



MANLY WARRINGAH
FOOTBALL ASSOCIATION

Constitution

Date: 3 June 2019

MANLY WARRINGAH FOOTBALL ASSOCIATION LTD

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Constitution

1. NAME OF THE COMPANY

The name of the company is Manly Warringah Football Association Ltd (**Association**).

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the context requires otherwise:

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

Affiliate Member means a sport club or association admitted as a Member to the Association under **clause 7.2** and **7.6**.

AGM or **Annual General Meeting** means the annual General Meeting of the Association required to be held by the Association in each calendar year.

Appointed Director means a Director appointed under **clause 16**.

Association Zone has the meaning given to it in the FNSW by-laws.

Board or **Directors** means all or some of the Directors of the Association acting as a board.

By-Law means a by-law, policy, rule or regulation made under **clause 24**.

CEO means a person appointed as chief executive officer of the Association by the Board under **clause 21**.

Chair means the person elected under **clause 19.6**.

Club means a Football or sporting club admitted as a Member to the Association under **clauses 7.2** and **7.4**.

Committee means a committee established by the Board under **clause 23**.

Company Secretary means a person appointed as a company secretary of the Association by the Directors under **clause 22**.

Constitution means this Constitution as amended from time to time, and a reference to a particular clause is a reference to a clause of this Constitution.

Director means a director of the Association and includes Elected Directors, Appointed Directors and First Directors.

Elected Director means a Director of the Association elected under **clause 15**.

First Elected Directors mean collectively the first Directors of the Association as set out in **clause 31.3(a)** and **First Elected Director** has the corresponding meaning.

FNSW means Football NSW Limited.

FNSW Constitution means the FNSW constitution and includes any by-laws implemented by FNSW in force from time to time.

Football means the sport of football as recognised by FIFA from time to time.

General Meeting means a general meeting of Members and includes the AGM.

Intellectual Property means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Association or any activity of or conducted, promoted or administered by the Association.

Life Member means a Member admitted to the Association under **clause 7.3**.

Member means a member of the Association under **clause 7.1**.

Objects mean the objects of the Association in **clause 3.1**.

Official Position means, in connection with any Club, a person who:

- (a) is an employee, or holds a position, whether elected or appointed, as president, vice president, chairperson, deputy chairperson, secretary, public officer, treasurer, director or equivalent, of that Club or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership or financial interest in that Club; or
- (b) has, directly or indirectly, a material ownership or financial interest in that Club.

Registration means registration or affiliation of a Member, such registration being in the form of a signed application form. **Registered** has a corresponding meaning.

Representative means a person (other than a proxy) appointed in accordance with the Act to represent a Voting Member at a General Meeting of the Association.

Special Resolution has the same meaning as that given to it in the Act.

Territory means the Northern Beaches and Mosman Councils, as specifically determined by FNSW from time to time as the relevant Association Zone in which the Association operates.

Voting Member means those Members of the Association entitled to vote in General Meeting as set out under **clause 7.1**.

2.2 Interpretation

In this Constitution unless the context requires otherwise:

- (a) **(presence of a Member)** a reference to a Member present at a General Meeting means the Member present in person or by proxy or Representative;
- (b) **(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;
- (c) **(gender)** words importing any gender include all other genders;

- (d) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (e) **(successors)** a reference to an organisation includes a reference to its successors;
- (f) **(singular includes plural)** the singular includes the plural and vice versa;
- (g) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (h) **(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 Territory or the Commonwealth or otherwise;
- (i) **(include)** the words **include**, **includes**, **including** and **for example** are not to be interpreted as words of limitation;
- (j) **(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 Territory or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (k) **(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; and
- (l) **(headings)** headings are inserted for convenience and do not affect the interpretation of this Constitution.

2.3 The Act

- (a) In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (b) The provisions of the Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Association.

3. OBJECTS

3.1 Objects

The Objects of the Association shall be to:

- (a) foster the game of Football and co-ordinate the activities of all Clubs and Football sections of general sporting clubs, granted in the charter of FNSW (as amended from time to time), in the Northern Beaches and Mosman Councils and surrounding areas;
- (b) provide an organised avenue to develop the mental and moral growth of its Members and players;

- (c) ensure and promote its Clubs to use best endeavours to promote trials organised to select players for Manly United Football Club Ltd, the Association or other representative teams;
- (d) be responsible for obtaining access to such grounds as may be required for its purpose, and have complete authority, as far as its Members are concerned, over such grounds, during the time the grounds are under the control of the Association;
- (e) conduct, encourage, promote, advance, control and manage all levels of Football in the Territory interdependently with Members and others;
- (f) conduct Football competitions for both males and females and at junior and senior levels;
- (g) adopt, formulate, issue, interpret and amend by-laws, rules and regulations for the control and conduct of Football in the Territory in keeping with the terms of this Constitution, as amended from time to time;
- (h) encourage the provision and development of appropriate facilities for participation in Football;
- (i) maintain and enhance standards, quality and reputation of Football for the collective and mutual benefit and interests of members and Football;
- (j) use and promote the Intellectual Property;
- (k) promote Football for commercial, government and public recognition and benefits;
- (l) select, prepare, administer, operate and enter representative and elite teams in competitions from time to time;
- (m) promote, control, manage and conduct Football events, leagues, competitions and championships;
- (n) undertake other actions or activities necessary, incidental or conducive to advance these Objects;
- (o) have regard to the public interest in its operations;
- (p) encourage and promote widespread participation in Football to enhance opportunities for every participant to reach levels appropriate to their ability and aspiration; and
- (q) recognise the responsibility and demonstrate a commitment to safeguarding children and young people in Football.

3.2 FNSW

Subject to any applicable law, the Association must:

- (a) comply with, and do everything within its power to enforce compliance with, the FNSW Constitution; and
- (b) represent the Territory's interest in, and co-operate with, FNSW in all matters relating to the organisation of Football competitions in New South Wales and

the Territory, the Association's own Football competitions and Football in general.

4. POWERS

Solely for furthering the Objects, the Association, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under the Act.

