



# CONSTITUTION

**MANLY WARRINGAH TOUCH  
ASSOCIATION INCORPORATED**



## Version Control

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# CONSTITUTION

## MANLY WARRINGAH TOUCH ASSOCIATION INCORPORATED

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## **PART 1 – PRELIMINARY**

### **1. NAME OF ASSOCIATION**

The name of the Association is 'Manly Warringah Touch Association Incorporated' ("the Association").

### **2. DEFINITIONS AND INTERPRETATION**

#### **2.1 Definitions**

In this Constitution, unless the context requires otherwise:

**'Act'** means the *\*Associations Incorporation Act 2009\** (NSW) as amended from time to time.

**'Affiliate'** or **'Affiliated Club'** means a touch football club affiliated with the Association under this Constitution.

**'Associate Member'** means a person registered as an associate member under clause 5.1(a).

**'Executive Committee'** means the Executive committee of the Association elected or appointed under this Constitution.

**'Executive Committee Member'** means a person holding office as a member of the Executive Committee.

**'Constitution'** means this Constitution as amended from time to time.

**'Financial Member'** means a Member whose membership fees and any other amounts owing to the Association have been paid in full.

**'Financial Year'** means the period commencing on 1 April and ending on 31 March in the following year.

**'General Meeting'** means an Annual General Meeting or Special General Meeting of the Association.

**'Individual Member'** means a person admitted as an individual member under clause 5.1(a).

**'Intellectual Property'** means all rights subsisting in copyright, business names, names, trademarks, logos, designs, equipment including computer software, images or service marks relating to the Association or any activity conducted, promoted or administered by the Association.

**'Life Member'** means a person appointed as a Life Member under clause 5.2

**'Local Area'** means the geographical area comprising the Manly Warringah district as recognised by NSWTF for which the Association is responsible.

**'Member'** means a member of the Association for the time being under Part 2 of this Constitution.

**'NSWTF'** means New South Wales Touch Football Limited, being the State Sporting Organisation for touch football in New South Wales.

**'Ordinary Resolution'** means a resolution passed by a simple majority of votes cast by Members entitled to vote at a General Meeting.

**'Participant'** means a person who participates in touch football competitions organised, controlled or sanctioned by the Association, including as a player, referee, coach, official or volunteer.

**'Public Officer'** means the person appointed as public officer of the Association under the Act.

**'Regulation'** means the *\*Associations Incorporation Regulation 2022\** (NSW) as amended from time to time.

**'Representative Team'** means a team selected by the Association to represent the Association in external competitions.

**'Season'** means the winter or summer touch football competition season conducted by the Association.

**'Special Resolution'** means a Special Resolution as defined in the Act.

**'SSO'** means State Sporting Organisation, being NSWTF.

**'Team Delegate'** means a person nominated to represent a team in accordance with clause 5.1(a).

**'TFA'** means Touch Football Australia Limited, being the National Sporting Organisation for touch football in Australia.

**'Touch Football'** or **'Touch'** means the sport played under the rules determined or adopted from time to time by TFA.

## **2.2 Interpretation**

In this Constitution:

- a) a reference to a function includes a reference to a power, authority and duty;
- b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- c) words importing the singular include the plural and vice versa;

- d) words importing any gender include all other genders;
- e) references to persons include corporations and bodies politic;
- f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements;
- h) a reference to "writing" includes printing, lithography, photography and other modes of representing or reproducing words in a visible form, including electronic mail;
- i) headings are inserted for convenience and do not affect interpretation;
- j) where the Constitution provides that something must be done by a particular time or within a particular period, the Executive Committee may extend that time or period at its discretion.

### **2.3 Severance**

If any provision of this Constitution or phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible to be valid and enforceable, and otherwise shall be severed to the extent of invalidity or unenforceability without affecting the remaining provisions.

### **2.4 Application of Act and Regulation**

Except where the contrary intention appears, expressions in this Constitution that deal with matters under the *Associations Incorporation Act 2009 (NSW)* or the *Associations Incorporation Regulation 2022 (NSW)* have the same meaning as in the Act or Regulation.

To the extent of any inconsistency between this Constitution and the Act or Regulation, the Act or Regulation prevails.

## **3. OBJECTS OF THE ASSOCIATION**

The Association is established solely for the following objects:

- a) to encourage, promote, foster, develop, govern, control and manage Touch Football in the Local Area;
- b) to coordinate, encourage, assist and support the activities of Affiliated Clubs/Teams;
- c) to promote, organise and conduct competitions and events;
- d) to select and manage Representative Teams;
- e) to act as the disciplinary and adjudicating body in respect of Touch Football in the Local Area;
- f) to cooperate with Touch Football Australia (TFA), New South Wales Touch Football (NSWTF), and other controlling bodies;
- g) to promote safe, inclusive and fair participation;
- h) to pursue sponsorships, grants and commercial arrangements; and
- i) to do all things necessary or incidental to further these objects.

#### **4. POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Club has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

These powers will include the right to:

- a) acquire, hold, deal with and dispose of property;
- b) enter into contracts and other arrangements;
- c) appoint agents and attorneys;
- d) employ staff and engage contractors;
- e) borrow and raise money and give security;
- f) invest its funds;
- g) establish and support Affiliated Clubs/Teams;
- h) determine who may be a member;
- i) charge fees and levy contributions; and
- j) do all other lawful things necessary or convenient for carrying out its objects.

## **PART 2 – MEMBERSHIP**

### **5. CATEGORIES OF MEMBERS**

#### **5.1 Membership Categories**

The Members of the Association shall consist of the following categories:

- a) Individual Member;

A natural person over 18 years of age who is a:

- i. Team Delegate

Each financial team registered to participate in a Season competition may nominate one Team Delegate who must be over 18 years of age and is noted as the "Team Contact" on the team registration form and represents their team at General Meetings. The prescribed membership fee will be included within the Registration Fee and will be deemed as the Individual Membership Fee for the Team Delegate.

For a junior team this person can be a parent, coach or team manager.

No person may act as Team Delegate for more than one team.

A Team Delegate's rights and obligations may be transferred to another person by providing written notice to the Secretary at least 72 hours prior to any meeting at which the new delegate wishes to vote.

A Team Delegate has the right to receive notices of General Meetings and to attend, debate and vote at General Meetings.

A Team Delegate's period of membership shall last for 1 year beginning from the date the team is registered into the Season competition.

