

# Football Mid North Coast Incorporated

Constitution

V2015\_1



**FOOTBALL**  
**MID NORTH COAST**

## TABLE OF CONTENTS

page

<b>1</b>	<b>Name of The Zone</b>	<b>6</b>
1.1	The name of the zone	6
<b>2</b>	<b>Objects of The Zone</b>	<b>6</b>
2.1	Objects	6
<b>3</b>	<b>Income and payments</b>	<b>6</b>
3.1	Application of income	6
3.2	No dividends, bonus or profit to be paid to Members	7
3.3	Payments in good faith	7
<b>4</b>	<b>Membership</b>	<b>7</b>
4.1	Members from adoption of the Constitution	7
4.2	Membership qualifications	7
4.3	Duration of membership	7
4.4	Fines on Members	8
4.5	Disputes between Members	8
4.6	Registered Participants in Zones	8
4.7	Standing Committees	9
4.8	Codes of Conduct	9
4.9	Election By-law	10
4.10	Admission of Members	10
4.11	Ceasing to be a Member	10
4.12	No claim against the Zone	11
4.13	Members Liability	11
4.14	Members subscriptions	11
<b>5</b>	<b>General meetings</b>	<b>11</b>
5.1	Annual general meeting	11
5.2	Power to convene general meeting	11
5.3	Notice of general meeting	11
5.4	Directors entitled to attend general meetings	11
5.5	Cancellation or postponement of general meeting	11
5.6	Written notice of cancellation or postponement of general meeting	12
5.7	Contents of notice postponing general meeting	12
5.8	Number of clear days for postponement of general meeting	12
5.9	Business at postponed general meeting	12
5.10	Business Conducted at General Meeting	12
5.11	Non-receipt of notice	12
<b>6</b>	<b>Proceedings at general meetings</b>	<b>13</b>
6.1	Number for a quorum	13
6.2	Requirement for a quorum	13
6.3	Quorum and time	13
6.4	Adjourned meeting	13
6.5	President to preside over general meetings	13
6.6	Conduct of general meetings	13
6.7	Adjournment of general meeting	14
6.8	Notice of adjourned meeting	14
6.9	Questions decided by majority	14

6.10	Equality of votes casting vote for chairman	14
6.11	Declaration of results	15
6.12	Poll	15
6.13	Objection to voting qualification	15
6.14	Chairman to determine any poll dispute	15
<b>7</b>	<b>Votes of Members</b>	<b>15</b>
7.1	Votes on show of hands	15
7.2	Votes on a poll	16
7.3	Relativity of votes	16
7.4	Suspension of voting rights	16
<b>8</b>	<b>Obligations to NNSWSF / FFA</b>	<b>16</b>
8.1	Constitution	16
8.2	Enforcement of rules	17
8.3	Register of participants	17
<b>9</b>	<b>FIFA, FFA, and NNSWSF</b>	<b>17</b>
9.1	Compliance and co-operation	17
9.2	Referral of disputes	18
<b>10</b>	<b>Patrons and Life Members</b>	<b>18</b>
10.1	Appointment and removal of Patrons	18
10.2	Rights of Patrons	18
10.3	Eligibility for Life Membership	18
10.4	Nomination requirements	18
10.5	Admission to Life Membership	19
10.6	Rights of Life Members	19
<b>11</b>	<b>Directors</b>	<b>19</b>
11.1	Number of Directors	19
11.2	Subsequent General Meetings	20
11.3	Eligibility	20
11.4	Directors to retire	20
11.5	Office held until end of meeting	20
11.6	Casual vacancy	20
11.7	Executive	20
11.8	Removal of Executive from Office	21
11.9	Remuneration of Directors	21
11.10	Vacation of office	21
<b>12</b>	<b>Powers and duties of Directors</b>	<b>22</b>
12.1	Directors to manage Zone	22
12.2	Specific powers of Directors	22
12.3	Appointment of attorney	22
12.4	Provisions in power of attorney	22
12.5	Minutes	22
12.6	Signing Cheques	22
<b>13</b>	<b>Proceedings of Directors</b>	<b>22</b>
13.1	Directors' meetings	22
13.2	Questions decided by majority	23
13.3	Chairman's casting vote	23
13.4	Quorum	23

