



# Constitution

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## **1 OBJECTS OF THE ZONE**

### **1.1 Objects**

The objects for which the Zone is established are:

- (a) to be a member of NNSWF in respect of the Jurisdiction and to comply with the constitution and by-laws of NNSWF;
- (b) to control Football throughout the Jurisdiction, prevent infringement of the constitution and by-laws of NNSWF and protect Football from abuse;
- (c) to foster friendly relations among the officials and players of Football by encouraging Football games in the Jurisdiction;
- (d) to prevent racial, religious, gender or political discrimination or discrimination 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 NNSWF, other members of NNSWF 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 Zone Committee, is in the best interests of Football.

## **2 INCOME AND PAYMENTS**

### **2.1 Application of income**

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

### **2.2 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.

### **2.3 Payments in good faith**

Subject to article 10.14, article 2.2 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 2.3 by the Zone in General Meeting; or
- (d) of reasonable rent for premises let by them to the Zone.

## **3 MEMBERSHIP**

### **3.1 Members from adoption of this Constitution**

With effect from the adoption of this Constitution, the number of Members of the Zone is declared unlimited, and will include the following:

**Club Members** – shall be those Clubs affiliated with Football Far North Coast Inc. and being registered by and approved to play under these Articles. Each Club Member shall have one (1) vote at any General Meeting of the Zone.

**Competition Members** - shall be those organisations affiliated with the Zone and being registered by and providing services to the Zone under these Articles. A Competition Member shall not be eligible to vote at any General Meeting of the Zone.

### **3.2 Membership Qualifications**

(a) The Zone Committee will invite each Club Member and Competition Member to apply for Membership at the end of each Football Far North Coast Financial Year.

(b) Every application for Club or Competition Membership of the Zone shall be lodged with the Public Officer, and the Body applying for such Membership must advise all information as the Public Officer may require of its representatives.

(c) The acceptance of Club or Competition Membership shall be by the Zone Committee at a meeting duly convened. The Zone Committee may reject such application for membership without assigning a reason for such rejection. For an application to be successful, a majority of Zone Committee Members in attendance must be obtained.

(d) Upon acceptance of Club or Competition Membership, the Public Officer shall give the Club Member or Competition Member written notice of their membership, together with an account for any fees due and payable to the Zone for Membership.

(e) Each Club or Competition Member shall be required to pay within twenty-eight (28) days of the date of notice of Membership, all fees outstanding as per article 3.2(d). Failing such payment, the Zone Committee may in its absolute discretion, cancel such membership.

### **3.3 Registered Participants**

Club Members and Competition Members:

(a) must procure that each Registered Participant registered in the Club or with the Competition Member:

(1) 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**);

(2) without limiting article 3.3 agrees to pay the fees and subscriptions set out in, or determined by the Zone Committee;

(3) 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

(c) that do not comply with article 3.3 and any By-laws made, at the absolute discretion of the Zone Committee:

(1) have their membership terminated by the Zone Committee;

(2) have their voting rights suspended according to article 6.3.

### **3.4 Standing Committees**

(a) Subject to article 3.4 the Zone Committee may establish:

(1) a referees' Standing Committee

(2) a coaches' Standing Committee

(3) a woman's Standing Committee

(4) a Futsal Standing Committee

(5) a juniors' Standing Committee

(b) In addition to the Standing Committees referred to in article 3.4(a), the Zone Committee may, with the consent of NNSWF, establish any other Standing Committee they think fit.

(c) A Standing Committee is established by a By-law made by the Zone Committee.

(d) In respect of each Standing Committee the By-laws must provide for its functions, membership and operation.

(e) The Zone Committee may with the consent of NNSWF dissolve any Standing Committee established under article 3.4 by repealing the By-laws under which it is established.

(f) The Referees Standing Committee and the Futsal Standing Committee are entitled to one (1) vote each.

