

**CONSTITUTION**

**NORTH COAST FOOTBALL ZONE INC**

under the *Associations Incorporation Act 2009* (NSW)

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**Part 1 Preliminary**

# DEFINITIONS

In this constitution:

***Club*** means all football clubs registered with FA and NNSWF and located within the Zone. ***committee member*** includes office-bearers and ordinary committee members.

***elected position*** means any appointed position or elected office of North Coast Football other than a committee member. ***exercise*** a function includes perform a duty.

***FA*** means Football Australia Limited.

***function*** includes a power, authority or duty.

***insolvent*** means any of the following in relation to a member, committee member or elected position (**relevant person**):

1. a receiver, manager, administrator or similar officer is appointed to a person or any asset of the relevant person;
2. a liquidator is appointed to the relevant person, whether compulsorily or voluntarily (other than for the purpose of amalgamation or reconstruction whilst solvent);
3. an application is made to a court or an order is made or a resolution is passed to:
	1. appoint a person referred to in paragraphs (a) or (b) of this definition;
	2. wind up the relevant person; or
	3. implement an arrangement in favour of the relevant person’s creditors;
4. the relevant person becomes bankrupt;
5. the relevant person is or declares that it is unable to pay its debts;
6. a writ of execution or similar order is made against any asset of the relevant person; or
7. anything analogous to any of the events listed in paragraphs (a) to (f) (inclusive) of this definition occurs in relation to a relevant person.

***life member*** means a person who has been admitted to membership of North Coast Football as a life member in accordance with clause 3(f).

***member*** means any member of North Coast Football from time to time, and includes ordinary members and life members.

***NNSWF*** means Northern NSW Football Limited.

***North Coast Football*** means North Coast Football Zone Inc.

***office-bearer*** means a person who is elected to an office referred to in clause

16(a)(i)(A) - 16(a)(i)(B).

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

1. president, vice-president, secretary, treasurer, director, committee member or member of the governing body (however described) of a Club, or of any association (incorporated or unincorporated) or other entity (including of any member or State body or its members) conducting, participating in or administering football or any football competition in Australia;
2. a Registered Participant;
3. an individual participating in or administering football or any football competition in Australia as a manager or official of a team; or (k) a member or committee member of a Club.

***ordinary committee member*** means a committee member who is not an office-bearer.

***ordinary member*** means a person who has been admitted to membership of North Coast Football as an ordinary member in accordance with clause 3(a).

***Policies*** means any policies and competition rules of North Coast Football from time to time, as approved by the committee. ***register*** means the register of members maintained under clause 5.

***Registered Participant*** means a person registered by North Coast Football in the category of:

1. player in any competition recognised by North Coast Football;
2. accredited referee; or (c) accredited coach.

***Rules*** means rules of soccer as set down by NNSWF or FA, including the national registration, status and transfer regulations applicable for the conduct of football competitions and matches in Australia, together with all statutes, regulations and policies issued by FA or NNSWF applicable to NCF in connection with the conduct of football competitions and matches in the Zone, as amended by FA or NNSWF from time to time.

***secretary***, of North Coast Football, means:

(a) the person holding office under this constitution as secretary; or (b) if no person holds that office - the public officer of North Coast Football.

***special general meeting***, of North Coast Football, means a general meeting of North Coast Football other than an annual general meeting.

***subcommittee*** means a subcommittee established under clause 23. ***the Act*** means the *Associations Incorporation Act 2009* (NSW). ***the Regulation*** means the *Associations Incorporation Regulation 2022* (NSW).

***Zone*** means the area designated as the North Coast Football Zone from time to time by NNSWF and FA.

**Note:** The Act and the *Interpretation Act 1987* contain definitions and other provisions that affect the interpretation and application of this constitution.

# INTERPRETATION

The *Interpretation Act 1987* (NSW)applies to this constitution as if it were an instrument made under the Act.

**Note:** The Act, Part 4 deals with various matters relating to the management of associations.

**Part 2 Members of North Coast Football**

# MEMBERSHIP GENERALLY

1. Membership is open to entities who are eligible for membership in any of the following categories:
	1. any Club; and
	2. any other entity within the Zone and affiliated with the administration, promotion and delivery of football within the Zone, subject to the approval of the committee and NNSWF.
2. The committee will invite each Club to apply for membership and must admit to membership each Club who submits an application for membership subject to, and in accordance with, this constitution.
3. An application must be made in accordance with clause 4 before an applicant will be admitted as an ordinary member.
4. Ordinary members are entitled, on admission to membership at North Coast Football, to:
	1. receive notices of, attend and vote at general meetings; and (ii) nominate a person for a position as committee member.
5. Only Clubs or other entities permitted by clause 3(a) can be ordinary members.
6. A life member is a person who is aged 18 years or over and who:
	1. has been nominated by any member or committee member for admission as a life member, in the form required by the committee from time to time, and with such supporting information required by the committee from time to time;
	2. the committee has resolved to be considered for life membership on the basis of meritorious service provided to North Coast Football;
	3. has consented to be a life member; and
	4. is approved as a life member by a special resolution of members passed at a general meeting.
7. On admission of membership at North Coast Football, a life member:
	1. is not required to pay any entrance or subscription fees under clause 7;
	2. is not to be counted in a quorum for any general meeting;
	3. is entitled to receive notice of, attend and speak at general meetings; and
	4. is not entitled to vote at general meetings.
8. There is no limit to the number of life members of North Coast Football at any time.