- ii. Referee

A Referee who is:

- a. over 18;
- b. has a minimum of "Affiliate" referee qualification (or equivalent);
- c. is registered as required by MWTA; and
- d. officiates at a MWTA Season competition.

The prescribed membership fee will be deducted from their match payments and will be deemed as the Individual Membership Fee.

A Referee as defined above has the right to receive notices of General Meetings and to attend, debate and vote at General Meetings.

A Referee's period of membership shall last for 1 year beginning from the date they registered into the first Season competition.

iii. Individual Member - Other

Applies for Individual Membership in accordance with clause 6 and has their application approved by the Executive Committee and pays the prescribed membership fee.

Individual Members - Other have the right to receive notices of General Meetings and to attend, debate and vote at General Meetings.

An Individual Member's period of membership shall last for 1 year from the date of their acceptance.

b) Associate Member;

A person who is not an Individual Member and is registered to play in a team that participates in a Season competition organised by the Association.

Associate Members may attend and debate at General Meetings but do not have voting rights.

c) Life Member.

Life Members are appointed in accordance with clause 5.2 and are entitled to vote.

## **5.2 Life Members**

a) Life Membership may only be conferred at an Annual General Meeting.

b) Nominees must have held membership of the Association (unless exceptional circumstances exist) and must have rendered distinguished, meritorious or exceptional service to the Association and Touch Football, including:

- i. playing an important role in the promotion of MWTAs; and
- ii. making a significant contribution to the ongoing success of the Association.

c) Nominations must:

- i. be in writing;

- ii. include a detailed summary of upholding and demonstrating the objects of the Association, along with their service and contribution to the Association;
  - iii. be proposed by two (2) financial Members;
  - iv. be received by the Secretary at least 28 days prior to the Annual General Meeting;
  - v. be endorsed by the MWTA Honours Committee and Executive Committee.
- d) The Secretary shall refer nominations to the Honours Committee for endorsement. If endorsed by both the Honours Committee and Executive Committee the nomination shall be presented to the next Annual General Meeting.
- e) A person can only be appointed as a Life Member by a vote of at least 75% of votes cast by Members present and entitled to vote at the Annual General Meeting.
- f) If a Life Member conducts him or herself in a manner which is deemed by a majority of the Executive Committee to be contrary to the interests of the Association, the Executive Committee may proceed with terminating the Life Membership.

Membership shall not be discontinued by the Executive Committee under clause 5.2 (f) without the Executive first giving the affected Member an opportunity to respond to the alleged breach and/or remedy the breach.

### **5.3 New Membership Categories**

The Executive Committee may create new categories of membership, provided this does not alter the voting rights, privileges or obligations of existing categories of Members. No new category may be granted voting rights without amendment to this Constitution.

## **6. APPLICATION FOR MEMBERSHIP**

### **6.1 Application Process**

- a) An application for 'Individual Member - Other' membership under clause 5.1(a)iii must:
- i. be in writing on the prescribed form (if any);
  - ii. be lodged with the Association;
  - iii. be accompanied by the appropriate fee (if any).
- b) The Executive Committee may accept or reject any application for membership at its discretion and is not required to provide reasons for rejection.
- c) Where the Executive Committee accepts an application, the applicant becomes a Member from the date of acceptance, and the Register shall be updated accordingly.
- d) Where the Executive Committee rejects an application, any fees paid shall be refunded and the application deemed rejected.

## **7. REGISTER OF MEMBERS**

### **7.1 Maintenance of Register**

- a) The General Manager shall establish and maintain a Register of Members containing:
  - i. the full name and address of each Member;
  - ii. the date on which each person became a Member;
  - iii. the category of membership;
  - iv. any other information required under the Act.
  
- b) Members must notify the Association in writing of any change of contact email and/or phone number within one month of such change.

### **7.2 Inspection of Register**

Subject to privacy laws and confidentiality considerations, an extract of the Register (excluding addresses and direct contact details) shall be available for inspection by Financial Members upon reasonable request but may not be copied.

## **8. RIGHTS AND OBLIGATIONS OF MEMBERS**

### **8.1 Member Acknowledgments**

Members acknowledge and agree that:

- a) this Constitution forms a binding contract between each Member and the Association;
- b) they must comply with and observe this Constitution, the By-Laws, and any determination, resolution or policy made by the Executive Committee;
- c) by submitting to this Constitution, they are subject to the jurisdiction of the Association, NSWTF and TFA;
- d) this Constitution and By-Laws are necessary and reasonable for promoting the objects and advancement of Touch Football;
- e) they are entitled to the benefits, advantages, privileges and services of Association membership; and
- f) they must not act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Association or Touch Football.

### **8.2 No Liability**

Except as provided in this Constitution or the Act, Members have no liability in their capacity as Members.

## **9. MEMBERSHIP FEES AND SUBSCRIPTIONS**

### **9.1 Setting of Fees**

The Executive Committee shall determine from time to time:

- a) the annual or seasonal membership subscription (if any) payable by Members or any category of Members;
- b) registration fees;
- c) the time for and manner of payment; and
- d) any other fees or levies.

## **9.2 Consequences of Non-Payment**

- a) A Member who fails to pay any monies due to the Association shall have all membership rights suspended from the due date until payment is received.
- b) A suspended Member:
  - i. may not vote at General Meetings;
  - ii. may not participate in competitions;
  - iii. may not hold office as an Executive Committee or sub-Committee Member;
  - iv. remains liable for all fees and charges; and
  - v. may not participate in any MWTA, NSWTF and/or TFA competitions.
- c) The Executive Committee may, at its discretion, expel, fine, or impose conditions on a Member for non-payment.

## **10. CESSATION OF MEMBERSHIP**

### **10.1 How Membership Ceases**

A person ceases to be a Member:

- a) upon resignation by giving one month's written notice to the Association (provided all fees are paid);
- b) upon death (except Life Members whose status continues posthumously);
- c) upon discontinuance by the Executive Committee under clause 10.2;
- d) upon expulsion under clause 11;
- e) Membership ceases at the end of a 12-month period;
- f) if they no longer meet the requirements for their category of membership.

### **10.2 Discontinuance for Breach**

- a) The Executive Committee may discontinue a Member's membership for:
  - i. failure to pay fees or subscriptions;
  - ii. breach of this Constitution or By-Laws;
  - iii. behaviour deemed in opposition to the Objects of the Association as determined by the Executive Committee;
  - iv. failure to comply with Executive Committee resolutions or determinations;
  - v. bringing the Association into disrepute; or
  - vi. Behaviour that is deemed by the Executive Committee to be abusive or violent which would include but not limited to receiving two Level 2 sanctions from TFA, NSWTF or MWTA or one sanction that leads to an 8 week or more suspension.

