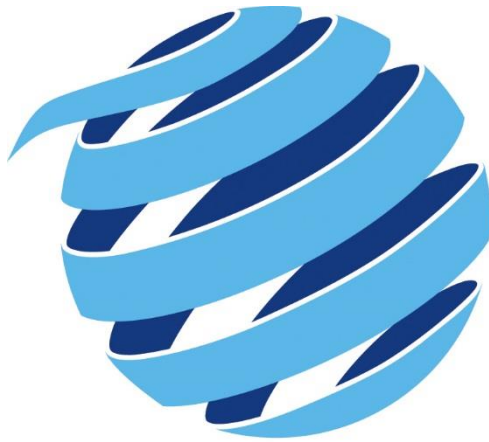


Adopted 31 March 2007
Amended 26 August 2011
Amended 1 December 2017

Football NSW Limited (“Company”)

A Company Limited by Guarantee



**FOOTBALL
NSW**

Constitution

1	Objects of Company	1
1.1	Objects	1
<hr/>		
2	Income and payments	1
2.1	Company's Application of income	1
2.2	No dividends, bonus or profit to be transferred to Members	1
2.3	Payments in good faith	2
<hr/>		
3	Membership	2
3.1	NOT USED	2
3.2	Members	2
3.3	Duration of membership	2
3.4	Zones	2
3.5	Zone Councils	3
3.6	Clubs and Registered Participants in Zones	3
3.7	Standing Committees	4
3.8	Admission of Members	4
3.9	Ceasing to be a Member	5
3.10	No claim against the Company	5
3.11	Limited liability	5
<hr/>		
4	General meetings	6
4.1	Annual general meeting	6
4.2	Power to convene general meeting	6
4.3	Notice of general meeting	6
4.4	Directors entitled to attend general meetings	6
4.5	Cancellation of, change of venue for, or postponement of, general meeting	6
4.6	Written notice of cancellation of, change of venue for, or postponement of, general meeting	6
4.7	Contents of notice postponing general meeting	7
4.8	Number of clear days for postponement of general meeting	7
4.9	Business at postponed general meeting	7
4.10	Proxy or Attorney at postponed general meeting	7
4.11	Non-receipt of notice	7
<hr/>		
5	Proceedings at general meetings	8
5.1	Number for a quorum	8
5.2	Requirement for a quorum	8
5.3	Quorum and time	9
5.4	Adjourned meeting	9
5.5	Chairman to preside over general meetings	9
5.6	Conduct of general meetings	9
5.7	Adjournment of general meeting	10
5.8	Notice of adjourned meeting	10
5.9	Questions decided by majority	11
5.10	Equality of votes	11
5.11	Declaration of results	11
5.12	Poll	11
5.13	Objection to voting qualification	11
5.14	Chairman to determine any poll dispute	12

6	Votes of Members	12
6.1	Votes of Members	12
6.2	Relativity of votes	12
6.3	Suspension of voting rights	12
6.4	Right to appoint proxy	13
6.5	Right to appoint Attorney	13
7	Obligations to FFA	13
7.1	Constitution and By-laws	13
7.2	Enforcement of rules	13
7.3	Register of participants	14
7.4	Financial Statements	14
8	FIFA and FFA	14
8.1	Compliance and co-operation	14
8.2	Referral of disputes	15
9	Patrons, Life Members and Distinguished Service Awards	15
9.1	Appointment and removal of Patrons	15
9.2	Rights of patrons	15
9.3	Eligibility for life membership	15
9.4	Nomination Requirements	15
9.5	Admission to Life Membership	16
9.6	Distinguished Service Awards	16
9.7	Rights of Life Members	16
9.8	Patrons Life Members and recipients of distinguished service awards	17
10	Directors	17
10.1	Number of Directors	17
10.2	NOT USED	17
10.3	Term of office	17
10.4	Rotation of Directors	17
10.5	Directors to retire	18
10.6	Office held until end of meeting	18
10.7	Director elected at general meeting	18
10.8	Maximum term of office	18
10.9	NOT USED	18
10.10	Nomination of persons for election as Elected Directors	18
10.11	Application of nomination procedure	19
10.12	Eligibility	19
10.13	Appointed Directors	20
10.14	Casual vacancy	20
10.15	Remuneration of Directors	20
10.16	Vacation of office	21
10.17	NOT USED	21
10.18	NOT USED	21
10.19	Chairman	21
10.20	Deputy Chairman	21
10.21	Removal of Deputy Chairman from office	21
10.22	Nominations Committee	21