# MEMBERSHIP APPLICATIONS

1. An application to be a member of North Coast Football must:
	1. be made in writing;
	2. be in the form determined by the committee from time to time;
	3. designate the type of membership sought by or on behalf of the applicant;
	4. be lodged with the secretary;
	5. be signed on behalf of the applicant; and
	6. contain a statement that the member will, on becoming a member, comply with this constitution and the Rules and Policies.
2. The committee may determine that an application may be made or lodged by email or other electronic means.
3. The secretary must refer an application to the committee as soon as practicable after receiving the application.
4. The committee must approve or reject the application in accordance with clause 3.
5. As soon as practicable after a decision has been made regarding an application for membership in accordance with this constitution, the secretary must:
	1. give the applicant written notice of the decision, including by email or other electronic means if determined by the committee; and
	2. if the application is approved – inform the applicant that the applicant is required to pay any applicable entrance fee and

annual subscription fee payable under clause 7 within 28 days of the day the applicant received the notice.

1. The secretary must enter the applicant’s name in the register of members as soon as practicable after the applicant:
	1. is notified of the outcome of the application (if no entrance fee or subscription fee is payable under clause 7); or
	2. if any entrance fee or subscription fee is payable under clause 7, pays those fees in accordance with clause 7.
2. The applicant becomes a member once the applicant’s name is entered in the register.

# REGISTER OF MEMBERS

1. The secretary must establish and maintain a register of members and committee members of North Coast Football.
2. The register:
	1. may be in written or electronic form; (ii) must include, for each member:
		1. the member’s full name;
		2. a residential, postal or email address;
		3. the type of membership held;
		4. the date on which the member became a member; and
		5. if the member ceases to be a member - the date on which they ceased to be a member; (iii) must be kept in New South Wales:
		6. at North Coast Football’s main premises; or
		7. if North Coast Football has no premises - at North Coast Football’s official address;
	2. must be available for inspection, free of charge, by members at a reasonable time; and
	3. if kept in electronic form - must be able to be converted to hard copy.
3. If the register is kept in electronic form, the requirements in clauses 5(b)(iii) and 5(b)(iv) apply as if a reference to the register is a reference to a current hard copy of the register.
4. A member may obtain a hard copy of the register, or a part of the register, on payment of a fee of not more than $1 or such other amount as determined by the committee, for each page copied.
5. Information about a member, other than the member’s name, must not be made available for inspection if the member requests that the information not be made available.
6. A member must not use information about a member obtained from the register to contact or send material to the member, unless:
	1. the information is used to send the member:
		1. a newsletter;
		2. a notice for a meeting or other event relating to North

Coast Football; or

* + 1. other material relating to North Coast Football; or
	1. it is necessary to comply with a requirement of the Act or the Regulation.

# MEMBER OBLIGATIONS

1. Each ordinary member must:
	1. if that member is a Club, procure that each Registered Participant registered at that Club:
		1. agrees to be bound by the Rules and Policies;
		2. agrees to pay the fees and subscriptions determined from time to time by the committee as payable by members;
		3. is notified on registration with the Club of how and where to locate a copy of the Rules and Policies;
	2. provide North Coast Football with a copy of its constitution and any by-laws within 5 days of a request to do so; and
	3. inform North Coast Football within 5 days of any changes to the member’s constitution or by-laws.
2. Each life member agrees:
	1. to be bound by the Rules and Policies; and
	2. to pay any fees and subscriptions determined from time to time by the committee as payable by life members as permitted under this constitution.
3. Any member who does not comply with their obligations in clause 6(a) or 6(b) may, in the discretion of the committee:
	1. have their membership terminated by the committee; or
	2. have any voting rights they otherwise hold suspended in accordance with clause 9.

# FEES AND SUBSCRIPTIONS

1. The entrance fee to be paid to North Coast Football by a person whose application to be an ordinary member of North Coast Football has been approved is the amount determined by the committee from time to time, and at the date of this constitution is $1.00.
2. An ordinary member must, at the request of the committee, pay to North Coast Football an annual subscription fee of $2, or another amount determined by the committee from time to time:
	1. if the ordinary member becomes a member on or after the first day of the financial year of North Coast Football in a calendar year:
		1. in accordance with clause 7(a); and
		2. before the first day of the financial year of North Coast Football in each subsequent calendar year; or
	2. otherwise - before the first day of the financial year of North Coast Football in each calendar year.

# MEMBERS’ LIABILITIES

The liability of a member of North Coast Football to contribute to the payment of either of the following is limited to the amount of any outstanding fees owed by the member under clause 7:

1. the debts and liabilities of North Coast Football; and
2. the costs, charges and expenses of the winding up of North Coast Football.