13.5	Effect of vacancy	23
13.6	Convening meetings	23
13.7	President to preside at Directors' meeting	23
13.8	Committees or Sub Committees	23
13.9	Powers Delegated to Committees	23
13.10	Committee / Sub Committee Meetings	24
13.11	Circulating Resolutions	24
13.12	Validity of acts of Directors	24
<b>14</b>	<b>Chief Executive Officer</b>	<b>24</b>
14.1	Appointment of Chief Executive Officer	24
14.2	Powers, duties and authorities of Chief Executive Officer	24
14.3	Suspension and removal of Chief Executive Officer	24
14.4	Chief Executive Officer to attend Directors' meetings	24
<b>15</b>	<b>Secretary</b>	Error! Bookmark not defined.
15.1	Appointment of Secretary	25
15.2	Suspension and removal of Secretary	25
15.3	Powers, duties and authorities of Secretary	25
<b>16</b>	<b>Public Officer</b>	<b>25</b>
<b>17</b>	<b>By-laws</b>	<b>26</b>
17.1	Making and amending By-laws	26
17.2	Effect of By-law	26
<b>18</b>	<b>Seals</b>	<b>26</b>
18.1	Safe custody of common seals	26
18.2	Use of common seal	26
<b>19</b>	<b>Inspection of records</b>	<b>27</b>
19.1	Inspection by Members	27
<b>20</b>	<b>Service of documents</b>	<b>27</b>
20.1	Document includes notice	27
20.2	Methods of service	27
20.3	Methods of service on the Zone	27
20.4	Post	27
20.5	Fax or electronic transmission	28
<b>21</b>	<b>Indemnity</b>	<b>28</b>
21.1	Indemnity of officers	28
21.2	Insurance	28
<b>22</b>	<b>Winding up</b>	<b>29</b>
22.1	Excess property on winding up	29
<b>23</b>	<b>Accounts</b>	<b>29</b>
<b>24</b>	<b>Definitions and interpretation</b>	<b>29</b>
24.1	Definitions	29
24.2	Interpretation	31
24.3	Headings	32

24.4	“Include” etc	32
24.5	Powers	33

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## **1 Name of The Zone**

- 1.1** The name of the zone shall be Football Mid North Coast Incorporated.

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## **2 Objects of The Zone**

### **2.1 Objects**

The objects for which the Zone is established are:

- (a) to be the member of NNSWSF in respect of the Jurisdiction and to comply with the constitution and by-laws of NNSWSF;
- (b) to control Football throughout the Jurisdiction, prevent infringement of the constitution and by-laws of NNSWSF and protect Football from abuse;
- (c) to foster friendly relations among the officials and players of Football and encouraging Football games in the Jurisdiction;
- (d) to prevent racial, religious, gender or political discrimination or distinction among Football players in the Jurisdiction;
- (e) to promote, provide for, regulate and manage Football tournaments and games in the Jurisdiction;
- (f) to promote, provide for, regulate and manage Football players representing the Jurisdiction;
- (g) to co-operate with NNSWSF, other members of NNSWSF and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the Jurisdiction; and
- (i) any other object which, in the opinion of the Directors, is in the best interests of Football.

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## **3 Income and payments**

### **3.1 Application of income**

All the Zone's profits (if any), other income and property, however derived, must be applied only to promote its objects.

### **3.2 No dividends, bonus or profit to be paid to Members**

None of the Zone's profits or other income or property may be paid or transferred to the Members, directly or indirectly, by any means.

### **3.3 Payments in good faith**

Subject to article 11.11, article 3.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of remuneration for services to the Zone;
- (b) for goods supplied to the Zone in the ordinary course of business;
- (c) of interest on money borrowed from them by the Zone at a rate not exceeding the rate fixed for the purposes of this article 3.3 by the Zone in general meeting; or
- (d) of reasonable rent for premises let by them to the Zone.

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## **4 Membership**

### **4.1 Members from adoption of the Constitution**

From the adoption of this constitution, members of the Zone shall be the current members of Football Mid North Coast, together with such other clubs, people and organisations as the Committee admits to membership.

### **4.2 Membership qualifications**

The Directors will invite:

- (a) each Incorporated Club; and
- (b) the chair of each Standing Committee,

to apply for membership.

The Directors must admit to membership under this article 4.2 each of those individuals who accept the invitation according to article 4.9.

### **4.3 Duration of membership**

- (a) An individual admitted to membership according to article 4.2(b) will cease to be a Member according to the By-laws.
- (b) Membership must be renewed by the November 20 each year or by a date predetermined by the directors.
- (c) Membership shall cease upon resignation, expulsion or failure to pay outstanding fees or fines within three months of the due date.