11	Powers and duties of Directors	24
11.1	Directors to manage Company	24
11.2	Specific powers of Directors	24
11.3	Appointment of Attorney	24
11.4	Provisions in power of attorney	24
11.5	Minutes	24
12	Proceedings of Directors	24
12.1	Directors meetings	24
12.2	Questions decided by majority	25
12.3	Chairman's casting vote	25
12.4	Quorum	25
12.5	Effect of vacancy	25
12.6	Alternate directors	26
12.7	Convening meetings	27
12.8	Notice of meeting of Directors	27
12.9	Chairman to preside at Directors' meeting	28
12.10	Delegation to individual Directors	29
12.11	Powers delegated to persons or Committees	29
12.12	Committee meetings	29
12.13	Circulating resolutions	29
12.14	Validity of acts of Directors	30
12.15	Interested Directors	30
13	Chief Executive Officer	31
13.1	Appointment of Chief Executive Officer	31
13.2	Powers, duties and authorities of Chief Executive Officer	31
13.3	Suspension and removal of Chief Executive Officer	31
13.4	Chief Executive Officer to attend meetings of Directors	31
14	Secretary	31
14.1	Appointment of Secretary	31
14.2	Suspension and removal of Secretary	31
14.3	Powers, duties and authorities of Secretary	31
15	By-laws	32
15.1	Making and amending By-laws	32
15.2	Effect of By-law	32
16	Seals	32
16.1	Safe custody of common seals	32
16.2	Use of common seal	32
17	Inspection of records	32
17.1	Inspection by Members	32
17.2	Right of a Member to inspect	32
18	Service of documents	32
18.1	Document includes notice	32
18.2	Methods of service	32
18.3	Methods of service on the Company	33
18.4	Post	33
18.5	Fax or electronic transmission	33

19	Indemnity	33
19.1	Indemnity of officers	33
19.2	Insurance	34
<hr/>		
20	Winding up	34
20.1	Contributions of Members on winding up	34
20.2	Excess property on winding up	34
<hr/>		
21	Definitions and interpretation	35
21.1	Definitions	35
21.2	Interpretation	39
21.3	Corporations Act	39
21.4	Headings	40
21.5	"Include" etc	40
21.6	Powers	40

1 Objects of Company

1.1 Objects

The objects for which the Company is established are:

- (a) to be the member of FFA in respect of the State and to comply with the constitution and by-laws of FFA;
- (b) to govern, administer and regulate Football throughout the State and protect Football from abuse;
- (c) to prevent any infringement of the constitution and by-laws of FFA to the extent it is able to do so;
- (d) to foster friendly relations among the officials and players of Football by encouraging Football games in the State;
- (e) to promote, provide for, regulate and manage Football tournaments and games in the State.
- (f) to promote, provide for, regulate and manage Football players representing the State;
- (g) to co-operate with FFA, other members of FFA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the State;
- (i) to the extent that it is in the best interests of the Company, to buy, sell, exchange, let, mortgage or otherwise deal in real and personal property of any kind whatsoever and to import, export, manufacture, produce, treat, buy, sell, exchange, let or hire and generally deal in all kinds of goods, plant, machinery, merchandise and articles of any kind; and
- (j) to carry on any business, enterprise or undertaking in any sphere or activity which is permitted by law.

2 Income and payments

2.1 Company's Application of income

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

2.2 No dividends, bonus or profit to be transferred to Members

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

2.3 Payments in good faith

Subject to article 10.15, article 2.2 does not prevent the payment in good faith to an officer or Member, or a firm of which an officer or Member is a partner or to a company of which an officer or Member is a director or shareholder including any such payment for one or more of the following purposes:

- (a) remuneration for services to the Company;
- (b) for goods supplied to the Company in the ordinary course of business;
- (c) interest on money borrowed from them by the Company at a rate not exceeding the rate fixed for the purposes of this article 2.3 by the Company in general meeting; or
- (d) reasonable rent for premises let by them to the Company.

3 Membership

3.1 NOT USED

3.2 Members

- (a) All individuals who are, immediately prior to the adoption of this version of the Constitution, Members of the Company shall be deemed Members of the Company in the same category from the time of approval of this version of the Constitution.
- (b) The Members of the Company will be the following:
 - (i) two individuals elected by each Zone Council from amongst its members; and
 - (ii) two individuals elected by each Standing Committee from amongst its members.
- (c) Where an individual ceases to be a Member under this Constitution, the Directors must invite a new individual to apply for membership. The individual who is invited to apply will be determined by the application of articles 3.2(b)(i) and 3.2(b)(ii).

