

# **The Martyn Crook Foundation**

## **Constitution and Rules**



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## 1. Name

The name of the incorporated Association is *The Martyn Crook Foundation* referred to herein as 'The Foundation'.

## 2. Definitions

'**Trustees**' means the Board of Management of the Foundation

'**General Meeting**' means a general meeting of the Trustees of the Foundation convened in accordance with these rules

'**The Act**' means the *Associations Incorporation Act 1985*

'**Special Resolution**' means a special resolution defined in the Act

'**Month**' shall mean a calendar month.

## 3. Objectives

The Foundation is established to honour the late Martyn Crook's life and achievements and perpetuate his work in South Australia, and beyond, for the benefit of Association Football (Soccer) and in so doing the objectives of the Foundation include:

- 3.1 To enable all to participate fully in all aspects of football in South Australia
- 3.2 To encourage initiatives that will enrich and strengthen that sport
- 3.3 To aid players and coaches to work together for the improvement of football in South Australia
- 3.4 Valuing cultural and ethnic diversity whilst contributing to one Australian identity in the world game
- 3.5 Aiming for and achieving the highest standards of technical excellence amongst our state's leading young players
- 3.6 Contributing to the ongoing development of the sport in Australia by encouraging more of these players to achieve a career path in the sport in our own country
- 3.7 Fostering the professional development of all associated with running the program, so that high standards are produced in its young participants
- 3.8 Respecting indigenous Australians and young players arriving in Australia as refugees, and developing initiatives to promote their greater inclusion to the benefit of football in South Australia

## **4. Powers of the Incorporated Association**

For the purpose of carrying out its Objectives, an incorporated association may, subject to this Act and its rules—

- a) acquire, hold, deal with, and dispose of, any real or personal property; and
- b) administer any property on trust; and
- c) open and operate ADI accounts; and
- d) invest its moneys -
  - i. in any security in which trust moneys may, by Act of Parliament, be invested; or
  - ii. in any other manner authorised by the rules of the association; and
- e) borrow money upon such terms and conditions as the association thinks fit; and
- f) give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
- g) appoint agents to transact any business of the association on its behalf; and
- h) enter into any other contract it considers necessary or desirable.

## **5. Board of Trustees**

### **5.1 Powers and duties**

- a) The affairs of the Foundation shall be managed and controlled by a Board of Trustees who, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objectives of the Foundation.
- b) The Trustees have the management and control of the funds and other property of the Foundation.
- c) The Trustees have the power to enter into contract with contractors and providers of services as required in order to meet the objectives and aims of the Foundation under the terms and conditions as agreed by the Trustees.
- d) The Trustees shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Foundation on which these rules are silent.
- e) The Trustees shall appoint a public officer as required by the Act.

### **5.2 Appointment of Trustees**

- a) The Trustees shall be comprised of a President, Secretary, Treasurer and four committee members.
- b) The Trustees may appoint additional persons to the Board of Trustees
- c) A member of the Board of Trustees shall be a natural person.
- d) The first Board of Trustees of the Foundation shall be appointed from the immediate family and close associates of the late Martyn Crook, or be comprised of such persons as hold office prior to incorporation.
- e) Members of the Board of Trustees shall hold office until such time as they voluntarily resign from office or disqualified as provided in these rules.

- f) The Trustees may appoint a person to fill a casual vacancy or appoint additional person or persons to the Board of Trustees at its own discretion.

### **5.3 Duties of the Trustees**

At the first meeting of the Board of the Trustees in each financial year it shall make the following appointments from its own members:

- a) A President who shall be Chairman of the Board and in their absence Board Members shall elect a Chairman for that particular Meeting.
- b) A Secretary shall keep minutes of the proceedings of the Board Meetings and shall distribute such minutes to members of the Board of Trustees within 14 days of the meeting.
- c) A Treasurer who shall oversee the financial affairs of the Foundation, present a financial report at each meeting of the Board of Trustees and on an annual basis, prepare annual accounts of the Foundation for presentation to the Foundations appointed Auditor.
- d) The other officers shall have the powers and perform the duties that will be determined by the Board.

### **5.4 Proceedings of meetings of the Board of Trustees**

- a) The Trustees shall meet on an as required, but no less than four times per year. The Secretary shall give the Trustees one month notice of meetings, and shall provide an agenda of Business to be transacted one week prior to meeting.

Any member of the Board of Trustees may call for an additional, or special meeting, of the Board by giving notice to the Secretary.

- b) Questions and resolutions arising at any meeting of the Board of Trustees shall be decided by a majority of votes, and in the event of equality of votes the chairperson shall have a casting vote in addition to a deliberative vote.
- c) Notice of proposed alterations to these rules must be made, in writing, stating the proposed alterations which must be in the form of a motion signed and seconded by a member of the Board of Trustees, stipulating the purpose of the proposed alteration and delivered to the Secretary.

The Secretary shall call an Extraordinary meeting of the Board of Trustees within sixty days of receipt of the notice, and shall forward a notice for this Extraordinary meeting of the Foundation to all members, specifying the date, time and place of the meeting and the proposed amendment or amendments to be put before the Board of Trustees.

A vote of two thirds of those voting in person, or by proxy, at the Extraordinary General Meeting is required for the proposed amendments or amendments to be carried.