5. INCOME AND PROPERTY OF THE ASSOCIATION

5.1 Sole Purpose

The income and property of the Association will be applied only towards the promotion of the Objects.

5.2 Payments to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments to a Member:

- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association; or
- (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to the Association.

6. FNSW OBLIGATIONS

6.1 FNSW recognition

- (a) FNSW recognises the Association as the Association Zone for the Territory and responsible for ensuring the efficient administration of Football in the Territory in accordance with the Objects. The Association must be and remain a legal entity.
- (b) The Association will:
 - (i) have objects that align with FNSW's objects and do all that is reasonably necessary to enable FNSW's objects to be achieved, having regard to any legislation applicable to the Association;
 - (ii) effectively promulgate and enforce the FNSW Constitution;
 - (iii) at all times act for and on behalf of the interests of FNSW, the Association, the Members and Football;
 - (iv) be responsible and accountable to FNSW for fulfilling its respective obligations under FNSW's strategic plan as revised from time to time;
 - (v) provide FNSW with copies of its audited accounts, annual report and associated documents immediately following its annual general meeting;
 - (vi) be bound by the FNSW by-laws;

- (vii) act in good faith and loyalty to maintain and enhance FNSW and Football, its standards, quality and reputation for the collective and mutual benefit of the Members and Football;
- (viii) at all times operate with, and promote, mutual trust and confidence between FNSW, the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
- (ix) maintain a database of all Clubs Registered with it and provide a copy to FNSW upon request from time to time by the FNSW board in such means as may be required; and
- (x) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Football and its maintenance and development.

6.2 Constitution of the Association

- (a) The Association shall take all steps necessary to ensure this Constitution (and any amendments) conforms, to the FNSW Constitution, subject to any prohibition or inconsistency in any relevant legislation.
- (b) If the documents do not conform to the FNSW Constitution, the Association shall, without delay, take all steps necessary to address the inconsistency so that the documents conform to the FNSW Constitution.
- (c) The Association acknowledges that FNSW may develop and implement by-laws which may set out:
 - (i) the requirements to be met by the Association as an Association Zone; and
 - (ii) the privileges and benefits of registration as an Association Zone.

6.3 Amendment of the Association Constitution

No addition, alteration or amendment shall be made to this Constitution unless the same has been approved by Special Resolution.

7. MEMBERSHIP

7.1 Categories of Members

Members of the Association shall fall into one of the following categories:

- (a) Clubs, which subject to this Constitution, shall be represented by their Representative who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Club;
- (b) Affiliate Members which subject to this Constitution, shall be represented by their Representative who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliate Member;
- (c) Life Members, who subject to this Constitution shall have the right to attend and debate but not vote at General Meetings; and

- (d) such new or other categories of Members as may be established by the Directors. Any new category of Member established by the Directors must not be granted voting rights without the approval of the Association in General Meeting.

7.2 Eligibility and admission to membership

- (a) A person will become a Member, and the Directors will direct the CEO to record their name in the register of Members kept by the Association, only:
 - (i) upon meeting the criteria applicable to the relevant category of membership set out in this Constitution and/or the By-Laws; and
 - (ii) having completed the process set out in this Constitution, including in particular this **clause 7.2** for proposed clubs or affiliates.
- (b) To be eligible for membership of the Association as a club, at the time of application the club must:
 - (i) have at least ten (10) non-senior teams;
 - (ii) not duplicate in any way the colours of an existing Club;
 - (iii) be at least 5 kilometres from the headquarters and grounds of any existing Club,
- (c) An eligible club or affiliate will only be admitted to membership of the Association upon:
 - (i) the Directors recommending that club or affiliate to a General Meeting; and
 - (ii) approval of the proposed club or affiliate by the General Meeting; and
 - (iii) the proposed member signing an application in which they undertake to:
 - (A) be bound by this Constitution and the By-Laws of the Association, including By-Laws specific to the relevant category of membership;
 - (B) pay the fees and subscriptions determined to apply to the relevant membership category under **clause 9.1**; and
 - (C) support the Association in the encouragement and promotion of the Objects.

7.3 Life Members

- (a) Life Membership is the highest honour which can be bestowed by the Association for longstanding and valued service to Football in the Territory.
- (b) Any Member may forward a proposal for nomination for Life Membership to the Directors for their consideration.

- (c) On the nomination of the Board, any individual may be elected as a Life Member at any AGM by Special Resolution, subject to **clause 7.2**.
- (d) Nominations for Life Membership shall include a written report outlining the history of services of any nominee, together with comments on the suitability of the honour.
- (e) The By-Laws will set out:
 - (i) current Life Members;
 - (ii) the criteria to be met by Life Members; and
 - (iii) subject to this Constitution, the privileges and benefits of Life Membership.
- (f) Subject to **clause 7.2**, at the time of adoption of this Constitution, the Life Members of the Association shall be those persons listed in Schedule 2.

7.4 Clubs

- (a) Subject to **clause 7.2**, at the time of adoption of this Constitution, the Clubs of the Association shall be those incorporated entities recognised by the Association as Clubs and listed in Schedule 2.
- (b) Clubs will:
 - (i) have objects that align with the Objects and do all that is reasonably necessary to enable the Objects to be achieved;
 - (ii) effectively promulgate and enforce this Constitution;
 - (iii) at all times act for and on behalf of the interests of the Association, the Members and Football;
 - (iv) work with the Association to fulfil its objectives under the Association's strategic plan as revised from time to time;
 - (v) provide the Association with copies of its audited accounts, annual report (where applicable) and associated documents immediately following its annual general meeting;
 - (vi) be bound by this Constitution and any By-Laws made by the Association under this Constitution;
 - (vii) act in good faith and loyalty to maintain and enhance the Association and Football, its standards, quality and reputation for the collective and mutual benefit of the Members and Football;
 - (viii) at all times operate with, and promote, mutual trust and confidence between the Association and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in the pursuit of the Objects;
 - (ix) maintain a database of all individual members Registered with it in accordance with this Constitution and provide a copy to the

Association upon request from time to time by the Board in such means as may be required; and

- (x) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Football and its maintenance and development.
- (c) Each Club must:
 - (i) advise the Association as soon as practicable of any serious administrative, operational or financial difficulties the Club is having;
 - (ii) assist the Association in investigating those issues; and
 - (iii) cooperate with the Association in addressing those issues, including consulting with the Association in the appointment of an administrator. The Association is not obliged to act under this clause.