### **3.5 Election By-law**

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

### **3.6 Admission of Members**

Before admission as a Member, an applicant invited by the Zone Committee to apply for membership must sign an application agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations.

### **3.7 Ceasing to be a Member**

A Member 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) being deemed guilty of misconduct or conduct considered prejudicial to the interests of the Zone by the Zone Committee;
- (f) the termination of their membership according to this Constitution;

### **3.8 No claim against the Zone**

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

### **3.9 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.

### **3.10 Members Entitlements**

A right, privilege or obligation which a Member has by reason of being a Member of the Zone, is not capable of being transferred to another Member, person or organisation.

## **4 GENERAL MEETINGS**

### **4.1 Annual General Meeting**

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

### **4.2 Power to convene General Meeting**

The Zone Committee may convene a General Meeting when they think fit and must do so if required under the Incorporations Act.

### **4.3 Notice of General Meeting**

- (a) Notice of a General Meeting of Members must be given according to article 18 and the Incorporations Act.
- (b) A Member wishing to bring any business before a General Meeting shall give notice of that business in writing to the Public Officer twenty-eight (28) days prior to the General Meeting.

### **4.4 Zone Committee Members entitled to attend General Meetings**

A Zone Committee Member is entitled to receive notice of and attend and speak at all General Meetings.

### **4.5 Cancellation or postponement of General Meeting**

Where a General Meeting (including an Annual General Meeting) is convened by the Zone Committee they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.

**4.6 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 to each Member individually.

**4.7 Contents of notice postponing General Meeting**

A notice postponing a General Meeting must specify:

- (a) the new date and time for the General 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 General Meeting; and
- (c) if the General Meeting is to be held in two or more places, the technology that will be used to hold the General Meeting in that manner.

**4.8 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 General 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 Incorporations Act.

**4.9 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 General Meeting.

**4.10 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 General Meeting or the cancellation or postponement of the General Meeting.

**5 PROCEEDINGS AT GENERAL MEETINGS****5.1 Number for a quorum**

Subject to article 5.4, 60% by number of those persons who are Members and who are present and eligible to vote are a quorum at a General Meeting.

**5.2 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 General 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.

**5.3 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 Zone Committee appoint by notice to those entitled to notice of the General Meeting.

**5.4 Adjourned General Meeting**

At a meeting adjourned under article 5.3(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 General Meeting, the meeting is dissolved.

**5.5 President to preside over General Meetings**

The President is entitled to preside at General Meetings.

If a General 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 General Meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

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

**5.6 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 Incorporations 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.

**5.7 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 General Meeting resumed after an adjournment.

**5.8 Notice of adjourned General Meeting**

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned General Meeting unless a General Meeting is adjourned for one (1) month or more.

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

**5.9 Questions decided by majority**

Subject to the requirements of the Incorporations Act, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

**5.10 Equality of votes**

Except on a resolution to elect a Zone Committee Member, 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.

**5.11 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.

#### **5.12 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 General 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 General Meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

#### **5.13 Objection to voting qualification**

An objection to the right of a person to attend or vote at the General 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.

#### **5.14 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.

### **6 VOTES OF MEMBERS**

#### **6.1 Votes on show of hands**

On a show of hands, each Voting Member present at a General Meeting has one (1) vote.

#### **6.2 Votes on a poll**

On a poll, each Voting Member present at a General Meeting has one (1) vote.

#### **6.3 Suspension of voting rights**

A Voting Member is not entitled to vote, move or second a motion or amendment at any General Meeting unless all money due and payable by the Member to the Zone has been paid.

#### **6.4 Right to appoint proxy**

A Member entitled to attend a general meeting of the Zone is entitled to appoint another person as their proxy to attend the meeting in their place.

A proxy has the same right as the Member to speak and vote at the general meeting and may be appointed in respect of more than one meeting.

However, in the case of a Standing Committee Member, the appointment of a proxy must be approved by the relevant Standing Committee.

Proxy votes are not allowed at Zone Committee Meetings.