#### **4.4 Fines on Members**

The Zone shall have the power to fine members.

#### **4.5 Disputes between Members**

In the event of a dispute arising between Members (in their capacity as Members), or between a Member and the Zone, or a Member and the Directors, the following procedure shall apply;

- (a) Each side of the dispute shall nominate a Representative who is not directly involved in the dispute. Those Representatives shall then attempt to settle the dispute by negotiation.
- (b) Should the nominated Representatives be unable to resolve the dispute within fourteen (14) days, or with a seven (7) day extension if both parties agree, the dispute shall be referred to a person mutually agreed upon for mediation.
- (c) If the dispute is not resolved by the above procedures, it shall be referred to a Community Justice Centre for mediation in accordance with the Community Justice Centres Act 1983

#### **4.6 Registered Participants in Zones**

A club:

- (a) must procure that each Registered Participant is registered in the Zone:
  - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations and those of the By-laws expressed to apply to or in relation to Registered Participants (**Relevant By-laws**);
  - (ii) without limiting article 4.6(a)(i), agrees to pay the fees and subscriptions set out in, or determined according to, the Relevant By-laws;
  - (iii) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations and the Relevant By-laws can be obtained; and
- (b) must provide the Zone with a copy of its constitution and by-laws, within 5 days of any request, and inform the Zone, within 5 days, of any change to that constitution or any substantive change to those by-laws.
- (c) who does not comply with article 4.6(a) may, at the absolute discretion of the Directors:
  - (i) have their membership terminated by the Directors;
  - (ii) have their voting rights suspended according to article 7.4.



- (d) must amend:-
  - (i) its constitution
  - (ii) its By-laws

as directed by the zone to promptly adopt changes made from time to time to the extent that they are applicable to the zone operation or are required by law.

#### **4.7 Standing Committees**

- (a) Subject to article 4.7(f) the Directors may establish:
  - (i) a referees' Standing Committee;
  - (ii) a coaches' Standing Committee;
  - (iii) a women's Standing Committee;
  - (iv) a Futsal Standing Committee;
  - (v) a juniors' Standing Committee;
  - (vi) a beach football Standing Committee;
- (b) In addition to the Standing Committees referred to in article 4.7(a), the Directors may, with the consent of NNSWSF, establish any other Standing Committee they think fit.
- (c) A Standing Committee is established by a By-law made by the Directors.
- (d) In respect of each Standing Committee the By-law must provide for its functions, membership and operation.
- (e) The Directors or the Zone may with the consent of NNSWSF dissolve any Standing Committee established under article 4.7(b) by repealing the By-law under which it is established.
- (f) Junior's, Women's, Futsal, Beach Football and Coaches' Standing Committees referred to in article 4.7(a) must be established by Directors at a time to be determined by the Directors.
- (g) Referees' Standing Committee must be established on adoption of this Constitution.

#### **4.8 Codes of Conduct**

The zone shall have the power to enforce Codes of Conduct that are in place at any given time.

#### **4.9 Election By-law**

The Directors must adopt a By-law which regulates the election and functions of members of Standing Committees.

#### **4.10 Admission of Members**

Before admission as a Member, a person/club invited by the Directors to apply for membership;

- a) must sign an application agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations.
- b) must be an incorporated body as defined under the NSW Associations Incorporations Act.
- c) must establish to the boards satisfaction that they can field teams throughout the upcoming season to the satisfaction of the board.

On receipt by the Secretary of the signed application, the applicant becomes a Member.

#### **4.11 Ceasing to be a Member**

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of their membership according to this Constitution;
- (f) the expiry of the term of their membership according to article 4.3;
- (g) in the case of a Member admitted according to article 4.2(b), their ceasing to be the chair of the relevant Standing Committee; or
- (h) if an Incorporated Club, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.
- (i) If a Member fails to renew their Certificate of Incorporation.
- (j) Members who have ceased to be Members shall still be liable for any monies owed to the Zone prior to their cessation of Membership.

#### **4.12 No claim against the Zone**

No Member whose membership ceases has any claim against the Zone or the Directors for damages or otherwise.

#### **4.13 Members Liability**

The Members have no liability to contribute towards the payment of the debts and liabilities of the Zone, or the costs charges and expenses of the winding up of the Zone.

#### **4.14 Members subscriptions**

There are membership fees, subscriptions and other amounts payable by the Members that will be determined by the directors on an annual basis.