- b) Before discontinuing membership, the Executive Committee must give the Member:
  - i. written notice of the alleged breach;
  - ii. an opportunity to be heard or make written submissions; and
  - iii. at least 14 days to remedy any breach (where capable of remedy).
  
- c) A Member whose membership has been discontinued may re-apply for membership at the Executive Committee's discretion.

### **10.3 Forfeiture of Rights**

A person who ceases to be a Member:

- a) forfeits all rights in and claims upon the Association and its property;
- b) must not use any property of the Association including Intellectual Property; and
- c) must immediately return all Association documents, records and property to the Association.

### **10.4 Reinstatement**

The Executive Committee may reinstate membership that has ceased under this clause, on such terms and conditions as it deems appropriate.

## **11. DISCIPLINE OF MEMBERS**

### **11.1 Grounds for Discipline**

The Executive Committee may commence disciplinary proceedings against a Member who has allegedly:

- i. breached this Constitution or the By-Laws;
- ii. acted in a manner prejudicial to the Association; or
- iii. brought the Association into disrepute.

### **11.2 Disciplinary Procedures**

- a) Disciplinary proceedings shall be conducted in accordance with the procedures set out in the MWTAs Complaints & Disciplinary Policy & the TFA Disciplinary Regulations & the Complaints, Disputes, & Discipline Policy, which must include:
  - i. written notice of the alleged breach or misconduct;
  - ii. an opportunity for the Member to respond;
  - iii. principles of natural justice and procedural fairness;
  - iv. the right to appear and be heard (in person or in writing);
  - v. reasons for any decision; and
  - vi. an appeals mechanism.

- b) The Executive Committee may appoint a Disciplinary Panel to hear and determine disciplinary matters.
- c) Penalties may include:
  - i. warning or reprimand;
  - ii. suspension of membership or participation rights;
  - iii. fine;
  - iv. expulsion from membership; or
  - v. any other penalty deemed appropriate.
- d) The Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the Association set out in the Regulations or as otherwise determined by the Executive.

### **11.3 Provisional Action**

The Executive Committee may take provisional action & suspend a Member's participation rights where:

- a) the safety of persons or property is at risk;
- b) the Member's continued participation would bring the Association into serious disrepute; or
- c) it is otherwise necessary in the interests of the Association, pending the outcome of disciplinary proceedings, provided the Member is given an opportunity to be heard as soon as practicable.

## **12. GRIEVANCE PROCEDURE**

### **12.1 Application**

This grievance procedure applies to disputes between:

- a) a Member and another Member; or
- b) a Member and the Association,

but does not apply to disciplinary matters under clause 11.

### **12.2 Informal Resolution**

- a) Parties to a dispute must first attempt to resolve the matter through direct discussion.
- b) If the dispute cannot be resolved within 14 days, either party may refer the matter to the Executive Committee.
- c) Should the dispute involve the Executive Committee the party may refer the matter to NSWTF.

### **12.3 Mediation**

- a) The Executive Committee may appoint a mediator to assist in resolving the dispute.

- b) The mediator must be:
  - i. independent and impartial;
  - ii. acceptable to both parties; and
  - iii. a person with appropriate skills or qualifications.
- c) The mediation must be conducted in accordance with principles of natural justice.
- d) If mediation does not resolve the dispute within a reasonable time, either party may refer the matter to NSWTF's dispute resolution processes in accordance with NSWTF's constitution and by-laws.

#### **12.4 Referral to External Resolution**

If the dispute remains unresolved after exhausting the processes in clauses 12.2 and 12.3, the parties may:

- a) refer the dispute to an alternative dispute resolution service; or
- b) seek legal resolution.

## **PART 3 – THE EXECUTIVE COMMITTEE**

### **13. POWERS AND FUNCTIONS OF THE EXECUTIVE COMMITTEE**

#### **13.1 Management of Association**

- a) Subject to the Act, this Constitution and any resolution passed at a General Meeting, the Executive Committee:
- i. controls and manages the affairs of the Association;
  - ii. may exercise all powers of the Association; and
  - iii. may do all things necessary or convenient for carrying out the objects of the Association.
- b) The Executive Committee has all the powers given to a committee under section 24 of the Act.

#### **13.2 Specific Powers**

The Executive Committee may:

- a) establish, recognise and support Affiliated Clubs;
- b) organise and conduct competitions, tournaments and Representative Team programs;
- c) appoint coaches, referees, coordinators and other officials;
- d) make, amend and enforce By-Laws, regulations and policies;
- e) determine membership fees, competition fees and other charges;
- f) open and operate bank accounts;
- g) employ staff and engage contractors;
- h) enter into contracts and agreements;
- i) acquire, hold and dispose of property;
- j) borrow money and give security;
- k) invest surplus funds;
- l) pursue grants, sponsorships and fundraising;
- m) establish sub-committees and delegate functions;
- n) discipline Members in accordance with clause 11; and
- o) do all other things necessary for proper administration of the Association.

#### **13.3 Compliance Requirements**

The Executive Committee must:

- a) comply with the objects of the Association;
- b) implement and comply with TFA and NSWTF policies, by-laws and regulations as they apply to the Association;
- c) act in good faith and in the best interests of the Association;
- d) operate transparently and with accountability to Members;
- e) ensure the Association operates safely and in accordance with relevant laws; and
- f) promote equity, inclusion and child safety.

## **14. COMPOSITION OF THE EXECUTIVE COMMITTEE**

### **14.1 Executive Committee Positions**

The Executive Committee shall comprise the following office-bearers (elected positions):

- a) President;
- b) Vice President;
- c) Secretary; and
- d) Treasurer.

and such other General Executive Committee Members as determined from time to time.

The Executive Committee must appoint a Public Officer in accordance with the Act.

The Public Officer must reside in New South Wales and be at least 18 years of age. The Public Officer is responsible for lodging documents with NSW Fair Trading and maintaining statutory records.