### **7 OBLIGATIONS TO NNSWF**

#### **7.1 Constitution**

The Zone must:

- (a) amend this Constitution or By-laws to promptly adopt changes in the model constitution and the by-laws of NNSWF 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 NNSWF.

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

## **7.2 Enforcement of Rules**

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

## **7.3 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 NNSWF from time to time.

The Zone must provide NNSWF with a copy of its database, certified by the Public Officer or President to be true and correct as requested by NNSWF.

## **8 FIFA, FFA and NNSWF**

### **8.1 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 NNSWF in all matters relating to the organisation of competitions, the Zone's own competitions and Football in general.

### **8.2 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.

## **9 PATRONS AND LIFE MEMBERS**

### **9.1 Existing Life Members**

All existing Life Members of Soccer Far North Coast Inc. and Tweed District Soccer Association Inc. shall transfer to Life Members of the Zone upon adoption of this Constitution.

### **9.2 Appointment and Removal of Patrons**

The Zone Committee may appoint and remove Patrons of the Zone.

### **9.3 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.

### **9.4 Eligibility of Life Membership**

Any Member or Zone Committee Member may nominate an individual for admission as a Life Member.

### **9.5 Nomination Requirements**

A nomination under article 9.4 must:

- (a) be in writing in the form determined by the Zone Committee 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.

### **9.6 Admission to Life Membership**

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

In their absolute discretion, and without the need to give reasons for doing so, the Zone Committee 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 Zone Committee 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.

### **9.7 Rights of Life Members**

A Life Member:

- (a) is not to be counted in a quorum under article 5.1;
- (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.

## **10 ZONE COMMITTEE MEMBERS**

### **10.1 Number of Zone Committee Members**

At the adoption of this Constitution, the SFNC Inc. Committee Members shall be the Interim Zone Committee Members.

At the Annual General Meeting for 2005, all Interim Zone Committee Members shall retire from office, but shall be eligible for re-election.

With effect from the completion of the Annual General Meeting for 2005, there are to be no more than eight (8) Zone Committee Members comprised as follows:

- (a) Six (6) Zone Committee Members who subject to article 10.2, are to be elected according to article 10.8; and
- (b) up to two (2) other Zone Committee Members appointed according to article 10.11.

### **10.2 First Zone Committee Members**

The Zone Committee Members appointed at the Annual General Meeting for 2005 shall be the First Zone Committee Members.

Subject to the Incorporations Act and article 10.15, the First Zone Committee Members will each remain in office until the completion of the annual general meeting for 2007. The First Zone Committee Members are eligible for re-election.

If the office of a First Zone Committee Member becomes vacant, article 10.10 shall apply; and

A Zone Committee Member appointed to fill a vacancy caused by the office of a First Committee Member becoming vacant will count the period the First Committee Member was in office as part of the term of office of the Zone Committee for the purpose of article 10.6.

### **10.3 Eligibility**

A person who

(a) is an employee of any football organisation; or

(b) holds any Official Position,

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

A Zone Committee Member who accepts a disqualifying position must notify the other Zone Committee Members of that fact immediately and article 10.15(d) applies.

### **10.4 Nomination for election**

A Member or a Zone Committee Member may nominate a person for election as a Zone Committee Member.

A nomination must be in writing and signed by the nominator and nominee, and shall be delivered to the Zone Public Officer not less than twenty-one (21) days prior to the Annual General Meeting

### **10.5 Rotation of Zone Committee Members**

At the Annual General Meeting in 2007 and at each subsequent Annual General Meeting one-half of the Zone Committee Members must retire from office.

If the number of Zone Committee Members is not a whole number which is a multiple of two, the number of Zone Committee Members is to be rounded down to the next whole number.

Article 10.5 does not apply to Zone Committee Members appointed under article 10.11.

### **10.6 Zone Committee Members to retire**

The Zone Committee Members to retire at any Annual General Meeting must be those who have been longest in office since their last election.