3.3 Duration of membership

An individual admitted to membership under articles 3.2(a) or 3.2(c) will cease to be a Member according to the By-law adopted under article 3.5.

3.4 Zones

- (a) The State must be divided into Zones.

- (b) Zone boundaries will initially be those fixed by FFA and defined in the By-laws. With the consent of FFA, Zone boundaries may be redrawn by the Directors from time to time.
- (c) The Directors must adopt a By-law which defines the Zone boundaries. The By-law must be in a form approved by FFA.

3.5 Zone Councils

- (a) The Directors must establish a Zone Council for each Zone.
- (b) A Zone Council is to comprise persons elected by the Clubs in the relevant Zone.
- (c) The Directors must adopt a By-law which provides for the membership (including the number of members), functions and operation of Zone Councils and the election of, vacation of office by, and removal of, Zone Councillors. The By-law must be in a form approved by FFA.

3.6 Clubs and Registered Participants in Zones

Each Zone Council Member:

- (a) must ensure the Zone Council procures that each Club in the Zone and Registered Participant who participates in Football competitions in the Zone administered by that Zone Council:
 - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations, the Football Code of Conduct and those of the By-laws expressed to apply to or in relation to Clubs and/or Registered Participants (**Relevant By-laws**);
 - (ii) without limiting article 3.6(a)(i), agrees to pay the fees and subscriptions set out in, or determined under, the Relevant By-laws;
 - (iii) agrees to be bound by the Grievance Procedure and the dispute resolution process set out in article 8.2:
 - (A) while a Registered Participant; and
 - (B) after ceasing to be a Registered Participant, in respect of disputes relating to a matter arising while they were a Registered Participant;
 - (iv) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations, the Football Code of Conduct, the Relevant By-laws and the Grievance Procedure can be obtained; and

- (b) who does not comply with article 3.6(a), may, at the absolute discretion of the Directors:
 - (i) have their membership terminated by the Directors; or
 - (ii) have their voting rights suspended under article 6.3.

3.7 Standing Committees

- (a) The Directors must establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a women's Standing Committee;
 - (iv) a futsal Standing Committee;
 - (v) a Premier League Standing Committee;
 - (vi) a Super League Standing Committee;
 - (vii) a Division 1 league Standing Committee;
 - (viii) a Conference league Standing Committee; and
 - (ix) a junior's Standing Committee.
- (b) In addition to the Standing Committees referred to in article 3.7(a), the Directors may, with the consent of FFA, establish any other Standing Committee they think fit.
- (c) A Standing Committee is established by a By-law made by the Directors. The By-law must be in a form approved by FFA.
- (d) In respect of each Standing Committee the By-law must provide for its functions, membership (including the number of members) and operation and the election of, vacation of office by, and removal of, members of the Standing Committee.
- (e) The Directors may, with the consent of FFA, dissolve any Standing Committee established under article 3.7(b) by repealing the By-law under which it is established.

3.8 Admission of Members

- (a) Before admission as a Member, a person invited by the Directors to apply for membership must sign an application agreeing to be bound by:
 - (i) this Constitution;
 - (ii) the By-laws;

- (iii) the Statutes and Regulations; and
- (iv) the Grievance Procedure and the dispute resolution process set out in article 8.2:
 - (A) while a Member; and
 - (B) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.
- (b) Subject to article 3.2, on receipt by the Secretary of the signed application, the applicant becomes a Member.

3.9 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iv) becoming of unsound mind or liable to be dealt with in any way under a law relating to mental health;
 - (v) being convicted of a criminal offence which carries a jail sentence;
 - (vi) the termination of their membership under this Constitution; or
 - (vii) the expiry of the term of their membership under article 3.3.
- (b) For the purposes of article 3.9(a)(i), a Member may resign as a member of the Company by giving 14 days written notice to the Directors.

3.10 No claim against the Company

A Member whose membership ceases has no claim in their capacity as a Member or former member of the Company against the Company or the Directors, for damages or otherwise.

3.11 Limited liability

Members have no liability in that capacity except as set out in article 20.1.

4 General meetings

4.1 Annual general meeting

Annual general meetings of the Company are to be held according to the Corporations Act.