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### **5 General meetings**

#### **5.1 Annual general meeting**

Annual General Meetings of the Zone are to be held according to the Associations Incorporation Act.

Nomination for the position of Director of the Zone must comply with section 15 of the Model Rules.

#### **5.2 Power to convene general meeting**

The Directors may convene a general meeting when they think fit and must also do so if requested by 30%(thirty percent) of eligible members.

#### **5.3 Notice of general meeting**

Notice of a meeting of Members must be given according to article 20 and the Associations Incorporation Act. At least fourteen (14) days notice of all general meetings and notices of motion shall be given to members. In the case of a general meeting where a special resolution is to be proposed, notice of the resolution is to be given to members at least fourteen(14) days before the meeting.

#### **5.4 Directors entitled to attend general meetings**

A Director is entitled to receive notice of and attend and speak at all general meetings.

#### **5.5 Cancellation or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.

## **5.6 Written notice of cancellation or postponement of general meeting**

Notice of cancellation or postponement of a general meeting must state the reason for doing so and be given (sent) to each Member individually.

## **5.7 Contents of notice postponing general meeting**

A notice postponing a general meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

## **5.8 Number of clear days for postponement of general meeting**

The number of clear days from the giving of a notice postponing a general meeting to the date specified in that notice for the postponed meeting may not be less than the number of clear days' notice of the general meeting required to be given by this Constitution or the Associations Incorporation Act.

## **5.9 Business at postponed general meeting**

The only business that may be transacted at a postponed general meeting is the business specified in the notice originally convening the meeting.

## **5.10 Business Conducted at Annual General Meeting**

In the case of the AGM the following business shall be transacted:-

- (a) President's opening remarks
- (b) Apologies
- (c) Confirmation of the minutes of the previous A.G.M./and any recent special general meeting
- (d) President's report
- (e) Financial and auditor's report
- (f) Elections
- (g) Notices of motion of which due notice is given
- (h) Close

## **5.11 Non-receipt of notice**

The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

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## **6 Proceedings at general meetings**

### **6.1 Number for a quorum**

Subject to article 6.4, 60% by number of those persons who are Members and who are present and eligible to vote are a quorum at a general meeting.

### **6.2 Requirement for a quorum**

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it. If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

### **6.3 Quorum and time**

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

### **6.4 Adjourned meeting**

At a meeting adjourned under article 6.3(b), 40% by number of those persons who are Members and who are present and eligible to vote are a quorum.

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

### **6.5 President to preside over general meetings**

The President is entitled to preside at general meetings.

If a board meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present.

### **6.6 Conduct of general meetings**

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- (c) may, having regard where necessary to the Associations Incorporation Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

A decision by the chairman under this rule is final.

### **6.7 Adjournment of general meeting**

The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

The chairman may, but need not, seek any approval for the adjournment.

Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment.

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### **6.8 Notice of adjourned meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

In that case, the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

### **6.9 Questions decided by majority**

Subject to the requirements of the Associations Incorporation Act and article 7.3, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

### **6.10 Equality of votes casting vote for chairman**

Except on a resolution to elect a Director, if there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting is entitled to a casting vote in addition to any votes to which the chairman is otherwise entitled.

### **6.11 Declaration of results**

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Zone, is conclusive evidence of the fact.

Neither the chairman nor the minutes need state and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

### **6.12 Poll**

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

### **6.13 Objection to voting qualification**

An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

- (a) may not be raised except at that meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

### **6.14 Chairman to determine any poll dispute**

If there is a dispute as to the admission or rejection of a vote, the chairman of the meeting must decide it and their decision made in good faith is final and conclusive.

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## **7 Votes of Members**

### **7.1 Votes on show of hands**

On a show of hands:

- (a) each club present at a general meeting has one vote; and
- (b) every other Member present at a general meeting has one vote.

## **7.2 Votes on a poll**

On a poll:

- (a) each club present at a general meeting has one vote;
- (b) every other Member present at a general meeting has one vote; and

## **7.3 Relativity of votes**

Despite any other provision in this Constitution whenever each of the Clubs present and eligible to vote, vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be the greater of the following:

- (a) 51% of the votes cast; or
- (b) the actual percentage (rounded up to the nearest whole number) that the aggregate of the voting clubs represents relative to all votes cast on the relevant resolution.

