



BULLI FOOTBALL CLUB LTD

ACN 065 418 000

ABN 61 065 418 000

CONSTITUTION OF BULLI FOOTBALL CLUB

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This document outlines the rules by which the entity will operate, the authorities, processes, and duties of its board members and other stakeholders. The document does not attempt to cover every procedure and process within the club, however, it does provide an overview of all key areas, and describe the belief system, founding or guiding principles and moral direction for the organisation.

1. GENERAL

- 1.1 The club shall be called Bulli Football Club Ltd.
- 1.2 The club is a not for profit business.
- 1.3 The object of the club shall be: -
 - (a) To play and promote football under the laws of the game adopted by Football South Coast, FNSW, and FFA.
 - (b) To promote and actively support the physical, social and mental wellbeing of its members.
 - (c) To arrange and conduct sporting, recreational and social activities for the benefit of its members.
 - (d) To build strong community ties supporting; local Junior Football clubs, football development programmes, local schools, community events, local businesses, charities, other sporting clubs, including promotional and development initiatives from Football South Coast and the Wollongong Wolves.
- 1.4 The club primary playing colours shall be blue and white.
- 1.5 The club shall be a member of Football South Coast and shall abide by the rules and regulations of the Association and/or its governing body.
- 1.6 All club activities at the facility will abide by lease obligations of Wollongong Council.
- 1.7 All club activities and actions of members will abide by common law and relevant legislation. The club is a company limited by guarantee and must operate to the rules and regulations covered by the Corporations Act 2001.
- 1.8 Work health and safety requirements is governed by the Work Health and Safety Act 2011.

1.9 The club shall abide by licensing rules required under their Limited License for alcohol sales.

2. MEMBERSHIP

2.1 Membership of the club shall consist of the following classifications:

- (a) Playing Members – all players that register for Bulli Football Club teams are considered members of the club. They are not part of the committee or Board, and do not have voting rights related to the operation of the club.
- (b) Associate Members – these may be affiliated clubs such as Bulli Juniors where their committee members participate with our club on joint initiatives. Associate members do not have voting rights related to the operation of the club.
- (c) Members - people that join the club or renew membership as non-players (note: players can nominate for the committee whilst still playing for the club). These would normally be volunteers that fill the roles of Directors and Committee members, however, other supporters may choose to be Bulli Football Club members who may or may not assist the committee or sub-committees in helping run the club. Members have voting rights.
- (d) Life Members – have voting rights.

2.2 Life Membership

- (a) A person can be nominated and elected as a life member having rendered a minimum 10 years distinguished service to the club, as judged by the Board of Directors.

2.3 Life Membership Nomination

- (a) A written nomination is required, the nomination needs to outline the nominee's service and qualifications. Nominations need a seconder, and will be submitted and reviewed by the Board of Directors.
- (b) The Board may request 2 general committee members, and a Board member to review the nomination before submitting to the Board. This is done to ensure the criteria has been met, and provide the opportunity for additional information to be clarified before the vote.
- (c) Nominations for Life Membership is required at least 60 days prior to the Annual Presentation night to be considered for that year.
- (d) While the club recognises playing service, life membership requires additional service such as working on the committee or Board, coaching, and other non-playing activities that supports the club's business operation. The nominated person must also demonstrate they uphold the club's values and behaviours, to be eligible for Life Member.
- (e) To be awarded life membership, a minimum of 75% of the Board must endorse the nomination. The vote can be by secret ballot, or show of hands, this is a Board decision.
- (f) A maximum of two Life Membership awards will be presented in any one year. Preferably, this should only be one award in any year. This to make the award special and a celebration for the individual being honoured.
- (g) Life Membership awards will be presented at the club's annual Presentation Night.

2.4 Rights of Members

All members have the right to: -

- (a) To use the Bulli Football Club facility and resources subject to Committee/Board approval.
- (b) To attend all club functions, provided members abide by the rules and behaviour expectations of all organised events.
- (c) To vote the election of officers and standing committees of the club if eligible.
- (d) To stand for election to any office or standing committee of the club if eligible.