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

### **10.7 Office held until end of Annual General Meeting**

A retiring Zone Committee Member holds office until the end of the Annual General Meeting at which that Zone Committee Member retires but, subject to article 10.9, is eligible for re-election.

### **10.8 Zone Committee Member elected at Annual General Meeting**

At an Annual General Meeting:

(a) at which a Zone Committee Member retires; or

(b) at the commencement of which there is a vacancy in the office of a Zone Committee Member (other than a Zone Committee Member appointed according to article 10.11),

the Zone Committee may, by resolution, fill the vacancy by electing someone to that office.

A Zone Committee Member elected under this article takes office at the end of the Annual General Meeting at which they are elected and will hold office for a term of two (2) years.

### **10.9 Maximum term of office**

A Zone Committee Member may not serve more than three (3) consecutive terms as a Zone Committee Member.

If a Zone Committee Member has served three (3) consecutive terms, they may not be elected as a Zone Committee Member again until the second annual general meeting after the end of their third term of office.

### **10.10 Casual vacancy**

The Zone Committee may at any time appoint a person to be a Zone Committee Member to fill a casual vacancy.

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

Service as a Zone Committee Member under this article is a full term of office for the purposes of article 10.9.

#### **10.11 Appointed Zone Committee Members**

In addition to the Zone Committee Members elected under article 10.8, the Zone Committee may themselves appoint up to two (2) other Zone Committee Members.

A Zone Committee Member appointed under this article holds office for a term of two (2) years but is eligible for re-appointment. The provisions of articles 10.5, 10.6, 10.8 and 10.9 do not apply to Zone Committee Members appointed under this article.

A Zone Committee Member appointed under this article 10.11 may be removed from office by the Zone Committee at their absolute discretion.

#### **10.12 Executive Zone Committee Members**

(a) The Executive of the Zone Committee shall be as follows:

- (1) President
- (2) Vice-President
- (3) A Zone Committee Member chosen by a majority of the Zone Committee Members present

(b) The Executive Zone Committee Members shall be elected at the first Zone Committee Meeting after the Annual General Meeting.

(c) Executive Zone Committee Members are honorary positions and shall be held until the next Annual General Meeting

#### **10.13 Removal of Executive Zone Committee Members**

A Zone Committee Member may be removed from their position as an executive Zone Committee Member by the Zone Committee at their absolute discretion.

#### **10.14 Remuneration of Zone Committee Members**

A Zone Committee Member may not be paid for services as a Zone Committee Member but, with the approval of the Zone Committee, 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) travelling to or from meetings of the Zone, NNSWF or FFA; or
  - (ii) otherwise engaged on the affairs of the Zone.

#### **10.15 Vacation of office**

Notwithstanding any other article on the same subject matter, a Zone Committee Member can be removed from their position as a Zone Committee Member if the person:

- (a) is disqualified by the Incorporations Act from being a Zone 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 Committee;
- (d) accepts appointment to, or becomes the holder of a disqualifying position;
- (e) is not present personally at three consecutive Zone Committee Meetings without leave of absence from the Zone Committee.
- (f) is currently suspended by the Zone for a time period of more than three months, or more than ten matches.
- (g) is deemed guilty of misconduct or conduct considered prejudicial to the interests of the Zone

## **11 POWERS AND DUTIES OF ZONE COMMITTEE MEMBERS**

### **11.1 Zone Committee Members to manage Zone**

The Zone Committee Members are to manage the Zone's business and may exercise those of the Zone's powers that are not required, by the Incorporations Act or by this Constitution, to be exercised by the Zone in General Meeting.

### **11.2 Specific powers of Zone Committee Members**

Without limiting article 11.1 the Zone Committee 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.

### **11.3 Appointment of attorney**

The Zone Committee 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.

### **11.4 Provisions in power of attorney**

A power of attorney granted under article 11.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Zone Committee 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.