### **14.2 Eligibility**

a) An Executive Committee Member must:

- i. be at least 18 years of age;
- ii. be a Financial Member with voting rights;
- iii. not be an undischarged bankrupt or person whose estate has been vested under bankruptcy legislation;
- iv. not have been convicted of an offence under the Act or an offence involving fraud or dishonesty punishable by imprisonment for 3 months or more;
- v. not be disqualified from managing a corporation under the \*Corporations Act 2001\* (Cth).

b) A person is not eligible for election or appointment to the Executive Committee if they:

- i. are an employee of MWTA or
- ii. NSWTF or TFA (unless approved by the Executive Committee); or
- iii. have a conflict of interest that would prevent them from acting in the best interests of the Association.

### **14.3 Public Officer**

a) The Executive Committee must appoint one Executive Committee Member as Public Officer within 28 days of:

- i. incorporation of the Association;
- ii. a vacancy arising in the position; or
- iii. the Public Officer ceasing to reside in New South Wales.

- b) The Public Officer must reside in New South Wales and be at least 18 years of age.
- c) The Public Officer's role is to be the official contact between the Association and NSW Fair Trading.

## **15. ELECTION AND APPOINTMENT OF EXECUTIVE COMMITTEE MEMBERS**

### **15.1 Term of Office**

- a) The term of office for Executive Committee Members shall be:
  - i. President and Secretary: 2 years (elected in even-numbered years)
  - ii. Vice President(s) and Treasurer: 2 years (elected in odd-numbered years)
  - iii. Other General Executive Committee Members: 2 years (staggered terms)
- b) Executive Committee Members hold office from the conclusion of the Annual General Meeting at which they are elected until the conclusion of the Annual General Meeting when their term expires.
- c) A retiring Executive Committee Member is eligible for re-election, subject to any limits in this Constitution.

### **15.2 Nomination Process**

- a) The Secretary shall call for nominations for Executive Committee positions at least 28 days before the Annual General Meeting.
- b) Nominations must:
  - i. be in writing on the prescribed form (if any);
  - ii. be signed by two (2) Financial Members as nominator and seconder;
  - iii. be signed by the nominee indicating willingness to accept the position;
  - iv. include disclosure of any positions held with a NSWTF Region, NSWTF, TFA or other relevant bodies;
  - v. be received by the Secretary at least 7 days before the Annual General Meeting.
- c) Nominations may be accepted from the floor at the Annual General Meeting only if:
  - i. no nominations have been received for a particular position; or
  - ii. the number of nominations is less than the number of positions.

### **15.3 Elections**

- a) Elections shall be conducted at the Annual General Meeting.
- b) If the number of nominations equals the number of vacancies, those nominated shall be declared elected if approved by the majority of votes cast.

- c) If nominations exceed vacancies, an election shall be conducted by secret ballot in such manner as the chairperson directs.
- d) If there are insufficient nominations, the Executive Committee may appoint eligible persons to fill casual vacancies under clause 16.1.

#### **15.4 Appointment by Executive Committee**

The Executive Committee may appoint Financial Members to Executive Committee positions at any time to fill casual vacancies or to increase the Executive Committee's capacity.

### **16. VACATION OF OFFICE**

#### **16.1 When Office Becomes Vacant**

An Executive Committee Member's office becomes vacant if the Executive Committee Member:

- a) dies;
- b) becomes an insolvent under administration within the meaning of the \*Corporations Act 2001\* (Cth);
- c) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
- d) resigns by written notice to the Secretary;
- e) is absent without leave of the Executive Committee from three (3) consecutive Executive Committee meetings;
- f) holds any office of employment with the Association (unless approved by the Executive Committee);
- g) is directly or indirectly interested in any contract with the Association and fails to declare that interest;
- h) is removed from office by Special Resolution at a General Meeting;
- i) ceases to be a Financial Member;
- j) becomes disqualified from office under the Act.

#### **16.2 Casual Vacancies**

- a) The Executive Committee may appoint a Financial Member to fill a casual vacancy until the next Annual General Meeting.
- b) The Executive Committee may act despite a casual vacancy, but if the number of Executive Committee Members falls below the quorum, the remaining Executive Committee Members may act only to:
  - i. appoint Executive Committee Members to make up a quorum; or
  - ii. convene a General Meeting.

### **17. EXECUTIVE COMMITTEE MEETINGS**

#### **17.1 Frequency of Meetings**

- a) The Executive Committee must meet at least six (6) times in each calendar year.

- b) The Executive Committee may adjourn and otherwise regulate meetings as it thinks fit.
- c) Any Executive Committee Member may request the Secretary to convene an Executive Committee meeting, and the Secretary must do so within 14 days of receiving the request.

### **17.2 Notice of Meetings**

- a) Written notice of Executive Committee meetings must be given to all Executive Committee Members at least seven (7) days before the meeting.
- b) The notice must specify:
  - i. the date, time and place of the meeting; and
  - ii. the business to be transacted.
- c) The agenda and any supporting documents should be provided at least three (3) days before the meeting where practicable.
- d) An Executive Committee Member may waive notice of a meeting.

### **17.3 Quorum**

- a) A quorum for Executive Committee meetings is a majority of Executive Committee Members (more than half).
- b) Business may not be transacted at an Executive Committee meeting unless a quorum is present.
- c) If a quorum is not present within 30 minutes of the appointed time, the meeting is adjourned to:
  - i. the same time and place seven (7) days later; or
  - ii. such other time and place as the Executive Committee determines.

### **17.4 Presiding Member**

- a) The President (or in the President's absence, a Vice President) shall preside as chairperson at Executive Committee meetings.
- b) If neither the President nor a Vice President is present within 15 minutes of the appointed time, the Executive Committee Members present shall elect one of their number to chair the meeting.

### **17.5 Voting**

- a) Questions arising at Executive Committee meetings shall be decided by a majority of votes.
- b) Each Executive Committee Member present has one (1) vote.
- c) The Executive Committee must make best endeavours to make decisions by consensus; however, the Chairperson has a casting vote should this not be possible.
- d) Voting shall be by show of hands unless the Executive Committee determines otherwise or a secret ballot is requested.

### **17.6 Technology Meetings**

- a) Executive Committee meetings may be held using technology that allows Executive Committee Members to communicate with each other simultaneously, including telephone, video conference or other electronic means.
- b) Executive Committee meetings may be recorded.
- c) An Executive Committee Member participating in this way is taken to be present at the meeting.
- d) The chairperson may determine the way the meeting is conducted and may postpone, adjourn or terminate the meeting if technical difficulties prevent effective participation.