## **7.4 Suspension of voting rights**

The voting rights of a Member may be suspended while the payment of any amount determined under article 4.6(a)(ii) or article 4.13 is in arrears.

No other rights of the Member are affected.

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# **8 Obligations to NNSWSF / FFA**

## **8.1 Constitution**

The Zone must:

- (a) amend:
  - (i) this Constitution; or
  - (ii) the By-laws,  
  
to promptly adopt changes in the model constitution and by-laws of NNSWSF made from time to time to the extent that they are applicable to the Zone. In this clause the reference to changes to by-laws includes additional or replacement by-laws; and
- (b) not otherwise amend or vary this Constitution or any of its By-laws without the consent of NNSWSF. This prohibition only relates to those By-laws dealing with the following:



- (i) Zone descriptions or boundaries;
- (ii) the election, appointment, functions, membership and operation of Standing Committees;
- (iii) the functions of the Zone; or
- (iv) the subject matter of by-laws adopted by NNSWSF after the date of adoption of this Constitution by the Zone.

However, NNSWSF must consent to any amendment to this Constitution or those By-laws which are required by law.

## **8.2 Enforcement of rules**

The Zone must promulgate and enforce the Statutes and Regulations, the Laws of the Game and relevant by-laws of NNSWSF.

## **8.3 Register of participants**

The Zone must maintain a database of Registered Participants.

The database is to be established and maintained in the form, and contain the details, required by NNSWSF from time to time.

The Zone must provide NNSWSF with a copy of its database by 1 March and 1 September each year, certified to be true and correct as at the previous 31 December and 30 June respectively.

NNSWSF may audit a database maintained under this article at its discretion and the Zone must co-operate with NNSWSF and do everything reasonably required by NNSWSF to facilitate the audit.

In fulfilling its obligations under this article 8.3, the Zone must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cwth), whether or not the Zone is otherwise bound to comply with them.

The Directors must adopt a By-law regulating the steps to be taken by the Zone in relation to the disclosure of Personal Information collected by it. A By-law adopted under this article 8.3 must be consistent with the by-law adopted by NNSWSF on the same subject matter.

NNSWSF's rights under this article may be exercised by a representative, 3<sup>rd</sup> party or other person nominated by NNSWSF.

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# **9 FIFA, FFA, and NNSWSF**

## **9.1 Compliance and co-operation**

Subject to applicable law, the Zone must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- (b) co-operate with NNSWSF in all matters relating to the organisation of competitions, the Zone's own competitions and Football in general.

## **9.2 Referral of disputes**

The Zone must not, and must ensure that all other persons affiliated with it do not, refer disputes relating to Football to a court of law.

All disputes must be submitted to an appeals tribunal established by the Zone according to the Statutes and Regulations.

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## **10 Patrons and Life Members**

### **10.1 Appointment and removal of Patrons**

The Directors may appoint and remove Patrons of the Zone.

### **10.2 Rights of Patrons**

Patrons are:

- (a) entitled to notice of all general meetings;
- (b) entitled to attend and speak at general meetings; and
- (c) not entitled to vote at any general meeting.

### **10.3 Eligibility for Life Membership**

- (a) Any Member or Director may nominate an individual for admission as a Life Member.
- (b) Life Members of the Oxley Soccer Association, the Manning District Soccer Association and the Hastings Macleay Referees Association and Manning District Referees Association are automatically Life Members of the Zone.

### **10.4 Nomination requirements**

A nomination under article 10.3 must:

- (a) be in writing in the form determined by the Directors from time to time; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.

## **10.5 Admission to Life Membership**

Nominations for admission to Life Membership are to be considered by the Directors at their next meeting after the nomination is received.

In their absolute discretion, and without the need to give reasons for doing so, the Directors may recommend the nomination, or decide not to recommend or submit the nomination, to the next annual general meeting for approval.

A nominee is admitted to Life Membership if:

- (a) the Directors recommend that the nominee be admitted to Life Membership; and
- (b) the recommendation is approved by a majority of two-thirds of Members present at the annual general meeting at which the recommendation is considered.

## **10.6 Rights of Life Members**

A Life Member:

- (a) is not to be counted in a quorum under article 6.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with the Zone to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

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# **11 Directors**

## **11.1 Number of Directors**

There are to be no more than nine Directors comprising the zone governing body.

- (a) The Members elected to the governing body shall be elected in a secret ballot by those members present at the Annual General Meeting and who are eligible to vote.
- (b) The elected Members shall be divided into three equal groups.
- (c) The groups having been determined by which directors received the most number of votes at the Annual General Meeting election and if more than two directors are in an equal position then by drawing lots.