### **11.5 Minutes**

The Zone Committee must cause minutes of meetings to be made and kept according to the Incorporations Act.

### **11.6 Signing Cheques**

The Zone Committee may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed.

## **12 PROCEEDINGS OF ZONE COMMITTEE MEETINGS**

### **12.1 Zone Committee Meetings**

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

### **12.2 Questions decided by majority**

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

### **12.3 Chairman's casting vote**

The chairman of the meeting has a casting vote.

### **12.4 Quorum**

Until otherwise determined by the Zone Committee, four (4) Zone Committee Members present are a quorum.

### **12.5 Effect of vacancy**

The continuing Zone Committee Members may act despite a vacancy in their number.

However, if the number of Zone Committee Members is reduced below the number required for a quorum, the remaining Zone Committee Members 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.

### **12.6 Convening Meetings**

Two Zone Committee Members may, and the Public Officer on the request of two Zone Committee Members must, convene a Zone Committee meeting.

### **12.7 President to preside at Zone Committee Meeting**

The President is entitled to preside at Zone Committee 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 Vice-President (if any);

(b) a Zone Committee Member chosen by a majority of the Zone Committee Members present.

### **12.8 Zone Executive Meetings**

The Zone Executive may conduct meetings to handle routine matters of the Zone, adjourn and otherwise regulate their meetings as they think fit.

### **12.9 Committees**

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

### **12.10 Powers delegated to Committees**

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

Powers delegated to and exercised by a committee are taken to have been exercised by the Zone Committee.

### **12.11 Committee Meetings**

Committee meetings are governed by the provisions of this Constitution dealing with Zone Committee meetings, as far as they are capable of application.

### **12.12 Circulating resolutions**

The Zone Committee Members may pass a resolution without a Zone Committee meeting being held if all of the Zone Committee Members 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 Zone Committee Members if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Zone Committee Member signs.

### **12.13 Validity of acts of Zone Committee Members**

Everything done at a Zone Committee Meeting or a Standing Committee Meeting, or by a person acting as a Zone Committee Member, 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.

## **13 GENERAL MANAGER**

### **13.1 Appointment of General Manager**

The Zone Committee may appoint a General Manager.

### **13.2 Powers, duties and authorities of General Manager**

The General Manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Zone Committee.

The exercise of those powers and authorities and the performance of those duties, by the General Manager are subject at all times to the control of the Zone Committee Members.

### **13.3 Suspension and removal of General Manager**

Subject to the terms and conditions of the appointment, the Zone Committee may suspend or remove the General Manager from that office.

### **13.4 General Manager to attend Meetings**

The General Manager is entitled to notice of and to attend all general meetings of the Zone, the Zone Committee Meetings and the Executive Meetings and may speak on any matter, but does not have a vote.

## **14 PUBLIC OFFICER**

### **14.1 Appointment of Public Officer**

There must be at least one Public Officer who is to be appointed by the Zone Committee Members.

### **14.2 Powers, duties and authorities of Public Officer**

A Public Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Zone Committee.

#### **14.3 Suspension and Removal of Public Officer**

The Zone Committee may suspend or remove a Public Officer from that office.

### **15 BY-LAWS**

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

The Zone Committee 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 Committee can do so under article 7.1.

Subject to article 7.1, the Zone Committee may amend, repeal and replace any By-law made by the Zone Committee, but that does not affect the validity of anything previously done by the Zone Committee or anyone pursuant to that By-law

#### **15.2 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.

### **16 SEALS**

#### **16.1 Safe custody of common seals**

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

#### **16.2 Use of common seal**

If the Zone has a common seal or duplicate common seal it may be used only by the authority of the Zone Committee

### **17 INSPECTION OF RECORDS**

#### **17.1 Inspection by Members**

Subject to the Incorporations Act, the Zone Committee may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Zone or any of them will be open for inspection by the Members.

#### **17.2 Right of a Member to inspect**

A Member does not have the right to inspect any document of the Zone except as provided by law or authorised by the Zone Committee or by the Zone Committee Members in general meeting.