### **17.7 Written Resolutions**

- a) The Executive Committee may pass a resolution without a meeting if:
  - i. notice in writing of the proposed resolution is given to all Executive Committee Members; and
  - ii. a majority of Executive Committee Members (not less than the quorum) sign a document containing the resolution.
- b) Separate copies of the document may be signed, provided the wording is identical.
- c) A document signed electronically (including by email) is taken to be signed by an Executive Committee Member.
- d) The resolution is passed when the last required signature is received.

### **17.8 Conflicts of Interest**

- a) An Executive Committee Member who has a material personal interest in a matter must disclose the interest and must not be present during deliberations or vote on the matter unless permitted by the Act.  
All disclosures must be recorded in the minutes.

### **17.9 Minutes**

- a) The Secretary must keep full and accurate minutes of:
  - i. all Executive Committee meetings;
  - ii. all General Meetings; and
  - iii. all resolutions passed without meetings.
- b) Minutes must be confirmed at the next relevant meeting and signed by the chairperson.
- c) Minutes of a meeting are evidence of the proceedings if confirmed and signed.

## **18. DELEGATIONS AND SUB-COMMITTEES**

### **18.1 Power to Delegate**

- a) The Executive Committee may delegate any of its powers, authorities or discretions (except this power of delegation) to:
  - i. one or more Executive Committee Members;
  - ii. a sub-committee;
  - iii. an employee or contractor; or
  - iv. any other person or body.
- b) A delegation must be in writing and may be subject to conditions.
- c) The Executive Committee may revoke or vary a delegation at any time.

### **18.2 Sub-Committees**

- a) The Executive Committee may establish sub-committees to assist in carrying out its functions, including but not limited to:
  - i. Competition Management
  - ii. Representative Teams
  - iii. Coaching and Development
  - iv. Referees
  - v. Finance
  - vi. Sponsorship and Marketing
  - vii. Facilities
  - viii. Junior Development
- b) The Executive Committee must determine:
  - i. the membership and chairperson of each sub-committee;
  - ii. the functions delegated to each sub-committee;
  - iii. the procedures for sub-committee meetings; and
  - iv. reporting requirements.
- c) At least one Executive Committee Member should be a member of each sub-committee where practicable.
- d) Sub-committee members need not be Executive Committee Members but must be Members of the Association or persons with relevant expertise.
- e) Sub-committees are subject to the control and direction of the Executive Committee and must report regularly to the Executive Committee.

### **18.3 Exercise of Delegated Functions**

- a) A delegated function may be exercised in accordance with the terms of delegation while the delegation remains in force.

- b) A function exercised by a delegate is taken to have been exercised by the Executive Committee.
- c) The Executive Committee may override, amend or veto any decision made under delegation.

## **PART 4 – GENERAL MEETINGS**

### **19. ANNUAL GENERAL MEETINGS**

#### **19.1 Timing**

- a) The Association must hold an Annual General Meeting within six (6) months after the end of each Financial Year.
- b) The Annual General Meeting is in addition to any other General Meetings held during the year.
- c) The Executive Committee shall determine the date, time and place of the Annual General Meeting.

#### **19.2 Business**

The business of the Annual General Meeting shall include:

- a) confirmation of the minutes of the previous Annual General Meeting and any intervening Special General Meetings;
- b) receipt and consideration of:
  - i. the Executive Committee's annual report on the Association's activities during the preceding Financial Year;
  - ii. the financial statements of the Association for the preceding Financial Year;
  - iii. the auditor's report (if any);
- c) election of Executive Committee Members;
- d) appointment of an auditor (if required);
- e) consideration of Life Member nominations;
- f) consideration of notices of motion; and
- g) any other business of which notice has been given in accordance with this Constitution.

### **20. SPECIAL GENERAL MEETINGS**

#### **20.1 Power to Convene**

- a) The Executive Committee may convene a Special General Meeting at any time.
- b) The Executive Committee must convene a Special General Meeting if requested to do so by:
  - i. at least 10% of Members entitled to vote; or
  - ii. such number as constitutes at least 10% of the Members entitled to vote.

#### **20.2 Requisition by Members**

- a) A request to convene a Special General Meeting must:
  - i. be in writing;
  - ii. state the object(s) of the meeting;

- iii. be signed by the Members making the request; and
  - iv. be lodged with the Secretary.
- b) The request may consist of several documents in like form, each signed by one or more Members.
  - c) If the Executive Committee does not convene the Special General Meeting within one (1) month of receiving the request, the Members who made the request (or any of them) may convene the meeting within three (3) months of the request.
  - d) A Special General Meeting convened by Members must be convened in the same manner, as nearly as practicable, as meetings convened by the Executive Committee.

## **21. NOTICE OF GENERAL MEETINGS**

### **21.1 Period of Notice**

- a) At least 21 days' notice must be given of any General Meeting at which a Special Resolution is proposed. The notice must include the wording of any proposed Special Resolution.
- b) Notice of a General Meeting must be given to:
  - i. all Members
  - ii. all Members entitled to vote and receive notice;
  - iii. all Executive Committee Members;
  - iv. the auditor (if any).

### **21.2 Method of Notice**

- a) Notice may be given:
  - i. personally;
  - ii. by post to the Member's address in the Register;
  - iii. by electronic mail to the email address provided by the Member;
  - iv. by posting on the Association's website; or
  - v. by any other method permitted under the Act.
- b) Notice is deemed given:
  - i. if posted, on the second business day after posting;
  - ii. if sent by electronic mail, on the business day after sending;
  - iii. if posted on the website, on the date of posting (provided Members have been notified that information is available on the website).

### **21.3 Contents of Notice**

The notice must specify:

- a) the date, time and place of the meeting;
- b) the general nature of the business to be transacted;

- c) if a Special Resolution is to be proposed:
  - i. that fact; and
  - ii. the wording of the proposed resolution;
- d) any other information required by the Act or this Constitution.

#### **21.4 Notices of Motion**

- a) Members entitled to vote may submit notices of motion for consideration at a General Meeting.
- b) Notices of motion must:
  - i. be in writing;
  - ii. be received by the Secretary at least 28 days before the Annual General Meeting or 14 days before a Special General Meeting;
  - iii. be included in the notice of the meeting.

#### **21.5 No Other Business**

No business other than that stated in the notice may be transacted at a General Meeting except:

- a) business that the meeting declares urgent by Special Resolution; or
- b) procedural motions (including motions to adjourn).