# DISCIPLINARY ACTION AGAINST MEMBERS

1. A person may make a complaint to the committee that a member of North Coast Football has:
	1. failed to comply with a provision of this constitution; or
	2. persistently or wilfully acted in a way prejudicial to the interests of North Coast Football.
2. The committee may refuse to deal with a complaint if the committee considers the complaint is trivial or vexatious.
3. If the committee decides to deal with the complaint, the committee must:
	1. serve notice of the complaint on the relevant member;
	2. give the relevant member at least 14 days from the day the notice is served on the member within which to make submissions to the committee about the complaint; and (iii) consider any submissions made by the relevant member.
4. The committee may, by resolution, expel the r e l e v a n t member from North Coast Football or suspend the member’s membership if, after considering the complaint, the committee is satisfied that: (i) the facts alleged in the complaint have been proved; and (ii) the expulsion or suspension is warranted.
5. If the committee expels or suspends the member, the secretary must, within 7 days of that action being taken, give the member written notice of:
	1. the action taken;
	2. the reasons given by the committee for taking the action; and (iii) the member’s right of appeal under clause 10.
6. The expulsion or suspension does not take effect until the later of the following:
	1. the day the period within which the member is entitled to exercise the member’s right of appeal expires; or
	2. if the member exercises the member’s right of appeal within the period - the day North Coast Football confirms the resolution under clause 10.

# RIGHT OF APPEAL AGAINST DISCIPLINARY ACTION

1. A member may appeal against a resolution of the committee under clause 9 by lodging a notice of appeal with the secretary within 7 days of being served notice of the resolution.
2. The member may include, with the notice of appeal, a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. The secretary must notify the committee that the secretary has received a notice of appeal.
4. If notified that a notice has been received, the committee must call a general meeting of North Coast Football to be held within 28 days of the day the notice was received.
5. At the general meeting:
	1. no business other than the question of the appeal is to be transacted;
	2. the member must be given an opportunity to state the member’s case orally or in writing, or both;
	3. the committee must be given the opportunity to state the committee’s case orally or in writing, or both; and
	4. the members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
6. The appeal is to be determined by a simple majority of votes cast by the members.

# RESOLUTION OF INTERNAL DISPUTES

1. The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1983* for mediation:
	1. a dispute between 2 or more members of North Coast Football, but only if the dispute is between the members in their capacity as members; or
	2. a dispute between 1 or more members and North Coast Football.
2. If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
3. The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

# MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that a person has because the person is a member of North Coast Football:

1. cannot be transferred to another person; and
2. terminates once the person ceases to be a member of North Coast Football.

# MEMBER RESIGNATION

1. A member of North Coast Football may resign from being a member by giving the secretary written notice of at least 1 month, or another period determined by the committee, of the member’s intention to resign.
2. The member ceases to be a member on the expiration of the notice period.

# CESSATION OF MEMBERSHIP

1. An ordinary member ceases to be a member of North Coast Football on:
	1. resignation in accordance with clause 13;
	2. becoming insolvent;
	3. termination of their membership in accordance with this constitution;
	4. being expelled from North Coast Football; or
	5. failing to pay the annual subscription fee payable under clause 7 within 3 months of the due date.
2. A life member ceases to be a member of North Coast Football if the person:
	1. dies;
	2. becomes insolvent;
	3. resigns in accordance with clause 13; or (iv) is expelled from North Coast Football.
3. On any cessation of membership, no member is entitled to a refund of any previously paid membership fees.
4. No member whose membership ceases has any claim against North Coast Football or any committee member arising from or in connection with the cessation of membership.

**Part 3 Committee**

***Division 1 Constitution***

# FUNCTIONS OF COMMITTEE

Subject to the Act, the Regulation, this constitution and any resolution passed by North Coast Football in general meeting, the committee:

1. is to control and manage the affairs of North Coast Football;
2. may exercise all the functions that may be exercised by North Coast

Football, other than a function that is required to be exercised by North Coast Football in general meeting; and

1. has power to do all things that are necessary or convenient to be done for the proper management of the affairs of North Coast Football, including the appointment of persons to elected positions, and the specification of the powers, duties and responsibilities of committee members and elected positions.

# COMPOSITION OF COMMITTEE

1. The committee must have at least 5 committee members, as elected in accordance with clause 18, consisting of:

 (i) the following office-bearers:

* 1. the president; and
	2. the vice-president, as elected by the committee from the committee members; and (ii) at least 3 ordinary committee members.

**Note -** The Act, section 28 contains requirements relating to membership eligibility and composition of the committee.

1. An office-bearer may not hold the offices of both president and vicepresident.

# ELIGIBILITY

1. A person who:
	1. is an employee of any Club; or
	2. holds any Official Position,

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

1. A committee member who accepts a disqualifying position without the prior approval of the committee must notify the other committee members of that fact immediately and will be deemed to have immediately resigned their position on the committee.
2. If any committee member has received approval to hold a committee position despite also holding a disqualifying position, and any other person(s) who is also nominating for, or holds a committee position holds a disqualifying position in connection with the same Club, the committee must consider the ongoing involvement as committee members of all such persons and unless the committee so approves, all such persons will be deemed to have immediately resigned their position on the committee.
3. Any committee position left vacant as a consequence of clause 17(b) or 17(c) may be filled in accordance with clause 20.