2.5 Subscription

The subscription to club membership shall be fixed annually by the members at the Annual General Meeting. Typically, being a volunteer organisation, there is no membership fee imposed for Board or Committee members.

A register of all persons wishing to be considered members shall be compiled and maintained by the club registrar or secretary. Only persons on this register and Life Members shall be entitled to vote as a club member. Membership renewal is required by April the next year.

3. MEMBERS LIABILITY

The members of the club have no liability to contribute towards the payment of debts and liabilities of the club, or the costs, charges and expense of the winding up of the club.

4. ELIGIBILITY TO BECOME A BOARD MEMBER

- 4.1 To ensure the Clubs operations are run smoothly, and the core values of the club are upheld, the election of Board members is subject to the following rules:
- (a) Board positions will be elected at the AGM. Once elected, Directors will draw a ballot to determine the length of their term, this will be 1 year, 2 year (x2) and 3 year terms (x2). This is to ensure continuity in the leadership of the club and ensure high focus on fiscal management.
 - (b) Should a Director resign for personal reasons during their term, or be asked to leave the club over a serious breach of behaviour during the year, the position would normally be left unfilled until the next AGM. However, if finding a replacement was deemed critical to the operation of the club, a Special General Meeting would be called.
 - (c) To nominate for a Board, position a minimum 3-year (non-consecutive) service as a member (playing, associate, or life member) or be known to the club and endorsed by two (2) current Board members and a life member.
 - (d) To nominate for a Board position, an applicant must commit to the club's values and strategic plans.
 - (e) To nominate for a Board position, an applicant must undertake to follow all rules and regulations applicable to running the Club's business. All Board members will have access to privileged information, this information is confidential and not to be communicated unless approved by the Board and communicated through normal channels.
 - (f) At least one position on the Board should be held by a Life Member.
 - (g) Retiring Board members are eligible for re-election at the AGM.
 - (h) To be elected to the Board, a member must be nominated for a specific position EG. President, Secretary, etc. If more than one nominee, a decision is made by a vote of the members at the AGM. This vote can be show of hands or secret ballot.
 - (i) Someone wanting to nominate for a specific Board position that is not becoming vacant, is able to nominate provided they meet the criteria. If this did occur, a vote would be required by the members at the AGM as per point (h) above.

5. ROLE OF THE BOARD AND COMMITTEE

- 5.1 The role of the Board of Directors is to provide governance in managing the club's operational needs, develop strategies, monitor and report performance, and be the leaders of club values and behaviour. The Board is directly responsible for the financial performance of the club.
- 5.2 The Board will develop metrics for the club, the metrics will cover major functional areas of the club. Metrics will include financial and operational goals, and will be maintained and reported by the Board.
- 5.3 The Board is responsible for setting and managing operating budgets for the club. The club is a small business, and requires good fiscal management. Budgets will cover normal operations, and include provisions for capital improvements and maintenance. Budgets will be set on a 12 month planning horizon, however, larger projects may need longer planning horizon. Any request to increase budget spending requires full Board Approval.