7.5 Club Constitution

- (a) Each Club shall take reasonable steps to ensure its constitution (and any amendments) is not inconsistent with this Constitution.
- (b) If the documents are inconsistent with this Constitution, the Club shall take all reasonable steps to address the inconsistency so that the documents align with this Constitution.
- (c) For the avoidance of doubt, if any inconsistency remains between the Club constitution and this Constitution, this Constitution shall prevail to the extent of that inconsistency.
- (d) Each Club acknowledges that the Association may develop and implement By-Laws which may set out:
 - (i) the membership criteria (of the Association) to be met by the Club; and
 - (ii) the privileges and benefits of Club membership.

7.6 Affiliate Members

- (a) Only a legal entity may become an Affiliate Member.
- (b) In order to become an Affiliate Member, a legal entity must submit an application accompanied by an up-to-date copy of that legal entity's constituent documents.
- (c) Affiliate Membership may be granted in accordance with **clause 7.2**.
- (d) Affiliate Membership may be suspended or cancelled by the Directors provided that the Directors comply with any procedure which may be set out or established in the relevant By-laws from time to time.
- (e) Subject to **clause 7.2**, at the time of adoption of this Constitution, the Affiliate Members of the Association shall be those incorporated entities recognised by the Association as Affiliate Members and listed in Schedule 2.

7.7 General

- (a) The Association must keep and maintain a register of all Members in which shall be entered such information as is required under the Act from time to time. Having regard to confidentiality considerations, an extract of the register, excluding the address of any Life Member or Director shall be available for inspection (but not copying) by Members, upon reasonable request.
- (b) No Member whose membership ceases has any claim against the Association or the Directors for damages or otherwise arising from cessation or termination of membership.
- (c) A right, privilege or obligation of a Member by reason of their membership of the Association is not capable of being transferred or transmitted to another Member. No Member shall, or purport to, assign the rights comprising or associated with membership to any other person and any attempt to do so shall be void.
- (d) Members must treat all staff, contractors and representatives of the Association and all other Members with respect and courtesy at all times.
- (e) Members must not act in a manner unbecoming of a Member or prejudicial to the Objects and/or interests of the Association or Football.

7.8 Limited Liability

Members have no liability except as set out in **clause 29**.

7.9 Effect of Membership

- (a) Members acknowledge and agree that:
 - (i) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;
 - (ii) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;
 - (iii) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
 - (iv) this Constitution is made in pursuit of a common purpose, namely the mutual and collective benefit of the Association, the Members and Football;
 - (v) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Football; and
 - (vi) they are entitled to all benefits, advantages, privileges and services of Association membership.
- (b) Subject to **clause 9.2(a)**, a Voting Member of the Association has the right:

- (i) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by this Constitution;
- (ii) to submit items of business for consideration at a General Meeting;
- (iii) to attend, be heard and vote through their Representatives at General Meetings;
- (iv) to have access to the minutes of the General Meetings and other documents of the Association as provided under **clause 25**; and
- (v) subject to **clause 7.7(a)**, to inspect the register of members.

8. CESSATION OF MEMBERSHIP

8.1 Cessation

A person ceases to be a Member on:

- (a) resignation;
- (b) expiration of membership and failure to pay the prescribed membership fee by the due date for payment as set by the Directors;
- (c) death;
- (d) the termination of their membership according to this Constitution or the By-Laws;
- (e) if a body corporate, being dissolved or otherwise ceasing to exist; or
- (f) that Member no longer meeting the requirements for membership according to this Constitution and/or the By-Laws.

8.2 Resignation

For the purposes of **clause 8.1(a)**, a Member who has no debts owing to the Association may resign as a member of the Association by giving 30 days written notice to the Board. Where a Voting Member seeks to resign as a Member of the Association the written notice must be accompanied by a copy of the special resolution passed by the Voting Member's members resolving that the Voting Member resign from the Association.

8.3 Forfeiture of Rights

A Member who or which ceases to be a Member shall forfeit all right in and claim upon the Association or the Directors for damages or otherwise, or claim upon its property including the Intellectual Property.

9. FEES AND SUBSCRIPTIONS

9.1 Fees payable by Members

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;

- (ii) the amount of the annual membership fee payable by each Member, or any category of Members;
 - (iii) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
 - (iv) the payment method and due date for payment.
- (b) Each Member must pay to the Association the amounts determined under this **clause 9** in accordance with **clause 9.1(a)(iv)**.

9.2 Non-Payment of Fees

- (a) Subject to **clause 9.2(b)** but notwithstanding any other clause of this Constitution, the right of a Member to attend and vote at a General Meeting may, at the discretion of the Directors, be suspended while the payment of any subscription or other amount determined under **clause 9.1(a)(i)**, **clause 9.1(a)(ii)** or **clause 9.1(a)(iii)** is in arrears.
- (b) Where a Member is in arrears for any amount:
- (i) the Board may enter an arrangement with the Member for the payment of the amount; and
 - (ii) any arrangement must be disclosed to other Voting Members, but does not require their approval.

9.3 Renewal of membership

Members must renew their membership with the Association annually in accordance with the procedures determined from time to time by the Directors.

10. GENERAL MEETINGS

10.1 Annual General Meeting

AGMs of the Association are to be held:

- (a) according to the Act; and
- (b) otherwise as determined by the Directors (including date and venue).

10.2 Power to convene General Meeting

- (a) The Directors may convene a General Meeting when they think fit and must do so if required by the Act.
- (b) The Directors must on the requisition in writing of at least 5% of the Voting Members convene a General Meeting.