### **18 SERVICE OF DOCUMENTS**

#### **18.1 Document includes notice**

In all of this article 18, **document** includes a notice.

#### **18.2 Methods of service to a Member**

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.

#### **18.3 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.

#### **18.4 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.

#### **18.5 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.

### **19 INDEMNITY**

#### **19.1 Indemnity of officers**

Every person who is or has been:

- (a) a Zone Committee Member;
- (b) a General Manager;
- (c) a Public Officer

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

- (e) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (f) 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:

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

#### **19.2 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 Zone Committee Member, General Manager or Public 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.

## **20 WINDING UP**

### **20.1 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.

## **21 ACCOUNTS**

The Zone Committee must cause the accounts of the Zone to be audited as required by the Incorporations Act.

## **22 DEFINITIONS AND INTERPRETATION**

### **22.1 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 NNSWF *or FFA or FIFA*.

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

**Club** means:

- (a) an incorporated club recognised by the Zone and having the following characteristics:
  - (i) It organises teams to participate in competitions sanctioned by the Zone or NNSWF;
  - (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** means a Zone Committee established under article 12.9.

**Committee Member** means a Committee Member of the Zone and includes the President and Vice-President

**Competition Member** means:

- (a) an incorporated organisation recognised by the Zone and having the following characteristics:
  - (i) It organizes accredited referees to participate in competitions sanctioned by the Zone or NNSWF;
  - (ii) All accredited referees are entitled to membership of the organisation; and
  - (iii) All members (or their parent or guardian) may vote in an election for any organisation officeholders; or
- (b) any legal entity deemed to be a Competition Member by the Zone.

**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.

**FFA** means Football Federation of Australia

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

**First Zone Committee Members** means the Zone Committee Members elected at the Annual General Meeting for 2005.

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

**General Manager** means a person appointed as General Manager by the Committee according to the powers conferred on them by article 13.

**General Meeting** means a Club General Meeting, Special General Meeting and Annual General Meeting.

**Interim Zone Committee Members** means the SFNC Inc. Committee Members at the adoption of this Constitution.

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

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

**Life Member** means a person admitted as such under article 9.

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

**NNSWF** means Northern New South Wales Football Limited (ACN 001 887 467)

**Official Position** means a person who holds a position, whether elected or appointed, as:

- (a) president, vice-president, secretary, treasurer, committee member or member of the governing body (however described) of an association or zone (incorporated or unincorporated) or other entity (including another State Body or its members) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) an Accredited Referee; or
- (c) an individual participating in or administering Football or any Football competition in Australia as a member of a tribunal or body established pursuant to a By Law; or
- (d) a member of a Zone.

Sub clause (a) does not apply to a person who holds any of the identified positions in 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.

**Public Officer** means a person appointed from time to time to act as a public officer of the Zone, and where appropriate includes an acting public officer and a person appointed by the Zone Committee to perform all or any of the duties of a public officer 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 7.3 in the category of:

- (a) player (including junior players) in any competition recognised by the Zone;
- (b) Accredited referee; or
- (c) Accredited coach.

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

**Standing Committee** means a Standing Committee established by the Zone Committee from time to time under the By-laws.

**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.

**Vice-President** means the person elected from time to time under article 10.12.

**Zone** means the area covered by the amalgamated area of Soccer Far North Coast Inc. and Tweed District Soccer Association Inc., or as amended by NNSWF from time to time.

## **22.2 Interpretation**

(a) In this Constitution:

- (i) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2005), is a reference to the annual general meeting required to be held by the Zone in that calendar year under the Incorporations Act; and
- (ii) **(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 Zone Committee Members; 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 Incorporations Act.

## **22.3 Incorporations Act**

In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Incorporations Act, the same meaning as in that provision of the Incorporations Act.

## **22.4 Headings**

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

## **22.5 “Include” etc**

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

## **22.6 Powers**

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