- 5.4 There is no limit on the number of Board positions, however, there is several key positions that need to be filled and the working number of Directors should be aligned to the most effective operation of the club. Roles like President, Treasurer, and Secretary are required. Typically these will be supported by Director roles covering other key areas of the club's operation. The Club also needs to nominate a Public Officer, however, this would normally be included in one of the other Director positions.
- 5.5 It is the responsibility of the Board to agree the key responsibilities for each role. All members are volunteers, so it is important to provide guidelines on key deliverables for each position and clarity on how they interact with the other roles.
- 5.6 Typically a Director will have functional responsibility of a key aspect of the club's operation. Sub-committees may be formed by the Director to effectively execute their responsibilities, and these sub-committees would normally be made up of members from the general Committee and occasionally outside resources. In areas like Football operations, and Childcare, more than one Director will be involved in sub-committees to reflect the importance of these areas. Key areas where sub-committees would be used, but not limited to:
- (a) Grounds and Amenities
 - (b) Football operations
 - (c) Childcare operations
- 5.7 General Committee are 12 month positions and are re-elected each AGM. There is no longer terms of office for any general committee roles. General committee member's responsibilities are normally aligned with home game day activities that need to be supported. Committee members may also participate in sub-committees above based on their interest and skills. Other roles like marketing, community engagement, FSC liason are other roles that may sit with general committee representatives.
- 5.8 Should a volunteer resign from the Committee, or be asked to leave over a serious breach of behaviour during the year, the role can be replaced at the discretion of the Board of Directors.
- 5.9 Retiring members are eligible for re-election at the AGM.
- 5.10 The Board of Directors shall decide the frequency, date and place of its meeting. This also applies to general Committee meetings. Directors will be in regular communication, and while formal meetings may not occur monthly, information on all key aspects of the club's operation will be communicated electronically on email.
- 5.11 Directors that are in charge of sub-committees will meet regularly with those members. There is no requirement to minute these meetings, however, the Director or sub-committee representative is expected to update the Board and General Committee members on activities at each formal meeting held.
- 5.12 Board meetings to review key performance, and to discuss strategy should be scheduled at least quarterly, with additional meetings convened as needed.
- 5.13 At any general Committee meeting, five (5) shall form a quorum, one of whom shall be a Director.
- 5.14 Notice of Committee meetings shall be given at the previous committee meeting or by email and/or Facebook communication.
- 5.15 Major decision making is the responsibility of the Board of Directors, however, committee member participation is encouraged and general voting on key issues is expected to include the Board and

Committee members. Whenever votes on tabled issues are requested, each member has one vote and there is no difference in weighting.

5.16 In the case of an equality of votes, the person appointed to chair the meeting shall have a second or casting vote.

6. GENERAL AUTHORITIES OF THE BOARD AND COMMITTEE

- 6.1 The Board and Committee shall administer the affairs of the club in accordance with the authority conferred by this Constitution and by the resolutions passed at meetings. Everything done within the club is underpinned by the Corporations Act 2001.
- 6.2 All actions within the Club must comply with the rules and regulations applicable under section 1 General guidelines. (Example: Board/Committee cannot develop a policy for behaviours that does not acknowledge Football South Coast rules and regulations).
- 6.3 The board and committee shall have the authority to admit or exclude non-members at its meetings. Bringing in external resources with specialised skills is encouraged to assist the clubs operation. One area this is very important is the sub-committee for the Childcare Centre. It is desired to have one member that is not a club member, but a specialist in early education or the equivalent.
- 6.4 The Board and Sub-committees are responsible for appointments for all paid positions. This includes recruitment, selection and management of these resources. All these roles must be qualified in line with the position requirements (Example: Childcare qualifications, coaching qualifications as per FSC guidelines).
- 6.5 The Football sub-committee is responsible to develop a football strategy for the club. This will cover the style of football, medical support, junior development initiatives, coaching recruitment and player recruitment and retention. This will be approved by the Board.
- 6.6 The Football sub-committee, Board, and committee members do not have any authority on individual team selections. This is the responsibility of the coaching staff. Team captains shall be appointed by the coaches. However, if a Club captain position is warranted, this will have input from the Football sub-committee members.
- 6.7 Disciplining of club members is the responsibility of the Board and actions will be taken in accordance with the Club's code of conduct guidelines (See Section 13).