10.3 Notice of General Meeting

- (a) Notice of a General Meeting of Members must be given:
 - (i) to all Members entitled to attend the General Meeting, the Directors, and the auditor of the Association; and

- (ii) in accordance with **clause 27** and the Act.
- (b) At least 45 days prior to the proposed date of the AGM, the CEO will request from Voting Members notices of motions, which must be received no less than 28 days prior to the AGM.
- (c) At least 21 days' notice of the time and place of a General Meeting must be given, together with:
 - (i) all information required to be included in accordance with the Act;
 - (ii) in the case of a proposed Special Resolution, the intention to propose the Special Resolution and the terms of the proposed Special Resolution;
 - (iii) where applicable, any notice of motion received from any Voting Member or Director; and
 - (iv) where applicable, a list of all nominations received for positions to be elected at the relevant General Meeting.

10.4 No other business

No business other than that stated in the notice of meeting may be transacted at a General Meeting.

10.5 Cancellation or postponement of General Meeting

Where a General Meeting (including an AGM) is convened by the Directors they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine. However, this clause does not apply to a General Meeting convened by:

- (a) Voting Members according to the Act;
- (b) the Directors at the request of Members; or
- (c) a Court.

10.6 Written notice of cancellation or postponement of General Meeting

Notice of the cancellation or postponement of a General Meeting must state the reasons for doing so and be given to:

- (a) each Member entitled to attend the General Meeting; and
- (b) each other person entitled to notice of a General Meeting under this Constitution or the Act,

at least 7 days prior to the date of the General Meeting.

10.7 Contents of notice postponing General Meeting

A notice postponing a General Meeting must specify:

- (a) the new date and time for the meeting;

- (b) the place where the meeting is to be held, which may be either the same as or different from the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in 2 or more places, the technology that will be used to hold the meeting in that manner.

10.8 Number of clear days for postponement of General Meeting

The number of clear days from the giving of a notice postponing a General Meeting to the date specified in that notice for the postponed meeting must not be less than the number of clear days' notice of that General Meeting required to be given by **clause 10.6**.

10.9 Business at postponed General Meeting

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

10.10 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 meeting or the cancellation or postponement of the meeting.

10.11 Right to appoint Representative

In accordance with the Act, each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under **clause 10.12**, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.

10.12 Right to appoint proxy

- (a) A Voting Member entitled to attend a General Meeting of the Association is entitled to appoint a person as its proxy, to attend the meeting in its place in accordance with the Act.
- (b) A proxy may be revoked by the appointing Voting Member at any time by notice in writing to the Association.

10.13 Form of proxy

The instrument appointing a proxy may be in form determined by the Directors from time to time provided it complies with the requirements under the Act.

10.14 Lodgement of proxy documents

- (a) A proxy may vote at a General Meeting or an adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy is signed and is received by the Association:
 - (i) at the office, email address or at such other place or electronic address specified for that purpose in the notice of meeting; and

- (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Association.

10.15 Authority given by appointment

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by the Act or by this Constitution;
 - (ii) to speak to any proposed resolution;
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy — that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chair to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to

vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

10.16 Representative or proxy at postponed General Meeting

Where:

- (a) by the terms of an instrument appointing a Representative or proxy that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Voting Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

11. PROCEEDINGS AT GENERAL MEETINGS

11.1 Number for a quorum

The number of Voting Members who must be present and eligible to vote for a quorum to exist at a General Meeting is at least 60% of Voting Members.

11.2 Requirement for a quorum

An item of business may not be transacted at a General Meeting unless a quorum is present and remains throughout the General meeting.

11.3 Quorum and time

Subject to **clause 11.4**, if within 30 minutes after the time appointed for a General Meeting, or at any other time during the 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 such other day, time and place as the chair determines.

11.4 Quorum and time – AGMs

- (a) If within 30 minutes after the time appointed for an AGM, or at any other time during the meeting, a quorum is not present, the AGM stands adjourned to such other day, time and place as the chair determines.
- (b) Where an AGM has been adjourned under **clause 11.4(a)**, such Voting Members as are represented by their Representatives on the adjourned date shall constitute a quorum.

11.5 Chair to preside over General Meetings

- (a) The Chair is entitled to preside as chair at General Meetings.

- (b) If a General Meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside as chair (in order of entitlement):
 - (i) a Director (or other person) chosen by a majority of the Directors present;
 - (ii) the only Director present; or
 - (iii) the Representative of a Voting Member who is entitled to vote and is chosen by a majority of the Voting Members represented by their Representatives.

11.6 Conduct of General Meetings

- (a) The chair:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) may require the adoption of any procedure which in his or her opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (iii) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever he or she consider it necessary or desirable for the proper conduct of the meeting.
- (b) A decision by the chair under this **clause 11.6** is final.

11.7 Adjournment of General Meeting

- (a) The chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.

11.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (b) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

11.9 Questions decided by majority

Subject to the requirements of the Act and except in the case of a Special Resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

11.10 Equality of votes

Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the chair does not have a casting vote where voting is equal.

11.11 Declaration of results

- (a) 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.
- (b) A declaration by the chair 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 Association, is conclusive evidence of the fact.
- (c) Neither the chair 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.

11.12 Poll

- (a) If a poll is properly demanded in accordance with the Act or by the chair of the meeting, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the meeting at which the poll was demanded. On a poll each Voting Member will have the number of votes fixed under **clause 12**.
- (b) A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.
- (d) 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 was demanded.

11.13 Objection to voting qualification

- (a) An objection to the right of a person to attend or vote at a General Meeting (including an adjourned meeting):
 - (i) may not be raised except at that meeting; and
 - (ii) must be referred to the chair, whose decision is final.
- (b) A vote not disallowed under the objection is valid for all purposes.

11.14 Chair to determine any poll dispute

If there is a dispute about the admission or rejection of a vote, the chair must decide it and the chair's decision made in good faith is final.