- (d) The three Directors receiving the most number of votes shall hold office for a period of three years.
- (e) The next three Directors shall hold office for a period of two years.
- (f) The next three Directors shall hold office for a period of one year.

### **11.2 Subsequent General Meetings**

At each General Meeting the number of members required to fill vacancies on the governing body shall be elected and shall, unless otherwise disqualified, hold office for three years.

### **11.3 Eligibility**

A person who:

- (a) is an employee of the Zone or of NNSWSF / FFA; or
- (b) a member of a tribunal or established body, or
- (c) a member of a standing committee

(each a **disqualifying position**) may not stand for or hold office as a Director.

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and article 11.10(d) applies.

### **11.4 Directors to retire**

The Directors to retire at any annual general meeting must be those who have been longest in office since their last election, including any period prior to adoption of this Constitution.

As between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

### **11.5 Office held until end of meeting**

A retiring Director holds office until the end of the meeting at which that Director retires is eligible for re-election.

### **11.6 Casual vacancy**

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this article holds office until the end of the term of the Director in whose place they were appointed.

### **11.7 Executive**

Within 5 days of the election of the committee after the AGM, its members must meet and elect from their numbers a President, Senior Vice-President

and Junior Vice-President, and they shall become the Zone Executive and Office Bearers.

#### **11.8 Removal of Executive from Office**

An executive member may be removed from that office by the Directors at their absolute discretion.

#### **11.9 Remuneration of Directors**

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) Paid by the Zone for services rendered to it; and
- (b) Reimbursed by the Zone for their reasonable travelling, accommodation and other expenses when:
  - (i) Traveling to or from meetings of the Directors, a Committee or Sub Committee of the Zone; or
  - (ii) Otherwise engaged on the affairs of the Zone.

Claims relating to expenses must be lodged within four weeks of the date of the expense in order to be reimbursed.

#### **11.10 Vacation of office**

The office of a Director becomes vacant when the Associations Incorporation Act says it does and also if the Director:

- (a) is disqualified by the Associations Incorporation Act from being a committee member;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Zone;
- (d) accepts appointment to, or becomes the holder of a disqualifying position;
- (e) is not present personally at three consecutive Directors' meetings without leave of absence approved by the other Directors.

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## **12 Powers and duties of Directors**

### **12.1 Directors to manage Zone**

The Directors are to manage the Zone's business and may exercise those of the Company's powers that are not required, by the Associations Incorporation Act or by this Constitution, to be exercised by the Zone in general meeting.

### **12.2 Specific powers of Directors**

Without limiting article 12.1 the Directors may exercise all the Zone's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Zone or of any other person.

### **12.3 Appointment of attorney**

The Directors may appoint any person to be the Zone's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions that they think fit.

### **12.4 Provisions in power of attorney**

A power of attorney granted under article 12.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **12.5 Minutes**

The Directors must cause minutes of meetings to be made and kept according to the Associations Incorporation Act.

### **12.6 Signing Cheques**

The Directors may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed. However at all times there must be at least two signatories to the cheques and other negotiable instruments.

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## **13 Proceedings of Directors**

### **13.1 Directors' meetings**

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

### **13.2 Questions decided by majority**

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

### **13.3 Chairman's casting vote**

The chairman of the meeting has a casting vote.

### **13.4 Quorum**

Until otherwise determined by the Directors, five Directors present in person are a quorum.

### **13.5 Effect of vacancy**

The continuing Directors may act despite a vacancy in their number.

However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

### **13.6 Convening meetings**

Two Directors may, and the Secretary on the request of two Directors must, convene a Directors' meeting.

### **13.7 President to preside at Directors' meeting**

The President is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Senior Vice-President (if any);
- (b) the junior vice-President (if any);
- (c) a Director chosen by a majority of the Directors present.

### **13.8 Committees or Sub Committees**

The Directors may delegate any of their powers to Committees or Sub Committees consisting of those persons they think fit, and may revoke that delegation.

### **13.9 Powers Delegated to Committees**

A Committee or Sub Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.

Powers delegated to and exercised by a committee or Sub Committee are taken to have been exercised by the Directors.

### **13.10 Committee / Sub Committee Meetings**

Meetings of these bodies are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

### **13.11 Circulating Resolutions**

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director signs.