#### **21.6 Cancellation or Postponement**

- a) The Executive Committee may cancel or postpone a General Meeting (except where convened by Members).
- b) At least seven (7) days' notice of cancellation or postponement must be given to all persons entitled to notice.
- c) Notice of postponement must specify the new date, time and place.
- d) Only the business stated in the original notice may be transacted at a postponed meeting.

## **22. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS**

### **22.1 Quorum**

- a) The quorum for a General Meeting is ten (10) eligible voting members present or 10% of voting Members (whichever is lower).
- b) One of those ten (1) Members must be an Executive Committee member.
- c) No business may be transacted unless a quorum is present when the meeting proceeds to business.

### **22.2 If Quorum Not Present**

- a) If a quorum is not present within 30 minutes of the appointed time, the meeting:
  - i. if convened by Member requisition, is dissolved; or

- ii. in any other case, is adjourned to another time and place as the Executive Committee determines.
- b) If a quorum is not present within 30 minutes of the time appointed for an adjourned meeting, the Members present (being not less than five (5) including one Executive Committee member) constitute a quorum.

### **22.3 Presiding Member**

- a) The President shall preside as chairperson at General Meetings.
- b) If the President is absent or unwilling to preside, a Vice President shall preside.
- c) If neither the President nor a Vice President is present or willing to preside within 15 minutes of the appointed time, the Members present shall elect one of their number who is an Executive Committee Member to chair the meeting.

### **22.4 Adjournment**

- a) The chairperson may, with the consent of a meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting.
- b) An adjournment may be to a later time at the same meeting or to another time and place.
- c) Only unfinished business may be transacted at an adjourned meeting.
- d) Notice of an adjourned meeting is not required unless the meeting is adjourned for 30 days or more, in which case notice must be given as for an original meeting.

### **22.5 Conduct of Meetings**

- a) The chairperson:
  - i. has charge of the general conduct of the meeting;
  - ii. may require adoption of procedures for proper and orderly debate and voting;
  - iii. may terminate discussion when appropriate;
  - iv. must ensure the meeting is conducted in accordance with this Constitution and the Act.
- b) The chairperson's ruling on matters of procedure or order is final unless a motion of dissent is passed.
- c) The chairperson may:
  - i. refuse entry to or expel any person who is not entitled to be present;
  - ii. require any person to leave who disrupts the meeting or engages in improper conduct.

## **22.6 Technology Meetings**

- a) A meeting may be held using any technology that gives members a reasonable opportunity to participate. A person participating by such technology is taken to be present.
- b) A Member participating in this way is taken to be present at the meeting.
- c) The Executive Committee may determine:
  - i. the way the meeting is conducted;
  - ii. the technology to be used;
  - iii. the procedures for participation.

## **23. VOTING AT GENERAL MEETINGS**

### **23.1 Entitlement to Vote**

- a) The following Members are entitled to vote at General Meetings:
  - i. Individual Members
  - ii. Life Members
- b) Each Member entitled to vote has one (1) vote on each matter.
- c) No Member may vote by proxy.

### **23.2 Method of Voting**

- a) Voting at General Meetings shall be by:
  - i. show of hands; or
  - ii. secret ballot if:
  - iii. the Constitution requires it;
  - iv. the chairperson determines it; or
  - v. at least five (5) Members present request it.
- b) The chairperson may determine the method of voting for any particular matter, subject to this clause.

### **23.3 Ordinary Resolutions**

- a) An Ordinary Resolution requires a simple majority (more than 50%) of votes cast by Members present and entitled to vote.
- b) The chairperson has a deliberative vote and, in the event of an equality of votes, a casting vote.

### **23.4 Special Resolutions**

- a) A Special Resolution requires at least 75% of votes cast by Members present and entitled to vote.
- b) The chairperson does not have a casting vote for Special Resolutions.
- c) Special Resolutions are required for:

- i. amendments to this Constitution (clause 32);
- ii. change of name of the Association;
- iii. alteration of objects;
- iv. voluntary winding up;
- v. removal of an Executive Committee Member (clause 16.1(h));
- vi. matters specified in the Act; and
- vii. any other matter specified in this Constitution.

### **23.5 Declaration of Results**

- a) Unless a secret ballot is conducted, the chairperson's declaration that a resolution:

- i. has been passed;
- ii. has been passed unanimously;
- iii. has been passed by a particular majority; or
- iv. has been lost,

is conclusive evidence of that fact.

- b) The chairperson need not state the number or proportion of votes for or against.

### **23.6 Poll/Secret Ballot**

- a) If a poll or secret ballot is conducted:

- i. it shall be taken in the manner directed by the chairperson;
- ii. the result is the resolution of the meeting.

- b) A poll on a motion to adjourn or on a question of procedure must be taken immediately.

### **23.7 Objections to Voting**

- a) An objection to a Member's right to vote:

- i. must be raised at the meeting;
- ii. must be referred to the chairperson;
- iii. shall be determined by the chairperson, whose decision is final.

- b) A vote not disallowed is valid for all purposes.

### **23.8 Electronic or Postal Voting**

- a) The Executive Committee may determine that voting on specified matters may occur:

- i. by postal ballot;
- ii. by electronic means; or
- iii. by a combination of methods.

- b) The Executive Committee must specify:
  - i. the procedures for conducting the vote;
  - ii. the closing date and time for receipt of votes;
  - iii. how votes will be counted and recorded.
  
- c) Electronic or postal voting must be conducted in a manner that ensures:
  - i. secrecy of voting (where appropriate);
  - ii. integrity of the process;
  - iii. accurate recording of votes.

## **PART 5 – FINANCIAL MANAGEMENT**

### **24. FUNDS AND ACCOUNTS**

#### **24.1 Source of Funds**

The funds of the Association may be derived from:

- a) membership fees and subscriptions;
- b) competition and registration fees;
- c) sponsorships and donations;
- d) government grants;
- e) fundraising activities;
- f) investment income; and
- g) any other sources approved by the Executive Committee.

#### **24.2 Application of Funds**

- a) The income and property of the Association shall be applied solely towards:
  - i. promoting the objects of the Association; and
  - ii. paying the expenses of the Association.
- b) Except as provided in this Constitution or the Act:
  - i. no portion of the income or property may be paid or transferred to any Member by way of dividend, bonus or otherwise; and
  - ii. no remuneration or benefit in money or money's worth may be paid or given to any Member who holds office in the Association.
- c) Nothing in clause 24.2(b) prevents payment in good faith to a Member for:
  - i. services rendered to the Association as an employee or contractor;
  - ii. goods supplied in the ordinary course of business;
  - iii. interest on money lent at not more than current commercial rates;
  - iv. reasonable rent for premises;
  - v. out-of-pocket expenses incurred on behalf of the Association; or
  - vi. reasonable remuneration for services provided to the Association,

provided such payments do not exceed amounts that would ordinarily be paid between parties dealing at arm's length in similar transactions.