7. PAYMENT OF BOARD AND COMMITTEE MEMBERS

- 7.1 All Directors and Committee members are volunteers, there is no full time paid positions on the Board or Committee. These roles will be reimbursed for out of pocket expenses, and effort will be rewarded through gestures like group dinners, after game complimentary drinks or other types of gratitude as approved and deemed appropriate by the Board.
- 7.2 The Club's business model does have paid full time and part time employees. These are employees in the Childcare Centre and Coaching staff. Match payments are also paid to 1st grade team players. All of these payments are covered by employment or player contracts. All these payments form part of the operating budgets approved by the Board.
- 7.3 Club members may perform work on behalf of the club that is paid work. This is not related to volunteer duties, but will be specialised services that a member is qualified to perform, that is required by the club. In these circumstances, all payments are approved by the Board. (Example: Electrical work needed in Childcare Centre, club member runs a licensed electrical business).

8. MANAGEMENT OF THE CLUB'S ASSETS

- 8.1 Budgets are set and approved by the Board. Monitoring of performance of these budgets will be done by the Treasurer with financial reports provided at Board meetings or as required.
- 8.2 Budgets will cover football and childcare operations, however, the childcare operations will have significant input from the centre's staff and budgets will be influenced by legislative guidelines for the industry. The Board must abide by those rules and regulations when setting and approving childcare budgets.
- 8.3 It is the Board's responsibility to ensure assets are being managed in line with budgets. Where performance is not meeting expectations, the Board is expected to review options, and make decisions on corrective actions needed. No one member is responsible for this performance, governance is the responsibility of all Board members.
- 8.4 Where significant investments are being considered, the Board will involve the general committee members in the decision making process. Significant investments is considered any spending in excess of \$15,000 in capital expenditure. This may relate to investments in lighting, training facilities, initiatives to improve the Childcare Centre, playing equipment or a financial investment like a term deposit and/or bonds.
- 8.5 Investments decisions must be aligned to the Club's core business activities and align to our values and longer term strategic plans.
- 8.6 The club will have several bank accounts, this is to allow ease of management and reporting for the Treasurer. Monies related to the Childcare Centre will be reported separate to the general Football Club. However, additional accounts may exist, but all will be reported on and reported to the Board.
- 8.7 Bank Account Funds of the club shall be placed in a Bank in the same name as the Club. The Board will decide who authorised signatories for all transactions is, however, no one member will have authority, and a minimum of two signatures is required. The Treasurer will always be one authorised member, along typically with the President and Secretary.
- 8.8 The accounts for the Childcare Centre may have additional signatories with the Manager(s) a signatory and members of the Childcare sub-committee, however, the Treasurer is always required. There may also be a Childcare Centre fund raising account that is run by parent representatives of children in the Centre. This account is separate to the Club's account, and would be administered by Staff and parent representatives. The funds from this account is specific for activities and initiatives for children that attend the centre.
- 8.9 Information on the Club's finances will be provided at general meetings and a formal report will be presented at the AGM.
- 8.10 Hard copies of summary Profit and Loss statements, and Balance Sheets can be provided to club members at these meetings, however, this information is for club members only and should not be shared outside of the club.
- 8.11 The Club will have a 3rd party Accountant review the accounts on an annual basis before the AGM. This is not a legal requirement given the size of the business, however, it is done for transparency and best practice principles.

8.12 A week prior to the AGM, a draft copy of the financial report will be made available to members if desired, this is to allow results to be reviewed prior to the AGM. These results may not be the 3rd party approved accounts, as those documents are sometimes not available until the AGM date.

9. MEETING OF THE CLUB

9.1 The meetings of the club shall be the Annual General Meeting, Special General Meetings, Board Meetings, and General meetings. Meetings of Sub-committees may also occur, and updates from these meetings would be provided by the relevant Director at the next Board meeting and General Committee meeting as required.

9.2 Notice of meetings shall be given at the previous meeting or by email and/or Facebook communication. A copy of key meeting dates will also be placed on the downstairs clubhouse information board.

9.3 Those entitled to vote at the Annual General Meeting and Special General Meetings shall be financial, registered members or life members of the club for the current financial year. Those entitled to vote at Committee Meetings shall be the elected officials of the club listed in 2.1 (c) above.