# ELECTION OF COMMITTEE MEMBERS

1. Any ordinary member of North Coast Football (or a representative of that ordinary member) or any other person who does not hold a disqualifying position under clause 17 may be nominated as a candidate for election as a committee member.
2. The nomination must be:
	1. made in writing in the form approved by the committee from time to time;
	2. signed by at least 2 ordinary members of North Coast Football, not including the candidate;
	3. accompanied by the written consent of the candidate to the nomination; and
	4. given to the secretary at least 7 days before the date fixed for the annual general meeting at which the election is to take place.
3. If insufficient nominations are received to fill all vacancies:
	1. the candidates nominated are taken to be elected; and
	2. a call for further nominations must be made at the meeting.
4. A nomination made at the meeting in response to a call for further nominations must be made in the way directed by the person presiding at the meeting.
5. Vacancies that remain after a call for further nominations are taken to be casual vacancies.
6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected as committee members.
7. If the number of nominations received is more than the number of vacancies to be filled, a ballot must be held at the meeting in the way directed by the committee.

# TERMS OF OFFICE

1. Any committee member appointed prior to the date of this constitution holds office for the balance of their previously appointed term, and continue to hold any office-bearer positions for the remainder of that term, as follows:
	1. Wendy Schafer (President) – appointed to her third term on 5

December 2021, and to retire at 2025 annual general meeting;

* 1. Grant Martin (Vice President) – appointed to his initial 4 year term on 26 November 2023, and to retire, but eligible for reappointment at the 2027 annual general meeting in accordance with clause 19(b); and
	2. Mellesa Bennett – appointed to her initial 4 year term on 26 November 2023, and to retire, but eligible for reappointment, at the 2027 annual general meeting in accordance with clause 19(b);
	3. Kirsty Wiseman – appointed to her initial 4 year term on 26 November 2023, and to retire, but eligible for reappointment at the 2027 annual general meeting in accordance with clause 19(b); and
	4. Matt Farrell – appointed to his initial 2 year term on 21 February 2024, and to retire, but eligible for reappointment at the 2026 annual general meeting in accordance with clause 19(b).
1. Subject to this constitution, a committee member appointed after the commencement of this constitution holds:
	1. office from the day the committee member is elected until the conclusion of the third annual general meeting following the date of the committee member’s election; and
	2. any office-bearer position to which the committee member is elected under clause 18 for their duration of their appointment at committee member, but nothing in this clause 19 prevents an existing committee member from being appointed to any officebearer position under clause 16(a) if another committee member previously appointed to an office-bearer position is not re-elected or retires from the committee or that office-bearer position.
2. A committee member is eligible, if otherwise qualified, for re-election, including re-appointment to any previously held office-bearer position, subject to this clause 19.
3. A committee member:
	1. may not serve more than 2 consecutive terms as a committee member (whether those terms were served before, after or partially before or partially after, the commencement of this constitution); and
	2. who has served 2 consecutive terms (whether those terms were served before, after or partially before or partially after, the commencement of this constitution) may not be re-elected as a committee member until the second annual general meeting following the end of their second term in office.

# VACANCIES IN OFFICE

1. A casual vacancy in the office of a committee member or an elected position arises if the person filling that position:
	* 1. dies;
		2. being a committee member (if a member of North Coast

Football), ceases to be a member of North Coast Football;

* + 1. resigns from their position by written notice given to the secretary;
		2. being a committee member, is removed from their position by

North Coast Football under this clause 20;

* + 1. being an elected position, is removed from that position by resolution of the committee for failing to perform the duties of that position to the reasonable satisfaction of the committee;
		2. being a committee member, is absent from 3 consecutive meetings of the committee without the consent of the committee;
		3. accepts an appointment to, or becomes the holder of, a disqualifying position to which the committee does not consent under clause 17;
		4. becomes insolvent;
		5. is prohibited from being a director of a company under the

*Corporations Act 2001*;

* + 1. is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months; or
		2. becomes a mentally incapacitated person.
1. North Coast Football in general meeting may, by resolution:
	1. remove a committee member from office at any time; and
	2. appoint another ordinary member of North Coast Football (or representative of any ordinary member) to hold office for the balance of the outgoing committee member’s term of office.
2. A committee member to whom a proposed resolution referred to in clause 20(b) relates may:
	1. give a written statement, of a reasonable length, to the president or secretary; and
	2. request that the committee send a copy of the statement to each member of North Coast Football at least 7 days before the general meeting at which the proposed resolution will be considered.
3. If the committee fails to send a copy of a statement received under clause 20(c)(i) to each member in accordance with a request made under clause 20(c)(ii), the statement must be read aloud by the person presiding at the general meeting at which the proposed resolution will be considered.
4. The committee may appoint an ordinary member of North Coast Football (or a representative of that ordinary member) to fill:
	1. an elected position; or
	2. a casual vacancy other than a vacancy arising from the removal from office of a committee member.
5. Subject to this constitution, an ordinary member (or representative of that ordinary member) appointed to fill a casual vacancy holds office until the next annual general meeting.