#### **24.3 Banking and Financial Management**

- a) The Executive Committee must open and maintain one or more accounts with a financial institution in the name of the Association.
- b) All money received by or on behalf of the Association must be deposited into the Association's account as soon as practicable.
- c) Payments may be made by:

- i. electronic transfer by an authorised person or persons; or
- ii. direct debit or other method approved by the Executive Committee.

d) The Executive Committee must determine:

- i. who is authorised to approve electronic payments;
- ii. expenditure limits (if any) for different payment methods;
- iii. procedures for financial management and control.

#### **24.4 Accounting Records**

a) The Executive Committee must ensure that proper accounting and financial records are kept in accordance with the Act.

b) The Treasurer is responsible for:

- i. keeping proper accounts and records of the Association's financial transactions and affairs;
- ii. preparing and presenting financial statements for Executive meetings in accordance with 24.5 (b) of this constitution.
- iii. preparing annual financial statements in accordance with 24.5 (b) of this constitution.
- iv. ensuring compliance with accounting requirements under the Act.

c) The accounting records must:

- i. correctly record and explain the Association's transactions and financial position;
- ii. enable true and fair financial statements to be prepared;
- iii. enable financial statements to be audited (if required).

#### **24.5 Financial Statements**

a) The Executive Committee must cause financial statements to be prepared for each Financial Year in accordance with:

- i. Australian Accounting Standards;
- ii. requirements of the Act; and
- iii. any applicable regulations.

b) The financial statements must include:

- i. a statement of income and expenditure;
- ii. a balance sheet;
- iii. notes to the financial statements; and
- iv. any other statements required.

- c) The financial statements must be submitted to Members at the Annual General Meeting together with:
  - i. the Executive Committee's annual report;
  - ii. the auditor's report (if any).

## **25. FINANCIAL YEAR**

The Financial Year of the Association is the period of 12 months commencing on 1 April and ending on 31 March in the following year.

## **26. AUDITOR**

### **26.1 Appointment**

- a) The Association must appoint an auditor if required to do so under the Act or Regulation.
- b) The auditor shall be appointed:
  - i. by the Members at a General Meeting; or
  - ii. if no appointment is made by Members, by the Executive Committee.
- c) The auditor must be:
  - i. a registered company auditor; or
  - ii. a person approved by the Secretary of NSW Fair Trading.

### **26.2 Functions**

The auditor's functions and duties shall be as prescribed by the Act and include:

- a) auditing the Association's financial statements;
- b) reporting to Members on the financial statements;
- c) attending the Annual General Meeting at which financial statements are considered (if required);
- d) having access to the Association's accounts and records; and
- e) any other functions required under the Act.

### **26.3 Remuneration**

The auditor's remuneration shall be:

- a) determined by the Members at a General Meeting; or
- b) if not so determined, fixed by the Executive Committee.

### **26.4 Removal**

An auditor may be removed by Ordinary Resolution at a General Meeting.

## **PART 6 – GENERAL PROVISIONS**

### **27. BY-LAWS AND REGULATIONS**

#### **27.1 Power to Make By-Laws**

- a) The Executive Committee may make, amend or repeal By-Laws for:
  - i. the proper management and administration of the Association;
  - ii. the conduct of competitions and events;
  - iii. the selection and management of Representative Teams;
  - iv. refereeing, coaching and officiating standards;
  - v. disciplinary procedures;
  - vi. grievance procedures;
  - vii. member protection and child safety;
  - viii. any other matters necessary for achieving the objects.

- b) By-Laws must be consistent with:

- i. this Constitution;
- ii. the Act;
- iii. TFA and NSWTF policies, by-laws and regulations (as applicable).

#### **27.2 Binding Effect**

- a) All By-Laws are binding on the Association and all Members.
- b) The Executive Committee must ensure By-Laws are:
  - i. published on the Association's website or otherwise made available to Members;
  - ii. provided to new Members upon application;
  - iii. updated as necessary.

#### **27.3 Existing By-Laws**

All by-laws, rules, regulations and policies in force at the adoption of this Constitution remain in force (to the extent they are not inconsistent with this Constitution) until amended or repealed.

### **28. NOTICES**

#### **28.1 Methods of Giving Notice**

- a) A notice or other document required to be given to a Member or Executive Committee Member may be given by:
  - i. delivering it personally;
  - ii. posting it to their address in the Register or other address nominated;
  - iii. sending it by electronic mail to the address nominated;

- iv. posting it on the Association's website (where the Member has been notified that information is published on the website).

b) A notice or document may be given to the Association by:

- i. delivering it to the registered office;
- ii. posting it to the registered office;
- iii. sending it by electronic mail to the address specified.

## **28.2 When Notice Deemed Given**

a) A notice or document sent by post is taken to be given or served:

- i. on the second business day after posting (if sent to an address in Australia);
- ii. on the seventh business day after posting (if sent to an address outside Australia).

b) A notice or document sent by electronic mail is taken to be given or served on the business day after sending.

c) A notice or document posted on the Association's website is taken to be given or served on the date of posting (provided Members have been notified that information is available).

## **28.3 Non-Receipt**

The accidental omission to give notice to, or non-receipt of notice by, a person entitled to receive notice does not invalidate:

- a) the meeting; or
- b) anything done at the meeting.

## **29. CUSTODY AND INSPECTION OF RECORDS**

### **29.1 Custody of Records**

a) The Secretary must keep in their custody or control:

- i. the Register;
- ii. minutes of General Meetings and Executive Committee meetings;
- iii. copies of all correspondence;
- iv. other records and documents of the Association,

except as otherwise provided by this Constitution.

b) The Treasurer must keep in their custody or control:

- i. accounting and financial records;
- ii. receipts and payments records;
- iii. other financial documents.

## **29.2 Inspection by Members**

- a) Subject to the Act and applicable privacy laws, a Financial Member may inspect the following documents:
  - i. this Constitution;
  - ii. minutes of General Meetings;
  - iii. financial statements presented to General Meetings;
  - iv. the Register (excluding personal contact details);

by giving reasonable notice to the Secretary.