- d) A quorum for a meeting of the Board of Trustees shall be one half of the members of the Board.
- e) A member of the Board of Trustees, having a direct or indirect pecuniary interest in a contract or proposed contract with the Foundation, must disclose the nature and extent of that Interest to the committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The member of the committee must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Foundation.
- f) A member shall be entitled to appoint in writing a natural person who is also a member of the Foundation to be their proxy, and attend and vote at any meeting of the Foundation.

### **5.5 Disqualification of committee members**

The office of a member of the Board of Trustees shall become vacant if a committee member is:  
disqualified from being a committee member by the Act.

- a) expelled as a member under these rules.
- b) permanently incapacitated by ill health.
- c) no longer the duly appointed representative of a corporate member.

## **6. Membership**

Membership of the Foundation shall be limited to the Trustees who shall be family members and close associates (as appointed by members of the Board of Trustees) of the late Martyn Crook

The Foundation shall be wholly administered by the Trustees and as such shall not offer membership to other individuals. The Foundation shall act by co-coordinating and approving initiatives provided by the Board of Trustees, or any members of the football community in Australia, to ensure outcomes consistent with the objectives of the Foundation and the promotion of excellence in Football in Australia.

## **7. The Seal**

The Foundation shall have a common seal upon which its corporate name shall appear in legible characters

The seal shall not be used without the express authorisation of the Trustees, and every use of the seal shall be recorded in the minute book of the Foundation. The affixing of the seal shall be witnessed by the President and one other member of the Board of Trustees.

## **8. Annual General Meetings**

- a) The Board of Trustees shall call an Annual General Meeting in accordance with the Act and these rules.
- b) The first Annual General Meeting shall be held within 18 months after the incorporation of the Foundation, and thereafter within five months after the end of its financial year.
- c) The order of the business at the meeting shall be:
  - i. the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting
  - ii. the consideration of the accounts and reports of the committee and the auditor's report
  - iii. the appointment of auditors
  - iv. any other business requiring consideration by the Foundation in general meeting.

## **9. Minutes**

- a) Proper minutes of all proceedings of all meetings of the Board of Trustees shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- b) The minutes kept pursuant to this rule must be confirmed by the members of the Board of Trustees at a subsequent meeting.

- c) The minutes kept pursuant to this rule shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting at which the minutes are confirmed.
- d) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held. and that all appointments made at a meeting shall be deemed to be valid.

## **10. Financial**

### **10.1 Financial year**

The first financial year of the Foundation shall be the period ending on the next 30 June following incorporation, and thereafter a period of 12 months commencing on 1 July and ending on 30 June of each year.

### **10.2 Accounts to be kept**

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

### **10.3 Accounts and reports to be laid before the Board of Trustees**

At each meeting of the Board of Trustees the Treasurer shall present a detailed financial statement of monies received and banked, Debtors and Creditors and financial performance to Budget.

The annual accounts, together with the auditor's report on the accounts, shall be presented to all members of the Board of Trustees at the Annual General Meeting of the Foundation.

### **10.4 Banking Account**

The Board of Trustees shall open a Banking Account with a financial institution in the name of the Foundation for the express purpose of the receipt of all monies and payment of all expenses relating to the Foundation.

Four members of the Board of Trustees shall be registered with the financial institution in the name of the Foundation and authorised to sign documentation in relation to the financial affairs of the Foundation.

In all cases two signatures to operate.

### **10.5 Appointment of auditor**

- a) At each Annual General Meeting, the members shall appoint a person to be auditor of the Foundation.
- b) The auditor shall hold office until the next Annual General Meeting and is eligible for re-appointment.
- c) If an appointment is not made at an Annual General Meeting, the Board of Trustees shall appoint an auditor for the current financial year.

## **11. Distribution of Grants**

The Board of Trustees may from time to time call for applications from individuals or groups for the allocation of Grants for specific purposes to meet the objectives of the Foundation.

The Board of Trustees, at their sole discretion and by resolution, will determine the method of distributing Grants to individuals or groups or the sponsorship of projects provided that they are in accordance with the objectives of the Foundation.

## **12. Prohibition against securing profits for Trustees**

The income and capital of the Foundation shall be applied exclusively to the promotion of its objectives and no portion shall be paid or distributed directly or indirectly to the Trustees or their associates except as bona fide remuneration of a Trustee for services rendered or expenses incurred on behalf of the Foundation and approved by the Board of Trustees.

## **13. Winding up**

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

- a) If after the winding up of the Foundation, there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objectives and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of the Board of Trustees.

## **14. Rules**

These rules may be altered (including an alteration to the Foundation's name) by special resolution of the members of the Board of Trustees. This includes rescission or replacement by substitute rules.

The alteration shall be registered with the Office of Consumer and Business Affairs, Corporate Affairs Commission, as required by the Act.

The registered rules shall bind the Foundation and every member of the Board of Trustees to the same extent as if they have respectively signed and sealed them and agreed to be bound by all of the provisions thereof.

Alteration to any rule shall be made by resolution of the Board of Trustees as provided within these Rules.

Subject to any provision in the rules or a resolution to the contrary, an alteration to the rules comes into force at the time that the alteration is passed. This does not apply to an alteration to the name of the Foundation which does not come into force until registered by the Office of Consumer and Business Affairs, Corporate Affairs Commission.

## **15. Affiliation with Other Organisations**

The Board of Trustees may seek or approve affiliation with other organisations with similar objectives as those stipulated in these rules.