.2 Record of Office Holders

- (1) Under Section 58 of the Act the CCJSA must maintain:
 - (a) the names and address of Board Members and Office Holders of the CCJSA provided for by its rules;
 - (b) the names and addresses of any person who is authorised to use the common seal (if it has a common seal);
 - (c) the name and addresses of any person who is appointed or acts as trustee on behalf of the CCJSA.

- (2) The CCJSA must, upon request of a Member Club, make available the record for the inspection of the Member Club.
- (3) The Member Club may make a copy or take an extract but does not have the right to remove the record.

7.3 Books and Records

- (1) Subject to sub rule (2), the books and any securities of the CCJSA must be kept in the Administrators custody or under the Administrators control.
- (2) The financial records and, as applicable, the financial statements or financial reports of the CCJSA must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Sub rules (1) and (2) have effect except as otherwise decided by the Board.
- (4) The books and securities of the CCJSA must be retained for at least seven (7) years.
- (5) Subject to the Act, the Board must determine on what terms the books, records and any other documents of the CCJSA shall be open to inspection, other than to Board members.
- (6) A Member, other than a Board member, has the right to inspect documents as provided by the Act, or as otherwise authorised by the CCJSA and resolution at a General Delegates Meeting.

7.4 Executing Documents and Common Seal

- (1) The CCJSA may execute a document without using a common seal if the document is signed by:
 - (a) The Chairperson, and
 - (b) at least one Board or person authorised by the Board.
- (2) If the CCJSA has a common seal –
 - (a) the name of the CCJSA must appear in legible characters on the common seal; and
 - (b) a document may only be sealed with the common seal by the authority of the Board and in the presence of –
 - (i) 2 Board Members; or
 - (ii) one Board Member and a person authorised by the Committee.
- (3) The Administrator must make a written record of each use of the common seal.
- (4) The common seal must be kept in the custody of the Administrator, or another person authorised by the Board.

7.5 Affiliation

- (1) The CCJSA shall affiliate with parent bodies such as FIFA and FW where beneficial to the CCJSA and in support of their objectives and best interest, as determined by the Board at the start of the calendar year.

7.6 Indemnification

- (1) The CCJSA will indemnify any person who is a Board Member, officer, or agent or who is or was servicing in another capacity at the request of the CCJSA to the extent authorised by law and may purchase and maintain liability insurance on behalf of such persons or to protect itself against liability for such indemnification to the extent authorised by law.

7.7 Dissolution of the Association

- (1) The CCJSA may cease its activities and have its incorporation cancelled in accordance with the Act if the Member Clubs resolve by Special Resolution that the CCJSA will:
 - (a) apply to the Commissioner for cancellation of its incorporation; or
 - (b) appoint a liquidator to wind up its affairs.
- (2) The CCJSA must be wound up under Section 30(a) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (3) Upon the winding up or cancellation of the CCJSA, any surplus property will not be paid to or distributed among the Member Clubs but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the objects of the CCJSA.

7.8 By-Laws

- (1) Any changes to the By-Laws and Competition rules must be passed by resolution and notification in writing must be provided to Member Clubs at least 60 days prior to the commencement of the competition year.
- (2) The CCJSA may by resolution, make, amend or revoke by-laws.

- (3) By-laws may:
 - (a) Provide for the rights and obligations that apply to any classes of association membership approved under rule 2.1;
 - (b) Impose restrictions on the Boards powers, including the power to dispose of the Associations assets; and
 - (c) Impose requirements relating the financial reporting and financial accountability of CCJSA and the auditing of the CCJSA accounts; and
 - (d) Provide for any other matter CCJSA considers necessary or convenient to be dealt with in the by-laws.
- (4) Such by-laws must be consistent with the Act, the regulations and these rules.
- (5) All by-laws made under sub-rule (3) shall be binding on all Members of the CCJSA.
- (6) At the request of a Member, the CCJSA must make a copy of the by-laws available for inspection by the Member.

7.9 Alteration of Constitution

- (1) No repeals of any existing Constitution and no new alterations, amendments or suspensions of the Constitution shall be valid unless a special resolution is carried by a three-fourths majority of Member Clubs present and with voting rights at the Annual General Meeting or Special General Meeting.
- (2) Notices of motions to repeal, alter or suspend any part of the Constitution shall be given to the Administrator at least twenty-eight (28) days preceding the Annual or Special General Meeting at which the motion shall be presented.
- (3) Within one month after the making of any amendment or addition to the Constitution of the CCJSA, passed by special resolution, the Board shall send or deliver the required documents and a certified copy of the amendment or alteration to all relevant departments. No effect will be given to the amendments without the approval of these departments.

END