# SECRETARY

(a) The committee must ensure that any person appointed to or fulfilling the role of secretary of North Coast Football must, as soon as practicable after being appointed as secretary, lodge a notice with North Coast Football specifying the secretary’s address. (b) The secretary must keep minutes of:

1. all elections of committee members;
2. the names of committee members present at a meeting of the committee or a general meeting; and
3. the outcome of all proceedings at committee meetings and general meetings.
4. The minutes must be:
	1. kept in written or electronic form; and
	2. confirmed as accurate at the next committee meeting (for committee meetings) or general meeting (for general meetings).
5. The secretary may be a committee member or may be an employee of North Coast Football, as determined by the committee from time to time.
6. If the secretary is not a committee member, the secretary:
	1. will be entitled to attend committee meetings in order to fulfil their role as secretary; and
	2. will not be entitled to exercise any vote at any committee meeting.

# TREASURER

1. The committee must ensure that a person fulfils the role as treasurer of North Coast Football, and that the person appointed or fulfilling the role as treasurer ensures:
	1. all money owed to North Coast Football is collected;
	2. all payments authorised by North Coast Football are made; and
	3. correct books and accounts are kept showing the financial affairs of North Coast Football, including full details of receipts and expenditure relating to North Coast Football’s activities.
2. The treasurer may be a committee member or may be an employee of North Coast Football, as determined by the committee from time to time.
3. If the treasurer is not a committee member, the treasurer:
	1. may be invited to attend committee meetings in order to fulfil their role as treasurer; and
	2. will not be entitled to exercise any vote at any committee meeting.

# DELEGATION TO SUBCOMMITTEES

1. The committee may, by instrument in writing (**terms of reference**):
	1. establish 1 or more subcommittees to assist the committee to exercise the committee’s functions; and
	2. appoint 1 or more committee members or other persons to be the members of the subcommittee.
2. The terms of reference:
	1. must clearly set out any limitations and conditions of the delegation; and
	2. may be amended from time to time by the committee.
3. The committee may delegate to the subcommittee the exercise of the committee’s functions specified in the terms of reference, other than:
	1. this power of delegation, or;
	2. a duty imposed on the committee by the Act or another law.

**Note:** The *Interpretation Act 1987*, section 49 deals with various matters relating to delegations.

# REMUNERATION

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

1. be paid by North Coast Football for services rendered to it; and
2. be reimbursed by North Coast Football for their reasonable travelling, accommodation and other expenses when:
	1. travelling to and from general meetings or committee meetings of North Coast Football; or
	2. otherwise engaged in the affairs of North Coast Football.

***Division 2 Procedure***

# COMMITTEE MEETINGS

1. The committee must meet at least 3 times in each 12-month period at the place and time determined by the committee.
2. Additional meetings of the committee may be called by the President or any 3 committee members.
3. The procedure for calling and conducting business at a meeting of a subcommittee is to be as determined by the committee in the terms of reference for that subcommittee.

**Note:** The Act, section 30(1) provides that committee meetings may be held as and when the association’s constitution requires.

# NOTICE OF COMMITTEE MEETING

1. The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
2. The notice must describe the general nature of the business to be transacted at the meeting.
3. The only business that may be transacted at the meeting is:
	1. the business described in the notice; and
	2. business that the committee members present at the meeting unanimously agree is urgent business.

# QUORUM

1. The quorum for a meeting of the committee is 60% by number of committee members.
2. No business may be transacted by the committee unless a quorum is present.
3. If a quorum is not present within half an hour of the time the meeting commences, the meeting is adjourned:
	1. to the same place; and
	2. to the same time of the same day in the following week.
4. If a quorum is not present within half an hour of the time the adjourned meeting commences, the meeting is dissolved.
5. If the number of committee members is less than the number required to constitute a quorum for a committee meeting, the committee members may appoint 1 or more ordinary members of North Coast Football (or representatives of ordinary members) as committee members to enable the quorum to be constituted.
6. A committee member appointed under clause 27(e) holds office, subject to this constitution, until the next annual general meeting.
7. This clause does not apply to the filling of a casual vacancy to which clause 20 applies.

**Note:** The Act, section 28A provides for the filling of vacancies on the committee to constitute a quorum.

# PRESIDING COMMITTEE MEMBER

1. The following committee member presides at a meeting of the committee:
	1. the president;
	2. if the president is absent or unable or unwilling to act - the vicepresident; or
	3. if both the president and vice-president are absent or are unable or unwilling to act - 1 of the ordinary members present at the meeting, as elected by the other ordinary members.
2. The person presiding at the meeting has:
	1. a deliberative vote; and
	2. in the event of an equality of votes - a second or casting vote.