### **13.12 Validity of acts of Directors**

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

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## **14 Chief Executive Officer**

### **14.1 Appointment of Chief Executive Officer**

The Directors have the authority to appoint a Chief Executive Officer.

### **14.2 Powers, duties and authorities of Chief Executive Officer**

The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

The Chief Executive Officer's performance will be monitored by the directors. The president will undertake annual performance reviews to ensure all duties are being met to the satisfaction of the board.

### **14.3 Suspension and removal of Chief Executive Officer**

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Chief Executive Officer from that office.

### **14.4 Chief Executive Officer to attend Directors' meetings**

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Zone, the Directors and any Committees or Sub Committees. He may speak on any matter, but does not have a vote.



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## **15 Secretary**

### **15.1 Appointment of Secretary**

There must be at least one secretary appointed to undertake a range of duties as determined by the executive and the Chief Executive Officer.

### **15.2 Suspension and removal of Secretary**

The Directors may suspend or remove a Secretary from that office.

### **15.3 Powers, duties and authorities of Secretary**

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

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## **16 Public Officer**

- a) The Directors shall ensure that a person is appointed as Public Officer.
- b) The first Public Officer shall be the person who completed the Application for Incorporation of the Association.
- c) The Directors may at any time remove the Public Officer and appoint a new Public Officer provided he/she is eighteen (18) years or older and a resident of New South Wales.
- d) The Public Officer shall be deemed to have vacated his/her position in the following circumstances:-
  - I. death
  - II. resignation
  - III. removal by the Directors or at a general meeting
  - IV. bankruptcy or financial insolvency
  - V. residency outside New South Wales
- e) When a vacancy occurs in the position of Public Officer the Directors shall within fourteen (14) days notify the Dept. of Fair Trading by the prescribed form and appoint a new Public Officer.
- f) The Public Officer is required to notify the Department of Fair Trading by the prescribed form in the following circumstances :-
  - i) his appointment within fourteen (14) days
  - ii) a change of residential address within fourteen (14) days
  - iii) a change in the Zone's objects or Constitution
  - iv) of the Zone's financial affairs within one month after the AGM.
  - v) a change in the Zone's name within one month.
- g) The Public Officer may be an office bearer, director, or any other person regarded as suitable for the position by the directors.
- h) The Public Officer shall keep a Register of Members of the Zone Directors which must :-

- i) contain the name and residential address of each Zone Director and the date on which they became a Director of the Zone.
- ii) be updated within one month of any change taking place.

Be made available for inspection by any person, at all reasonable hours and free of charge.

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## **17 By-laws**

### **17.1 Making and amending By-laws**

The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Zone's affairs and may amend, repeal and replace those By-laws, but only to the extent the Zone can do so under article 8.1.

Subject to article 8.1, the Zone in a general meeting may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

### **17.2 Effect of By-law**

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

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## **18 Seals**

### **18.1 Safe custody of common seals**

The Directors must provide for the safe custody of any seal of the Zone.

### **18.2 Use of common seal**

If the Zone has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

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## **19 Inspection of records**

### **19.1 Inspection by Members**

- a) Access to Zone records will be supplied following a written request from a member, signed by two of the executive and detailing the records they wish to view, and the reason.
- b) Access will be provided at the zone office, Office or at a venue determined by the Zone Executive and must be provided within 96 hours of the request (excluding weekends and public holidays).
- c) Access will only be granted to members of the executive of the club making the application.

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## **20 Service of documents**

### **20.1 Document includes notice**

In all of article 20, the word **document** includes a notice.

### **20.2 Methods of service**

The Zone may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

### **20.3 Methods of service on the Zone**

A Member may give a document to the Zone:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) to a fax number or electronic address nominated by the Zone.

### **20.4 Post**

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

## **20.5 Fax or electronic transmission**

If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and
- (b) to have been delivered on the day following its transmission.

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## **21 Indemnity**

### **21.1 Indemnity of officers**

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer; or
- (c) a Secretary,

is entitled to be indemnified out of the property of the Zone against:

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (f) the Zone is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by the Zone of the person against the liability or legal costs would, if given, be made void by statute.

### **21.2 Insurance**

The Zone may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or Chief Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs unless:

- (a) the Zone is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Zone paid the premium, be made void by statute.

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## 22 Winding up

### 22.1 Excess property on winding up

If on the winding up or dissolution of the Zone, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Zone; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Zone under this Constitution.

That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that a determination, by a judge who has or acquires jurisdiction in the matter.