4.2 Power to convene general meeting

The Directors may convene a general meeting when they think fit and must do so if required under the Corporations Act.

4.3 Notice of general meeting

- (a) Notice of a meeting of Members must be given according to Part 18 and the Corporations Act.
- (b) A person may waive notice of any general meeting by notice in writing to the Company, where permitted to do so by the Corporations Act.

4.4 Directors entitled to attend general meetings

- (a) Each Member is entitled to receive notice of and attend and speak at general meetings.
- (b) A Director is entitled to receive notice of and attend and speak at all general meetings.
- (c) The Directors may invite other persons to attend and speak at general meetings.

4.5 Cancellation of, change of venue for, or postponement of, general meeting

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit and at least 48 hours prior to the time the meeting is to be held, cancel the meeting, change the venue for the meeting, or postpone the meeting to a date and time they determine.
- (b) If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

4.6 Written notice of cancellation of, change of venue for, or postponement of, general meeting

Notice of cancellation of, change of venue for, or postponement of, a general meeting must state the reason for doing so and be given to:

- (a) each Member individually; and

- (b) each other person entitled to notice of a general meeting under the Corporations Act.

4.7 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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

4.8 Number of clear days for postponement of general meeting

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

4.9 Business at postponed general meeting

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

4.10 Proxy or Attorney at postponed general meeting

Where:

- (a) a proxy or Attorney is by the terms of the instrument of appointment authorised to attend and vote at a general meeting 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 or the venue for the meeting is changed,

then that later date is substituted for the date specified in the instrument or the changed venue is substituted for the venue specified in the instrument (as the case may be), unless the appointing Member notifies the Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

4.11 Non-receipt of notice

The non-receipt of notice of a general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) or

proxy form by, or a failure to give notice of a general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) or proxy form to, any person entitled to receive notice of a general meeting does not invalidate the general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) or any act, matter or thing done or resolution passed at the general meeting (or postponed or cancelled meeting or a meeting where the venue is changed) if:

- (a) the non-receipt or failure occurred by accident or error; or
- (b) before or after the meeting, the person waives notice of the meeting under article 4.3(b), or notifies the Company of the person's agreement to that act, matter, thing or resolution by notice in writing to the Company.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to article 5.4, 60% by number of those persons who are Members and who are entitled to vote are a quorum at a general meeting.

5.2 Requirement for a quorum

- (a) An item of business may not be transacted at a general meeting, except the election of a chairman of the meeting and the adjournment of the meeting, unless a quorum is present when the meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.
- (c) For the purposes of calculating the quorum under article 5.1:
 - (i) subject to article 5.2(c)(iii), each Member entitled to vote that is present in person is counted once;
 - (ii) subject to article 5.2(c)(iv), each proxy or Attorney of a Member entitled to vote that is present in person is counted once;
 - (iii) where a Member entitled to vote is present in person and is also a proxy or Attorney of a Member entitled to vote, count them once and then count them again for each other Member entitled to vote they represent; and
 - (iv) where a proxy or Attorney of a Member entitled to vote is present in person and represents more than one Member entitled to vote, count them for each Member entitled to vote they represent.

5.3 Quorum and time

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

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

5.4 Adjourned meeting

- (a) At a meeting adjourned under article 5.3(b), 40% by number of those persons who are Members who are entitled to vote are a quorum.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

5.5 Chairman to preside over general meetings

- (a) The Chairman is entitled to preside at general meetings.
- (b) If a general meeting is convened and the Chairman is not present, or the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
 - (i) the Deputy Chairman;
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

5.6 Conduct of general meetings

- (a) The chairman of a general meeting:
 - (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 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

(iii) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

(b) A decision by the chairman under this article is final.

5.7 Adjournment of general meeting

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

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

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

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

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

(f) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

5.8 Notice of adjourned meeting

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

In that case, the period of notice which must be given for the adjourned meeting must be the greater of the number of clear days' notice of general meetings required to be given under the Corporations Act and the period of notice as was originally given for the meeting.

5.9 Questions decided by majority

Subject to the requirements of the Corporations Act and Part 6, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes

If there is an equality of votes at a general meeting, as calculated under Part 6, whether on a show of hands or on a poll, the resolution shall be deemed to have been lost.