11.15 Minutes

- (a) The CEO must ensure that minutes are taken and kept of each General Meeting.
- (b) The minutes must record:
 - (i) the business considered at the meeting;
 - (ii) any resolution on which a vote is taken and the result of the vote; and
 - (iii) the names of persons present at all meetings.
- (c) In addition, the minutes of each Annual General Meeting must include:
 - (i) the financial statements submitted to the Members in accordance with the Act;
 - (ii) the certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (iii) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.
- (d) The minutes of General Meetings shall be available for inspection and copying by the Members.

12. COUNCIL OF CLUBS FORUM

12.1 Power to convene Council of Clubs Forum

The Directors may from time to time convene a Council of Clubs Forum.

12.2 Notice of Council of Clubs Forum

Notice of a Council of Clubs Forum must be given to all Members and Directors entitled to attend the General Meeting.

12.3 Quorum

- (a) The number of Voting Members who must be present for a quorum to exist at a Council of Clubs Forum is at least 60% of Voting Members.
- (b) If within 30 minutes after the time appointed for a Council of Clubs Forum, or at any other time during the forum, a quorum is not present, the forum stands adjourned to such other day, time and place as the chair determines.
- (c) Voting Members who are not present at three (3) consecutive Council of Clubs Forums may be subject to disciplinary action as determined by the

Directors in accordance with this Constitution and/or any relevant disciplinary By-Law.

12.4 Conduct of a Council of Clubs Forum

- (a) A Council of Clubs Forum is to provide opportunity for open discussion on all matters relating to Football and all attendees shall have equal opportunity to participate in discussions.
- (b) The format of proceedings at a Council of Clubs Forum shall be at the discretion of the Directors and may include plenary sessions, small group workshops or guest speakers.
- (c) The Directors shall determine who shall chair the Council of Clubs Forum, including who shall lead or facilitate particular discussion items.

13. VOTES OF MEMBERS

13.1 Votes of Members

- (a) At a General Meeting, on a show of hands and on a poll, each Voting Member shall have 1 vote. A Voting Member's vote will be exercised by its Representative.
- (b) No Members other than Voting Members are entitled to vote at General Meetings.

13.2 Resolutions not in General Meeting

- (a) If all Voting Members sign a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Voting Member.
- (b) For the purposes of **clause 13.2(a)**, two or more separate documents containing statements in identical terms, each of which is signed by one or more Voting Members, are deemed together to constitute one document containing a statement in those terms signed by those Members on the respective days on which they signed the separate documents.
- (c) An email or other form of visible or other electronic communication under the name of a Voting Member is deemed to be a document in writing signed by that Member for the purpose of this clause.

14. DIRECTORS

14.1 Composition of the Board

The Board shall consist of:

- (a) 6 Elected Directors all of whom will be elected under **clause 15.3**; and
- (b) up to 2 additional Appointed Directors who shall be appointed in accordance with **clause 16**.

14.2 First Directors

- (a) From the date this Constitution is adopted, the First Elected Directors will be the Directors of the Association.
- (b) The First Elected Directors will retire in accordance with **clause 14.2(c)**.
- (c) Subject to this Constitution, prior to the first Annual General Meeting of the Association:
 - (i) two (2) of the First Elected Directors, will agree to a further two (2) years term of office;
 - (ii) two (2) of the First Elected Directors, will agree to a further one (1) year term of office;
 - (iii) two (2) Directors will be elected in accordance with **clause 15**,
with such terms of office commencing from the Annual General Meeting and in the absence of agreement between the First Elected Directors as to who will retire when, those to retire will be determined by lot from the relevant First Elected Directors. Those retiring First Elected Directors will, subject to the requirements of this Constitution, be eligible for re-election.

14.3 Portfolios

The Board may allocate portfolios to Directors.

14.4 Qualifications

- (a) The Board may determine from time to time job descriptions and qualifications for Directors.
- (b) A person who holds an Official Position is not eligible to be elected or appointed as a Director. For the avoidance of doubt if a person who holds an Official Position nominates to be considered for election as a Director and is elected as a Director that person cannot take office as a Director until they have resigned from the Official Position. A copy of such resignation must be received by the CEO within 48 hours of the General Meeting at which the person is elected.
- (c) A person who:
 - (i) is an employee of the Association is not eligible to be elected as a Director; and
 - (ii) has been CEO is not eligible to be elected or appointed as a Director for a period of 3 years since they ceased being CEO.

14.5 Remuneration of Directors

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

- (a) paid by the Association for services rendered to it other than as a Directors;
and

- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - (ii) otherwise engaged on the affairs of the Association.

14.6 Honorarium

The Association may in General Meeting by ordinary resolution determine to pay a Director an ex-gratia payment.

15. ELECTED DIRECTORS

15.1 Nomination for Board

Nominations for Elected Directors shall be called for by the CEO at least 45 days prior to the General Meeting at which the election is to be held (usually the AGM).

15.2 Form of Nomination

Nominations must be:

- (a) in writing on the prescribed form (if any);
- (b) signed by an authorised representative of a Voting Member;
- (c) certified by the nominee expressing their willingness to accept the position for which they are nominated; and
- (d) delivered to the Association not less than 28 days before the date fixed for the holding of the General Meeting.

15.3 Elections

- (a) If the number of nominations received for positions on the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be declared elected.
- (b) If there are insufficient nominations received to fill all vacancies on the Board, the positions will be deemed casual vacancies under **clause 17.1**.
- (c) If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in order drawn by ballot, for each vacancy on the Board.
- (d) The voting shall be conducted by secret ballot to determine the elected candidate and results will be determined by the candidate who receives the most votes.
- (e) If the result of the secret ballot under **clause 15.3(d)** is unable to be determined because two or more candidates receive the same number of votes, a further secret ballot for the position is to be conducted between those candidates who received the same number of votes.

- (f) If the result of the secret ballot under **clause 15.3(e)** is still unable to be determined because two or more candidates receive the same number of votes, a secret ballot for the position shall continue to be conducted between those candidates until a candidate who receives the most votes can be determined.