# VOTING

A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee at which a quorum is present is the decision of the committee or subcommittee, without any need to record which committee members were or were not in favour of that decision.

# ACTS VALID DESPITE VACANCIES OR DEFECTS

1. Subject to clause 27(a), the committee may act despite there being a casual vacancy in the office of a committee member.
2. An act done by a committee or subcommittee is not invalidated because of a defect relating to the qualifications or appointment of committee member or subcommittee member.

# TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS

1. The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
2. If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
3. The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a committee member who speaks on a matter can be heard by the other committee members.
4. The committee member presiding at the meeting and each other committee member have the same voting rights as they would have at any in-person meeting of the committee for the purposes of:

(i) the approval of a resolution under clause 31(b); or (ii) a meeting held in accordance with clause 31(c). (e) A resolution approved under clause 31(b) must be recorded in the minutes of the meetings of the committee.

**Note:** The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

**Part 4 General meetings of North Coast Football**

# ANNUAL GENERAL MEETINGS

1. North Coast Football must hold annual general meetings within:
	1. 6 months of the last day of North Coast Football’s financial year; or
	2. the later period allowed or prescribed in accordance with the

Act, section 37(2)(b), with the aim to, as far as is reasonably practicable, hold the annual general meeting in each year prior to the immediately subsequent NNSWF annual general meeting.

1. North Coast Football must notify NNSWF if its annual general meeting will not occur prior to the NNSWF annual general meeting.
2. Subject to the Act and clauses 41(a) and 41(b), the annual general meeting is to be held at the place and time determined by the committee.
3. The business that may be transacted at an annual general meeting includes the following:
	1. confirming the minutes of the previous annual general meeting and any special general meetings held since the previous annual general meeting;
	2. receiving reports from the committee on North Coast Football’s activities during the previous financial year;
	3. electing committee members;
	4. electing life members (if any); and
	5. receiving and considering financial statements or reports required to be submitted to members of North Coast Football under the Act.

**Note:** The Act, section 37(1) and (2) provides for when annual general meetings must be held.

# SPECIAL GENERAL MEETINGS

1. The committee may call a special general meeting whenever the committee thinks fit.
2. The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of ordinary members entitled to vote at general meetings.
3. The request:
	1. must be in writing;
	2. must state the purpose of the meeting;
	3. must be signed by the ordinary members making the request;
	4. may consist of more than 1 document in a similar form signed by

1 or more ordinary members;

* 1. must be lodged with the secretary; and
	2. may be in electronic form and signed and lodged by electronic means.
1. If the committee fails to call a special general meeting within 1 month of the request being lodged, 1 or more of the ordinary members who made the request may call a special general meeting to be held within 3 months of the date the request was lodged.
2. A special general meeting held under clause 33(d) must be conducted, as far as practicable, in the same way as a general meeting called by the committee, and any ordinary member who incurs an expense in connection with the calling and holding of the meeting is entitled to be reimbursed by North Coast Football.

# NOTICE OF GENERAL MEETING

1. The secretary must give a notice of a general meeting to each member entitled to receive notice of a general meeting under this constitution:
	1. if a matter to be determined at the meeting requires a special resolution - at least 21 days before the meeting; or (ii) otherwise - at least 14 days before the meeting.
2. The notice must specify:
	1. the place and time at which the meeting will be held;
	2. the nature of the business to be transacted at the meeting;
	3. if a matter to be determined at the meeting requires a special resolution - that a special resolution will be proposed; and
	4. for an annual general meeting - that the meeting to be held is an annual general meeting.
3. The only business that may be transacted at the meeting is:
	1. the business specified in the notice; and
	2. for an annual general meeting - business referred to in clause 32(d).
4. An ordinary member entitled to vote at a general meeting may give written notice to the secretary of business the ordinary member wishes to raise at a general meeting.
5. If the secretary receives a notice under clause 34(d), the secretary must specify the nature of the business in the next notice calling a general meeting.

# QUORUM

1. The quorum for a general meeting is 60% by number of ordinary members of North Coast Football who are entitled to vote under this constitution.
2. No business may be transacted at a general meeting unless a quorum is present.
3. If a quorum is not present within half an hour of the time the meeting commences, the meeting:

(i) If called on the request of ordinary members - is dissolved; or (ii) otherwise - is adjourned:

* 1. to the same time of the same day in the following week; and
	2. to the same place, unless another place is specified by the person presiding at the meeting at the time of the adjournment or in a written notice given to ordinary members at least 1 day before the adjourned meeting.
1. If a quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 40% by number of ordinary members of North Coast Football who are entitled to vote are present, the ordinary members present constitute a quorum. Otherwise, the meeting is dissolved.
2. If a quorum is present at the beginning of a general meeting it is taken to be present throughout the meeting unless the person presiding at the general meeting (on their own motion or at the request of another ordinary member or committee member) declares otherwise.