9.4 Should the President be absent from any meeting the Vice-President shall be elected Chairman. In the absence of the President and Vice-President, another Director will chair the meeting, provided a quorum can be formed. If a quorum cannot be formed, the meeting will be rescheduled.

9.5 The Chairman of any meeting of the club shall have an ordinary as well as a casting vote, if required.

9.6 Voting at any meeting shall be by show of hands except where a ballot has been requested. This would normally only be requested at a Special Meeting.

9.7 The order of business at meetings will typically follow this order: -

- Apologies
- Confirmation of Minutes of previous meetings
- Matters arising from minutes
- Correspondence
- Notices of Motion
- Treasurer's Report
- Sub-Committee's Reports
- General Business

9.8 With the concurrence of the meeting, the chairman may alter the order in which business shall be taken.

9.9 The Annual General Meeting shall be held within eight (8) weeks of the Grand Final of the current financial year. A Club General Meeting to follow directly after the AGM.

9.10 Special General Meetings may be called at any time on a requisition signed by ten (10) members and lodged with the Secretary or on the authority of the Board.

9.11 At a Special General Meeting, 75% of the members present must vote in favour of any proposed change for the vote to be carried. Members can proxy vote if they are going to be absent, this vote should be in writing and signed.

10. LIABILITY FOR INJURY

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- 10.1 The club shall have no obligations to compensate players for expenses incurred as a result of injuries received whilst playing or training for the club.
- 10.2 All players must be registered and have insurance through their registration. If injury does occur, the player must follow the injury claim procedure of the Insurance Company. This company is nominated by FSC/FNSW and the club has no influence over the claim process.
- 10.3 The club will assist injured players wherever possible, however, the claim process is between the player and Insurance Company.
- 10.4 The club encourages all players to have private health cover.
- 10.5 The club is required to have Public Liability Insurance, this will cover our volunteers and general public. Please note, insurances do not apply if illegal activity is undertaken and safety is compromised. Deliberate and wilful acts are not covered by insurance and may result in prosecution.
- 10.6 The club is required to have workers compensation insurance for our Childcare Centre staff.
- 10.7 The Board is responsible to ensure our staff and volunteers only perform activities they are trained in and deemed competent.
- 10.8 Where specialised skills are required that require licenses and qualifications, the club will use external resources and pay for these services (Examples: electrical work to be done by licensed electrician, working at heights permit required for working on roofs, working with children checks required for staff in the Childcare Centre, coaches and Board members).
- 10.9 The safety of staff, volunteers and general public must always be given the highest priority. The Work Health and Safety Act 2011 is the legislation referenced when assessing safety for the clubs operations.

11. WINDING UP

- 11.1 In the event of the winding up or dissolution of the Company, any assets remaining after the satisfaction of all debts and liabilities, will not be paid or distributed to any club members as individuals. The Board will be responsible for deciding how these assets are distributed, so there is a benefit to the wider community, and assets will be transferred to a like organisation such as a junior football club, charity organisation or combination of several organisations that have similar objectives as Bulli Football Club.

12. COMMON SEAL

- 12.1 The common seal of the association shall be kept in the custody of the Public Officer/Treasurer.
- 12.2 The requirement for use of a common seal changed in 1988 with the Company Law Review Act. It is no longer a legal requirement. The Company seal will be kept and used at the discretion of the Treasurer/Public Officer (legal documents for added legitimacy).

13. VALUES

Bulli Football Club wants to create a culture that is inclusive, encourages open communication, which supports high engagement and lots of fun for all members. The following values have been identified by the Board of Directors as best reflecting the culture that club wishes to promote and foster.

Community – the club wants to represent and develop long term, positive relationships with the local community and encourage a family friendly environment.

Integrity – the Board, Committee and members to act with honesty, ethically, and sound moral principles in everything we do.