15.4 Term of Appointment

- (a) Subject to this Constitution, and in particular **clauses 15.4(c)** and **15.4(d)**, Elected Directors shall be elected in accordance with this Constitution for a term of 3 years, which shall commence from the conclusion of the General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.
- (b) In every three-year period, two Elected Directors shall retire after the first year, two Elected Directors shall retire after the second year and two Elected Directors shall retire after the third year, until the six Elected Directors have retired, after which those Elected Directors elected to the vacancies after the first year shall retire and so on.
- (c) Notwithstanding any other clause, should any adjustment to the term of Elected Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board. If the Board cannot agree, retirements will be determined by lot. For the avoidance of doubt any part of a term shall be deemed a full term for the purposes of this **clause 15.4**.
- (d) Notwithstanding **clause 15.4(a)**, an Elected Director elected under **clause 15** due to the operation of **clause 17.1(b)** shall be elected for the remaining duration of the vacant Elected Director position to which they are elected.

15.5 Maximum consecutive years in office for Directors

- (a) In addition to **clause 16.3(b)**, a Director must not serve more than nine consecutive years as a Director, including where one or more of the years is as an Appointed Director.
- (b) For the purpose of **clause 15.5(a)**, where service by a person as a Director under this Constitution is for a period less than three years:
 - (i) if the service is less than one year, it will be treated as one full year;
 - (ii) if the service is between one year and two years, it will be treated as two full years; and
 - (iii) if the service is between two years and three years, it will be treated as three full years.
- (c) A Director who has served the maximum number of years in accordance with **clause 15.5(a)** shall not be eligible to be a Director for three years following the completion of their maximum term.

16. APPOINTED DIRECTORS

16.1 Appointment of Appointed Director

- (a) The Elected Directors may appoint:

- (i) up to one (1) person to be an Appointed Director on recommendation from the Manly United Football Club Ltd and, subject to the approval of the Elected Directors of that recommended nominee; and
- (ii) up to one (1) other person to be an Appointed Directors in accordance with this Constitution.

16.2 Qualifications for Appointed Directors

Appointed Directors should have skills that complement and/or supplement any skill gaps that may exist in the Board, with the aim of ensuring that the Board has all the necessary skills to govern the organisation.

16.3 Term of Appointment

- (a) Directors appointed under **clause 16.1** may be appointed by the Elected Directors in accordance with this Constitution for a term of up to 12 months, which shall commence and conclude on dates as determined by the Elected Directors.
- (b) Following the adoption of this Constitution, no person who has served as an Appointed Director for a period of up to six consecutive full terms (six years) shall be eligible for re-appointment as an Appointed Director for at least three years following the date of conclusion of their last term as a Director, however may stand for election as an Elected Director subject to **clause 15.5**.

17. VACANCIES ON THE BOARD

17.1 Casual Vacancies

- (a) Any casual vacancy that occurs in the position of an Elected Director may only be filled by the remaining Directors (from among appropriately qualified persons), to the exclusion of the General Meeting, where the vacating Elected Director's term has less than 3 months remaining on the date the position becomes vacant.
- (b) In the event of a casual vacancy in an Elected Director position where there are 3 or more months remaining on the term on the date the position becomes vacant, the CEO must call for nominations for the position which must be filled in accordance with **clause 15**.
- (c) Any casual vacancy that occurs in the position of an Appointed Director may be filled by the remaining Elected Directors (from among appropriately qualified persons), to the exclusion of the General Meeting.
- (d) Any casual vacancy may only be filled for the remainder of the vacating Director's term under this Constitution.

17.2 Grounds for Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) becomes bankrupt or insolvent under administration or makes any arrangement or composition with their creditors generally;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns their office in writing to the Association;
- (e) is absent without the consent of the Board from meetings of the Board held during a period of three months;
- (f) is an employee of the Association or a Voting Member;
- (g) holds an Official Position with a Club;
- (h) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (i) is removed by the Voting Members in accordance with the Act;
- (j) reaches the maximum consecutive years permitted in office under this Constitution; or
- (k) would otherwise be prohibited from being a director of a corporation under the Act.

17.3 Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum or to convene a General Meeting for the purposes of complying with **clause 17.1(b)**.

18. POWERS AND DUTIES OF DIRECTORS

18.1 Directors to manage the Association

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

18.2 Specific powers of Directors

Without limiting **clause 18.1**, the Directors may exercise all the Association'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 Association or of any other person.

18.3 Time, etc.

Subject to the Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

18.4 Delegation of powers

- (a) The Directors may, by resolution or by power of attorney or writing under seal, delegate any of their powers to the CEO or any employee of the Association or any other person as they think fit.
- (b) Any delegation by the Directors of their powers:
 - (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of the delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.
- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.

19. PROCEEDINGS OF DIRECTORS

19.1 Directors meetings

- (a) Subject to **clause 19.1(b)**, the Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet at least 5 times in each calendar year.

19.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present in person and entitled to vote. Each Director present has 1 vote on a matter arising for decision by Directors.

19.3 No casting vote

The chair of the meeting will not have a casting vote.

19.4 Quorum

Five Directors present in person constitutes a quorum.

19.5 Convening meetings

- (a) A Director may, and the CEO on the request of a Director must, convene a Directors' meeting.
- (b) Notice of a meeting of Directors must be given individually to each Director (except a Director on leave of absence approved by the Directors). Notice of

a meeting of Directors may be given in person, or by post or by telephone, email or other electronic or telecommunications means.

- (c) A Director may waive notice of a meeting of Directors by giving notice to that effect to the Association in person or by post or by telephone, email or other electronic or telecommunications means.
- (d) A person who attends a meeting of Directors waives any objection that person may have in relation to a failure to give notice of the meeting.
- (e) The non-receipt of a notice of a meeting of the Directors or the accidental omission to give notice of a meeting to a person entitled to receive notice does not invalidate anything done (including the passing of a resolution) at that meeting of Directors.

19.6 Election of Chair

- (a) The Elected Directors must at the first Board meeting after the AGM annually elect by majority vote one of their number to the office of Chair.
- (b) The Director elected to the office of Chair under **clause 19.6(a)** will remain Chair for one year from the date of their election until the first Board meeting after the next AGM and shall chair any Board meeting. A Director elected as Chair may be re-elected to that position in following years so, long as he or she remains a Director.
- (c) Despite **clause 19.6(b)**, if:
 - (i) there is no person elected as Chair; or
 - (ii) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chair is unwilling to act,the Directors present may elect one of their number to be chair of the meeting.