# ADJOURNED MEETINGS

1. The person presiding at a general meeting may, with the consent of the majority of the ordinary members present and entitled to vote, adjourn the meeting to another time and place.
2. The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
3. If a meeting is adjourned for at least 14 days, the secretary must give each member entitled to receive notice of general meetings either oral or written notice, at least 1 day before the adjourned meeting, of:
	1. the time and place at which the adjourned meeting will be held; and
	2. the nature of the business to be transacted at the adjourned meeting.
4. If the meeting is adjourned for less than 14 days, no notice of an adjournment of a general meeting is required to be given.

# PRESIDING MEMBER

1. The following person presides at a general meeting:
	1. the president;
	2. if the president is absent or is unwilling or unable to act - the vicepresident;
	3. if both the president and vice-president are absent or are unwilling or unable to act - 1 of the committee members present at the meeting, as elected by the other committee members; or
	4. if there are no committee members present or are unwilling or unable to act, one of the ordinary members present and entitled to vote as elected by the other ordinary members.
2. The person presiding at the meeting has:
	1. a deliberative vote; and
	2. in the event of an equality of votes, a second or casting vote.
3. The person presiding at the meeting:
	1. has charge of the general conduct of the meeting and of the procedures to be adopted;
	2. may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
	3. may terminate discussion or debate on any matter to the extent necessary for the proper conduct of the meeting,

and any such decision made by the person presiding is final.

# VOTING

1. An ordinary member (whether voting as ordinary member or by proxy) is not entitled to vote at a general meeting unless the ordinary member (or

in the case of a proxy, both the ordinary member who has appointed the proxy and the ordinary member appointed as proxy) is entitled to vote under this constitution and has paid all money owed by the ordinary member (or, in the case of proxy, both the ordinary member who has appointed the proxy and the ordinary member appointed as proxy) to North Coast Football.

1. Each ordinary member entitled to vote at a general meeting has 1 vote.
2. A question raised at the meeting must be decided by:
	1. a show of hands of eligible voting ordinary members present;
	2. if clause 41 applies – an appropriate method as determined by the committee; or
	3. a written ballot, in which each person present as a representative or an ordinary member (but each ordinary member must only appoint one representative to attend and vote on its behalf) has one vote each, but only if:
		1. the person presiding at the meeting moves that the question be decided by ballot; or
		2. at least 5 ordinary members agree the question should be determined by ballot prior to any show of hands being conducted.
3. If a question is decided using a method referred to in clause 38(c)(i) or 38(c)(ii), either of the following is sufficient evidence that a resolution has been carried, whether unanimously or by a particular majority, or lost, using the method:
	1. a declaration by the person presiding at the meeting; or (ii) an entry in North Coast Football’s minute book.
4. All resolutions are carried if a simple majority of the votes cast in favour of the resolution are in favour of it, unless the Act, Regulation or this constitution require a higher majority to pass any particular resolution.
5. Neither the person presiding, nor the minutes need state and it is not necessary to prove, the number or proportion of votes recorded for or against the resolution.
6. A written ballot must be conducted in accordance with the directions of the person presiding.
7. All votes must be given personally or by proxy, but no ordinary member can hold more than 3 proxies in addition to their own vote as ordinary member.
8. Any objection to the right of a person to attend or vote at the meeting or any adjourned meeting:
	* 1. may not be raised except at that meeting; and
		2. must be referred to the person presiding over the meeting, whose decision is final.

# APPOINTMENT OF PROXIES

Each ordinary member entitled to vote at a general meeting may appoint another ordinary member as proxy:

1. by notice to the secretary and received by the secretary at least 48 hours prior to the time of the meeting for which the proxy is appointed; and
2. in the form required by the committee from time to time.

# POSTAL OR ELECTRONIC BALLOTS

1. North Coast Football may hold a postal or electronic ballot, as determined by the committee, to decide any matter other than an appeal under clause 10.
2. The ballot must be conducted in accordance with Schedule 2 of the Regulation.

# TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS

1. North Coast Football may transact its business by the circulation of papers, including by electronic means, among all members of North Coast Football.
2. If North Coast Football transacts business by the circulation of papers, a written resolution, approved in writing by a majority of ordinary members entitled to vote on that resolution, is taken to be a decision of North Coast Football made at a general meeting.
3. North Coast Football may transact its business at a general meeting at which 1 or more members entitled to attend and vote participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
4. The person presiding at the meeting and each other ordinary member have the same voting rights as they would have at an ordinary meeting of North Coast Football for the purposes of:

(i) the approval of a resolution under clause 41(b); or (ii) a meeting held in accordance with clause 41(c). (e) A resolution approved under clause 41(b) must be recorded in the minutes of the meetings of North Coast Football.

**Note:** The Act, section 37(3) and (4) contains requirements relating to meetings held at 2 or more venues using technology.

**Part 5 Administration**

# NNSWF REQUIREMENTS

1. North Coast Football may at any time and on notice to NNSWF, amend this constitution, including to comply with any law.
2. North Coast Football must promote, comply with and enforce the Rules.
3. North Coast Football must permit NNSWF to audit North Coast

Football’s compliance with the Rules on reasonable notice from

NNSWF.