Strive for Excellence – we want to set goals, deliver high quality products and service, improve ourselves, and continually develop the club for the next generation of members.

Respect – for ourselves and others in everything we do regardless of gender, race, age, and beliefs.

Enthusiasm – encourage participation, support each other, enjoy the moment, and have fun.

14. CODE OF CONDUCT

Bulli Football Club is a not for profit business that operates with a dedicated volunteer base running the business. To be successful, the club requires members to be committed to the club values, and uphold a code of conduct that is built on respect, integrity and inclusiveness.

14.1 All members are expected to support and align their behaviours to the Club values.

14.2 All members are required to adhere to rules and regulations issued by FSC/FNSW for all competitions that Bulli Football Club participates.

14.3 The club will not tolerate unacceptable behaviours, and this includes but not limited to the following:

- Any form of bullying and harassment
- Sexual harassment
- Racial vilification
- Fraudulent behaviour
- Physical threats and fighting
- Inappropriate language designed to intimidate and belittle
- Behaviours as outlined by the Responsible Service of Alcohol under the Liquor License.

14.4 The club operates a Facebook site for its members, this site is private. Information and comments made on this site are subject to the code of conduct. The site is accessed by a broad range of members, and information posted will be accessible to families and potentially persons under the age of 18.

14.5 All posts are expected to be in line with club's values. Inappropriate posts will be removed by the sites administrator, and if considered a serious breach, referred to the Board for review. If the behaviour is considered serious misconduct, or a repeat of previous misbehaviour, the member will be removed from accessing the site.

14.6 Members from the Board and Committee are required to set the standard for the clubs behaviours. This includes their own behaviours as well as monitoring the behaviours of members and visitors to the club. Where breaches to the code of conduct occur, the Board will decide if follow up action is required.

14.7 Where breaches do occur, as a minimum, the offending person should be spoken to by Board representative(s) and reminded of their obligations to support the values and code of conduct of the

club. This applies equally to Board and Committee members, the code of conduct applies to all members regardless of position in the Club.

- 14.8 If serious misconduct occurred, or repeat incidences of inappropriate behaviour occurred, a member may be requested to meet with the Board to discuss their behaviours. In all incidents, common sense and fairness needs to be the guiding principles in resolving disputes.
- 14.9 If a member feels behaviours are not improving, or have a specific complaint, they may require a formal meeting with the Board. This does not need to be in writing, if there is a genuine issue and it is communicated to a Club Board or Committee member, a review meeting will be coordinated as quickly as possible.
- 14.10 Where conflict between members is ongoing, the Board may bring in external resources to facilitate solutions.
- 14.11 If behaviours of a member(s) continued to breach the clubs values and code of conduct, the offender would be asked to leave the club. This would only occur after a review of the incident(s) in detail by the Board. Removing a member requires the majority of the Board approval.
- 14.12 The club does not have any authority to impose financial penalties or suspensions on members (non-playing), however, can request a member to leave based on their behaviours.
- 14.13 Please note, player and club members are subject to suspensions and fines in line with the rules and regulations of FSC. Where persons breach these rules, the penalties handed down by FSC do apply. Appealing FSC decisions will only occur where there is valid grounds for appeal as outlined in the FSC rules and regulations. Coaching staff and the Football sub-committee may choose to increase playing suspensions if appropriate, however, no additional monetary fines can be applied.
- 14.14 Where serious misconduct has occurred that is potentially illegal, the club would refer the incident to the Police. The Board of Directors and Committee member's first priority is the safety of our members, and to protect the broader interests of the club. The Board takes its responsibilities under Duty of Care legislation seriously. Similarly, any illegal behaviour that threatened the club operations and finances, would be referred to the Police.
- 14.15 Any member who wishes to appeal against a decision, is required to put their grievance in writing requesting a meeting with the Board. Depending upon the incident, the Club may decide to appoint an external mediator for formal grievances.