19.7 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if notice in writing of the resolution is given to all Directors and a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of Directors) sign a document containing a statement that they are in favour of the resolution set out in the document.
- (b) Separate copies of the document may be used for signing by the Directors if the wording of the resolution and statement is identical in each copy. An email or other document or transmission produced by electronic means under the name of a Director with the Director's authority is taken to be a document signed by the Director for the purposes of **clause 19.7(a)** and is taken to be signed when received by the Association in legible form.
- (c) The resolution is passed when the last Director required to achieve the required majority signs.

19.8 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, is 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.

19.9 Directors' interests

(a) A Director is disqualified by holding any place of profit or position of employment in the Association, any Member or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Director is in any way interested will be voided for such reason.

(b) A director shall declare his or her interest in any:

- (i) contractual matter;
- (ii) selection matter;
- (iii) disciplinary matter; or
- (iv) financial matter,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

(c) The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

(d) A general notice that a Director is a member of any specified firm or company and is to be regarded as interest in all transactions with that firm or company is sufficient declaration under **clause 19.9(c)** as regards such Director and the said transactions. After such general notice it is not necessary for such Director to give a special notice relating to any particular transaction with that firm or company.

(e) It is the duty of the CEO to record in the minutes any declaration made or any general notice given by a Director in accordance with **clauses 19.9(c)** or **19.9(d)**.

19.10 Minutes

- (a) The Directors must cause minutes of meetings to be made and kept according to the Act.
- (b) The minutes of Directors meetings may be made available for inspection or copying by the Members.

20. TELECOMMUNICATIONS MEETINGS OF THE ASSOCIATION

20.1 Telecommunication meeting

- (a) A General Meeting or a Directors' Meeting may be held by means of a telecommunication meeting, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for a General Meeting or Directors' Meeting (as applicable);
 - (ii) the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to a meeting apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this **clause 20**.

20.2 Conduct of telecommunication meeting

The following provisions apply to a telecommunication meeting of the Association:

- (a) all persons participating in the meeting must be linked by telephone, audio-visual or other instantaneous means for the purpose of the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present at the meeting; and
- (c) at the commencement of the meeting each person must announce his or her presence to all other persons taking part in the meeting;
- (d) a person may not leave a telecommunication meeting by disconnecting his or her telephone, audio-visual or other communication equipment unless that person has previously notified the chair;
- (e) a person may conclusively be presumed to have been present and to have formed part of a quorum at all times during a telecommunication meeting unless that person has previously notified the chair of leaving the meeting; and
- (f) a minute of proceedings of a telecommunication meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified to be a correct minute by the chair.

21. CEO

21.1 Appointment of CEO

The Directors may appoint a CEO.

21.2 Powers, duties and authorities of CEO

- (a) If appointed the CEO holds office on the terms and conditions (including any remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Directors.

21.3 Suspension and removal of CEO

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

21.4 Delegation by Directors to CEO

The Directors may delegate to the CEO the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:

- (a) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
- (b) manage the financial and other reporting mechanisms of the Association;
- (c) approve and incur expenditure subject to specified expenditure limits;
- (d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association; and
- (e) any other powers and responsibilities which the Directors consider appropriate to delegate to the CEO.

21.5 CEO to attend meetings

If appointed the CEO is entitled, subject to a determination otherwise by the Directors, to attend all meetings of the Association, all meeting of the Directors and any Committees and may speak on any matter, but does not have a vote.

22. COMPANY SECRETARY

22.1 Appointment of Company Secretary

There must be at least one Company Secretary who is to be appointed by the Directors.

22.2 Suspension and removal of Company Secretary

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

22.3 Powers, duties and authorities of Company Secretary

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

23. COMMITTEES

23.1 Committees

The Directors may by written instrument delegate any of their powers to Committees consisting of such persons they think fit (including Directors, individuals and consultants), and may vary or revoke any delegation.

23.2 Powers delegated to Committees

- (a) A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors. A Committee is responsible to and reports to the Board and/or the CEO as the case may be.
- (b) Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

23.3 Committee meetings

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

23.4 Finance and audit committee

- (a) The Association will establish a 'Finance and Audit Committee' (**FAC**).
- (b) The Directors will, by written instrument as amended from time to time, determine among other things the following in relation to the FAC:
 - (i) its purpose;
 - (ii) composition and terms of office;
 - (iii) chair; and
 - (iv) procedure and meetings.

24. BY-LAWS

24.1 Making and amending By-Laws

- (a) The Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and Football in the Territory and may amend, repeal and replace those By-Laws.
- (b) Interpretation of the By-Laws is solely the responsibility of the Directors.

24.2 Effect of By-Laws

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.

25. KEEPING AND INSPECTION OF RECORDS

25.1 Records

- (a) The CEO shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.
- (b) Records and minutes may be kept in written or electronic form. If kept in electronic form, the records and minutes must be able to be converted into hard copy.
- (c) The Directors will cause the Association records to be kept for a period of 7 years from their creation.

25.2 Inspection of Records

- (a) Members may on request inspect free of charge:
 - (i) the minutes of general meetings and Directors meetings; and
 - (ii) subject to **clause 25.2(b)**, the financial records, books, securities and any other relevant document of the Association.
- (b) The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (c) The Board must on request make copies of these rules available to Members and applicants for membership free of charge.
- (d) Subject to **clause 25.2(b)**, a Member may make a copy of any of the other records of the Association referred to in this clause.
- (e) For the purposes of this clause:

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following:

- (i) its financial statements;
- (ii) its financial records; and
- (iii) records and documents relating to transactions, dealings, business or property of the Association.

26. ACCOUNTS

26.1 Records Kept in Accordance with Act

Books, documents, securities and proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. All such records and the books of account shall be kept in the care and control of the CEO.