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## 23 Accounts

The Directors must cause the accounts of the Zone to be audited on an Annual basis.

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## 24 Definitions and interpretation

### 24.1 Definitions

In this Constitution unless the contrary intention appears:

**Accredited** means a person who has completed a course of relevant training recognised by the Zone or NNSWSF / FFA.

**By-law** means a by-law made under this Constitution.

**Chief Executive Officer** means a person appointed as chief executive officer by the Directors according to the powers conferred on them by article 14.

**Club** means:

- (a) a body corporate or incorporated association recognized by the Zone and having the following characteristics:
  - (i) It organises teams to participate in competitions sanctioned by the Zone or NNSWSF / FFA;
  - (ii) All members of its teams are entitled to club membership; and
  - (iii) Club members (or their parent or guardian) may vote in an election for any club officeholders; or
- (b) any legal entity deemed to be a Club by the Zone.

**Committee or Sub Committee** means a committee or sub committee established under article 13.10.

**Company** means The Northern New South Wales Soccer Federation Limited (ACN 001 887 467).

**Constitution** means this constitution as amended from time to time, and a reference to a particular article is a reference to an article of this Constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Zone and includes the President and any Vice President.

**Directors** means all or some of the directors of the Zone acting as a board.

**FFA** means Football Federation Australia Limited.

**FIFA** means Federation Internationale de Football Association.

**First Directors** means the Directors at the adoption of this Constitution.

**Jurisdiction** means the territory substantially within the State of New South Wales as defined from time to time by FFA, its successor, or such other body or entity established to be the Australian member of FIFA.

**Laws of the Game** means the rules of Soccer referred to in the Statutes and Regulations.

**Life Member** means a person admitted as such under article 10.

**Member** means a member of the Zone.

**Personal Information** has the meaning given to it in section 6 of the *Privacy Act 1988* (Cth).

**President** means the President from time to time of the Zone.

**Registered Office** means the registered office of the Zone from time to time.

**Registered Participant** means a person registered by the Zone under article 8.3 in the category of:

- (a) player (including junior players) in any competition recognised by the Company;
- (b) Accredited referee; or

**Representative** means a person appointed to represent a corporate Member at a general meeting of the Zone.

**Secretary** means a person appointed from time to time as a secretary of the Zone, and where appropriate includes an acting secretary and a person

appointed by the Directors to perform all or any of the duties of a secretary of the Zone.

**Football** means “Association Football” as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Zone, Football includes the games of soccer, soccer football, indoor or 5 a side (Futsal) soccer and beach soccer.

**Standing Committee** means a Standing Committee established by the Directors under the By-laws.

**Standing Committee Member** means a Member nominated under article 4.2.

**State Body** has the meaning given to that term in FFA’s constitution.

**Statutes and Regulations** means the Statutes and Regulations of FIFA in force from time to time.

**Zone** means a geographical area or member constituency determined to be a Zone.

**Zone Association** means either of the following assigned to a Zone:

- (a) a body corporate or incorporated association:
  - (i) recognised by the Zone and whose members:
    - (A) if they are or include bodies corporate or incorporated associations, are Clubs; and
    - (B) if they are individuals, they (or their parent or guardian) may vote in an election for any its officeholders; and
  - (ii) that does not, in the opinion of the Directors, have a constitution that contains any provisions that are inconsistent, substantively, from this Constitution; or
- (b) any legal entity deemed to be a Zone Association by the Directors.

## 24.2 Interpretation

- (a) In this Constitution:
  - (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
  - (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Zone in that calendar year under the Associations Incorporations Act; and

- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.
- (b) In this Constitution unless the contrary intention appears:
- (i) **(gender)** words importing any gender include all other genders;
  - (ii) **(person)** the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
  - (iii) **(successors)** a reference to an organisation includes a reference to its successors;
  - (iv) **(singular includes plural)** the singular includes the plural and vice versa;
  - (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
  - (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
  - (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
  - (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.
  - (ix) **(Act)** “section” means a section of the Corporations Act.

### 24.3 Headings

Headings are inserted for convenience and do not affect the interpretation of this Constitution.

### 24.4 “Include” etc

In this Constitution the words “include”, “includes”, “including” and “for example” are not to be interpreted as words of limitation.



## **24.5 Powers**

A power, an authority or discretion reposed in a Director, the Directors, a Committee, the Zone in general meeting or a Member may be exercised at any time and from time to time.

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