- b) The Executive Committee may charge a reasonable fee for providing copies of documents under this clause.
- c) A Member does not have the right to inspect:
  - i. financial records other than those presented to General Meetings;
  - ii. minutes of Executive Committee meetings;
  - iii. documents relating to confidential, commercial, employment or legal matters;
  - iv. documents relating to other Members;
  - v. any other documents the Executive Committee determines should be confidential.

## **29.3 Retention of Records**

The Association must retain all records as required by the Act, including:

- a) financial records for at least seven (7) years;
- b) minutes of General Meetings and Executive Committee meetings permanently;
- c) other records as required by law.

## **30. INSURANCE AND INDEMNITY**

### **30.1 Insurance**

The Association may effect and maintain insurance for:

- a) public liability;
- b) professional indemnity;
- c) directors and officers;
- d) personal accident for Members;
- e) property;
- f) any other insurance the Executive Committee considers appropriate.

### **30.2 Indemnity of Office Holders**

- a) Every Executive Committee Member, employee or other officer of the Association shall be indemnified out of the assets of the Association, to the extent permitted by law, against:

- i. any liability incurred in their capacity as Executive Committee Member, employee or officer;
  - ii. legal costs incurred in defending proceedings (civil or criminal) in which judgment is given in their favour, they are acquitted, or relief is granted by the Court.
- b) The Association shall indemnify Executive Committee Members, employees and officers against all damages and losses (including legal costs) incurred while acting:
- i. on behalf of the Association;
  - ii. with the authority of the Association;
  - iii. within the scope of their office or employment;
- except where the liability arises from:
- iv. wilful misconduct;
  - v. gross negligence;
  - vi. fraud or dishonesty;
  - vii. conduct in bad faith.
- c) The Association may pay insurance premiums for Executive Committee Members, employees and officers as permitted by the Act.
- d) This indemnity is subject to any limitations imposed by the Act.

## **31. WINDING UP AND DISTRIBUTION OF ASSETS**

### **31.1 Winding Up**

- a) The Association may be wound up voluntarily by Special Resolution at a General Meeting.
- b) The Association may be wound up in accordance with the Act.

### **31.2 Members' Liability**

- a) The liability of Members of the Association is limited.
- b) Every Member undertakes to contribute to the assets of the Association if it is wound up while they are a Member, or within one (1) year after ceasing to be a Member, for:
  - i. payment of debts and liabilities contracted before they ceased to be a Member;
  - ii. costs, charges and expenses of winding up;
  - iii. adjustment of rights among Members,

such amount not exceeding \$1.00.

### **31.3 Distribution of Surplus Assets**

- a) If upon winding up or dissolution there remains, after satisfaction of all debts and liabilities, any surplus assets or property, they must not be paid to or distributed among Members.
- b) Surplus assets must be given or transferred to:
  - i. another organisation with similar objects that prohibits distribution of income and property to members; and
  - ii. which is charitable at law or has deductible gift recipient status.
- c) The organisation or organisations to receive surplus assets shall be determined:
  - i. by Special Resolution at or before the time of winding up; or
  - ii. if not so determined, by application to the Supreme Court of New South Wales or such other Court as may have jurisdiction.
- d) Preference should be given to organisations promoting Touch Football or sport generally.

## **32. AMENDMENT OF CONSTITUTION**

### **32.1 Power to Amend**

This Constitution may only be amended or replaced by Special Resolution passed at a General Meeting and lodged with NSW Fair Trading in accordance with the Act.

### **32.2 Notice of Proposed Amendment**

- a) Notice of any proposed amendment to this Constitution must be given to all Members entitled to vote at least 21 days before the General Meeting at which the amendment is to be considered.
- b) The notice must include:
  - i. the text of the proposed amendment;
  - ii. the reasons for the proposed amendment;
  - iii. any effect on Members' rights.

### **32.3 Registration**

Any amendment to this Constitution does not take effect until it is registered by NSW Fair Trading.

### **32.4 Compliance with Act**

No amendment may be made that would cause the Association to cease to be an association to which the Act applies.

## **ADOPTION AND TRANSITIONAL PROVISIONS**

### **ADOPTION**

This Constitution was adopted by Special Resolution on  
and replaces all previous constitutions of the Association.

2026

### **TRANSITIONAL PROVISIONS**

#### **1. Commencement**

This Constitution takes effect upon the passing of the Special Resolution adopting it, subject to registration with NSW Fair Trading where required by the Act.

#### **2. Adoption at Annual General Meeting**

Where this Constitution is adopted at an Annual General Meeting at which elections are to be conducted:

- a) immediately upon the passing of the Special Resolution adopting this Constitution, all positions on the Executive Committee under the former Constitution shall be declared vacant;
- b) elections for all Executive Committee positions shall then be conducted in accordance with this Constitution;
- c) nominations called prior to the Annual General Meeting for positions described in the notice of meeting as being positions under the proposed Constitution shall be taken to be valid nominations for the purposes of this Constitution; and
- d) Executive Committee Members elected at that Annual General Meeting shall take office at the conclusion of the meeting in accordance with clause 15.1.

#### **3. Initial Staggering of Terms**

To implement the rotational system under clause 15.1, the Executive Committee elected at the meeting at which this Constitution is adopted will be staggered to immediately align with clause 15.1.

#### **4. Existing Members**

All persons who were members immediately before adoption of this Constitution are deemed to be Members in the equivalent category under this Constitution.

#### **5. Existing By-Laws**

All by-laws, rules, regulations and policies in force immediately before adoption of this Constitution continue in force to the extent they are not inconsistent with this Constitution until amended or repealed.

#### **6. Existing Contracts and Pending Matters**

- (a) All contracts and agreements entered into before adoption remain valid and binding.
- (b) Any disciplinary or grievance matters pending at the time of adoption shall continue under this Constitution as far as practicable.

## **CERTIFICATE OF ADOPTION**

This Constitution was adopted by Special Resolution of the Association passed at an Annual General Meeting held on 30<sup>th</sup> March 2026.

Signed:

A handwritten signature in black ink, appearing to read 'C Friend', written in a cursive style.

Caren Friend  
President

A handwritten signature in black ink, appearing to read 'Elesha Te Paa', written in a cursive style.

Elesha Te Paa  
Secretary

Date: 30<sup>th</sup> March 2026