26.2 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act and will distribute copies of financial statements as required by the Act.

26.3 Transactions

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors determine from time to time.

26.4 Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the Directors and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act.
- (b) Members may remove an auditor from office by resolution made at a General Meeting in accordance with the Act.

27. NOTICE

27.1 Document includes notice

In this **clause 27**, document includes a notice.

27.2 Methods of service on a Member

The Association 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 an email or other electronic address nominated by the Member.

27.3 Methods of service on the Association

A Member may give a document to the Association:

- (a) by delivering it to the Association's registered office;
- (b) by sending it by post to the Association's registered office; or

- (c) by sending it to an email or other electronic address nominated by the Association.

27.4 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, or sent from an address outside Australia, must be sent by airmail,

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

27.5 Electronic transmission

If a document is sent by email or any other form of electronic transmission, delivery of the document is taken to:

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

28. INDEMNITY

28.1 Indemnity of officers

- (a) This **clause 28** applies to every person who is or has been:
 - (i) a Director, CEO or Company Secretary of the Association; and
 - (ii) to any other officers, employees, former officers or former employees of the Association or of its related bodies corporate as the Directors in each case determine.

Each person referred to in this paragraph (a) is referred to as an **Indemnified Officer** for the purposes of the rest of **clause 28**.

- (b) The Association will indemnify each Indemnified Officer out of the property of the Association against:
 - (i) every liability (except a liability for legal costs) that the Indemnified Officer incurs as an Officer of the Association or of a related body corporate of the Association; and
 - (ii) 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 Indemnified Officer becomes involved as an officer of the Association or of a related body corporate of the Association,

unless:

- (iii) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

- (iv) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

28.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an Indemnified Officer against liability that the Indemnified Officer incurs as an officer of the Association or of a related body corporate of the Association including a liability for legal costs, unless:

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

28.3 Deed

The Association may enter into a deed with any Indemnified Officer or a deed poll to give effect to the rights conferred by **clause 28.1** on the terms the Directors think fit (as long as they are consistent with **clause 28.1**).

29. WINDING UP

29.1 Contributions of Members on winding up

- (a) Each Voting Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.
- (b) The contribution is for:
 - (i) payment of the Association's debts and liabilities contracted before their membership ceased;
 - (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves, and the amount is not to exceed \$1.00.
- (c) No other Member must contribute to the Association's property if the Association is wound up.

29.2 Excess property on winding up

- (a) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of the Association; and
 - (ii) 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 under this Constitution.

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

30. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership subscriptions, fees and levies payable by Members, donations, grants, sponsorships and such other sources as the Directors determine.

31. TRANSITIONAL ARRANGEMENTS

31.1 Interpretation

- (a) Where there is any inconsistency between this **clause 31** and any other clause in the Constitution, the provisions in this **clause 31** will prevail to the extent of the inconsistency.

- (b) For the purposes of this **clause 31**:

First Appointed Directors mean the individuals (if any) collectively referred to in Item 2 Schedule 1.

First Elected Directors mean the individuals collectively referred to in Item 1 Schedule 1.

31.2 First Members

- (a) On the date of adoption of this Constitution the:
 - (i) clubs listed in Item 1 Schedule 2 will be the Clubs;
 - (ii) affiliates listed in Item 2 Schedule 2 will be the Affiliate Members; and
 - (iii) individuals listed in Item 3 Schedule 1 will be the Life Members.

31.3 First Directors

- (a) The First Elected Directors will be the Directors of the Association at the time of adopting this Constitution.
 - (b) The First Elected Directors will retire in accordance with **clause 14.2(c)**.
 - (c) The First Appointed Directors will be the Directors of the Association (if any) at the time of adopting this Constitution.
-

SCHEDULE 1

Transitional Provisions

1. First Elected Directors

- (a) Jeffrey Smit
- (b) Linda Ward
- (c) Joseph Sorbara
- (d) Duncan Kerr

2. First Appointed Directors

- (a) Keith Pester

SCHEDULE 2

First Clubs, Affiliate members and Life Members

1. First Clubs

- a) Avalon Soccer Club
- b) Beacon Hill Youth Club (recognised by the Association as the Beacon Hill Football Club)
- c) Belrose Terrey Hill Raiders Football Club
- d) Brookvale Football Club
- e) Collaroy Cromer Strikers Football Club
- f) Curl Curl Youth Club (recognised by the Association as the Curl Curl Football Club)
- g) Dee Why Football Club
- h) Forest Killarney Football Club
- i) Harbord Seaside United Football Club
- j) Manly Allambie United Football Club
- k) Manly Vale Football Club
- l) Mosman Football Club
- m) Narrabeen Youth Club (recognised by the Association as Narrabeen Football Club)
- n) Pittwater RSL Football Club
- o) Seaforth Football Club
- p) St Augustines Soccer Football Club
- q) Wakehurst Football Club

2. First Affiliate Members

- a) Manly Warringah Football Referees Association Inc.
- b) Manly Warringah District Soccer Football Club Ltd
- c) Manly United Football Club Ltd

3. First Life Members

Mr Brian Emery

Mr Cyril Sutton

Mrs Leonie Parker

Mrs Jackie Higgins

Mr Warren Mephram

Mr Wayne Connor

Mr Eric Beckett

Mr Trevor Croal

Mr Charles Vale

Mr Mike Speed

Mrs Linda Ward

Mr Keith Pester

Mr Graeme Kellow

Mr Ray Fanning

Mr Don Gale

Mr Ted Blackwood

Mr Greg Carroll

Mr Andrew Edwards

Mr David Tomlinson

Ms Rhonda Ferguson

Mr Ed Neill

Deceased Life Members

Mr F Curtis

Mr RJ Parker

Mr Reg Gillings

Mr Don Balmain

Mr George Hudson

Mr Len Lems

Mr Fred Alder

Mr Syd Russell

Mrs Shirley Bones

Mr Mal Ticehurst

Mr John Tilley

Mr Fred Bones

Mr Bruce Smith

Mr Col Jones

Mrs Lorna Gale