1. North Coast Football must comply with the *Privacy Act 1988* (Cth) and all other laws relating to the privacy of an individual, including the privacy principles under those laws, regardless of whether or not North Coast Football is required to comply with those laws, and North Coast Football must ensure that any Policies include a policy on privacy and disclosure of personal information which is consistent with North Coast Football’s obligations under this constitution.
2. North Coast Football will engage in any discussions with NNSWF and FA in good faith which relate to the organisation of competitions, competitions within the Zone and the sport of football in general.

# CHANGE OF NAME, OBJECTS OR CONSTITUTION

An application for registration of a change in North Coast Football’s name, objects or constitution made under the Act, section 10 must be made by:

1. the public officer; or
2. a committee member.

# FUNDS

1. Subject to a resolution passed by the ordinary members of North Coast Football, North Coast Football’s funds may be derived from the following sources only:
	1. registration fees of Registered Players;
	2. the entrance fees and annual subscription fees payable by ordinary members;
	3. sponsorship and donations; and
	4. other sources as determined by the committee.
2. Subject to a resolution passed by the ordinary members of North Coast Football, North Coast Football’s funds and assets must be used to pursue North Coast Football’s objects in the way that the committee determines.
3. As soon as practicable after receiving money, North Coast Football must:
	1. deposit the money, without deduction, to the credit of North Coast Football’s authorised deposit-taking institution account; and
	2. issue a receipt for the amount of money received to the person from whom the money was received.
4. A cheque or other negotiable instrument must be signed by 2 authorised signatories.

**Note:** The Act, section 36 provides for the appointment of authorised signatories.

# INSURANCE AND INDEMNITY

1. North Coast Football may take out and maintain insurance as appropriate for North Coast Football’s assets and liabilities.
2. Every person who is or has been a committee member is entitled to be indemnified out of the property of North Coast Football against:
	1. every liability incurred by the person in that capacity (except a liability for legal costs); and
	2. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether criminal or civil or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless North Coast Football is forbidden by statute to indemnify the person against the liability of legal costs.

# NON-PROFIT STATUS

Subject to the Act and the Regulation, North Coast Football must not conduct North Coast Football’s affairs in a way that provides a pecuniary gain for any member of North Coast Football.

**Note:** See the Act, section 40.

# SERVICE OF NOTICES

1. For the purposes of this constitution, a notice may be given to or served on a person:
	1. by delivering the notice to the person personally;
	2. by sending the notice by pre-paid post to the address of the person; or
	3. by sending the notice by electronic transmission to an address specified by the person for giving or serving the notice.
2. A notice is taken to have been given to or served on a person, unless the contrary is proved:
	1. for a notice given or served personally – on the date on which the notice is received by the person;
	2. for a notice sent by pre-paid post – on the date on which the notice would have been delivered in the ordinary course of post; or (iii) for a notice sent by electronic transmission:
		1. on the date the notice was sent; or
		2. if the machine from which the transmission was sent produces a report indicating the notice was sent on a later date—on the later date.

# CUSTODY OF RECORDS AND BOOKS

Except as otherwise provided by this constitution, all records, books and other documents relating to North Coast Football must be kept in New South Wales:

1. at North Coast Football’s main premises, in the custody of either of the following persons, as determined by the committee:
	1. the public officer; or
	2. an ordinary member of North Coast Football; or
2. if North Coast Football has no premises - at North Coast Football’s official address, in the custody of the public officer.

# INSPECTION OF RECORDS AND BOOKS

1. The following documents must be available for inspection, free of charge, by members of North Coast Football at a reasonable time:
	1. this constitution;
	2. minutes of committee meetings and general meetings of North Coast Football; and
	3. records, books and other documents relating to North Coast Football.
2. A member may inspect a document referred to in clause 49(a): (i) in hard copy; or

 (ii) in electronic form, if available.

1. A member may obtain a hard copy of a document referred to in clause 49(a) on payment of a fee of not more than $1, or as otherwise determined by the committee, for each page copied.
2. The committee may refuse to allow a member to inspect or obtain a copy of a document under this clause 49:
	1. that relates to confidential, personal, commercial, employment or legal matters; or
	2. if the committee considers it would be prejudicial to the interests of North Coast Football for the member to do so.

# FINANCIAL YEAR

North Coast Football’s financial year is:

1. the period commencing on the date of incorporation of North Coast

Football and ending on the following 30 September; and

1. each period of 12 months after the expiration of the previous financial year, commencing on 1 October and ending on the following 30 September.

**Note:** The Regulation, section 21 contains a substitute clause 44 for certain associations incorporated under the *Associations Incorporation Act 1984*.

# DISTRIBUTION OF PROPERTY ON WINDING UP

1. Subject to the Act and the Regulation, in a winding up of North Coast Football, the surplus property of North Coast Football must be transferred to another organisation:
	1. with similar objects; and
	2. which is not carried on for the profit or gain of the organisation’s members.
2. In this clause:

***surplus property*** has the same meaning as in the Act, section 65.