5.11 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, before the vote is taken or immediately after the declaration of the result of a show of hands, a poll is properly demanded (and the demand is not withdrawn);
 - (i) by the chairman of the meeting; or
 - (ii) by at least one Member present and having the right to vote on the resolution.
- (b) Unless a poll is properly demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.12 Poll

- (a) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded.
- (b) A poll demanded on the election of a chairman 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 meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

5.13 Objection to voting qualification

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

- (a) may not be raised except at that meeting; and

- (b) must be referred to the chairman of the meeting, whose decision is final.

A vote not disallowed by the chairman of a meeting under this article 5.13 is valid for all purposes.

5.14 Chairman to determine any poll dispute

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

6 Votes of Members

6.1 Votes of Members

- (a) At a general meeting, on a show of hands and on a poll, each of the following Members has 1 vote:
 - (i) a Zone Council Member; and
 - (ii) a Standing Committee Member.
- (b) No other Member is entitled to vote at general meetings.
- (c) On a show of hands, where a person present at a general meeting represents personally or by proxy or attorney more than one Member who is entitled to vote, the person is entitled to only one vote despite the number of Members the person represents.
- (d) On a poll, each person present who is a proxy or Attorney of a Member has (in addition to any vote or votes to which they are themselves entitled if they are also a Member), for each Member they represent, the number of votes that Member is entitled to cast on a poll.

6.2 Relativity of votes

Despite any other provision of this Constitution whenever each of the Zone Council Members present vote in the same way (that is, all for or all against) on a resolution, the aggregate of their votes will always be 76% of the votes cast.

6.3 Suspension of voting rights

- (a) The voting rights of a Zone Council Member may be suspended while the payment of any amount determined under article 3.6(a)(ii) to be payable by a Zone Council is in arrears.
- (b) No other rights of the Zone Council Member are affected.

6.4 Right to appoint proxy

- (a) Subject to the Corporations Act a Member entitled to attend a meeting of the Company or of any class of Members is entitled to appoint another person as their proxy to attend the meeting in the place of the delegate.
- (b) In the case of a Zone Council Member the appointment of a proxy must be approved by the relevant Zone Council.
- (c) In the case of a Standing Committee Member the appointment of a proxy must be approved by the relevant Standing Committee.
- (d) A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

6.5 Right to appoint Attorney

- (a) A Member may appoint an Attorney (as defined in article 21.1) to act on the Member's behalf at all or any meetings of the Company or any class of Members.
- (b) To be effective, an instrument appointing an Attorney, together with any evidence of non-revocation the Directors require must be received by the Company at least 48 hours before the meeting.

7 Obligations to FFA

7.1 Constitution and By-laws

- (a) The Members must amend this Constitution, and the Directors must adopt, revoke or amend the By-laws, to promptly adopt changes in the model constitution and by-laws promulgated by FFA from time to time.
- (b) The Members must not otherwise amend this Constitution, and the Directors must not otherwise adopt, revoke or amend any By-laws, without the consent of FFA.
- (c) Any amendment to this Constitution and any adoption, revocation or amendment of any By-law in breach of article 7.1(b) will be invalid.
- (d) A resolution passed by at least 75% of the votes cast by Members entitled to vote on the resolution, is required to amend this Constitution.

7.2 Enforcement of rules

- (a) The Company must promulgate and comply with the Statutes and Regulations.
- (b) The Company must promulgate and enforce the Laws of the Game.

7.3 Register of participants

- (a) The Company must maintain a database of each person registered with it in any capacity.
- (b) The database is to be established and maintained in the form and contain details required by FFA from time to time.

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

- (c) The Company must permit FFA to audit, or to appoint a third party to audit, a database maintained under this article at its discretion and the Company must co-operate with FFA and its auditor and do everything reasonably required by FFA or its auditor to facilitate the audit.
- (d) In fulfilling its obligations under this article 7.3, the Company must comply with all applicable privacy laws and the Australian Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the Company is otherwise bound to comply with them.
- (e) The Directors must adopt a By-law regulating the steps to be taken by the Company in relation to the disclosure of Personal Information collected by it. A By-law adopted under this article 7.3 must be in a form approved by FFA.

7.4 Financial Statements

The Company must:

- (a) prepare annual Financial Statements in respect of all of its financial activities for the period ending at the end of its financial year and ensure that the Financial Statement are audited; and
- (b) provide FFA with a copy of the audited Financial Statements no later than 3 months after the end of the Company's financial year.

8 FIFA and FFA

8.1 Compliance and co-operation

The Company must:

- (a) comply with this Constitution, all By-Laws, the constitution of FFA and all by-laws of FFA;
- (b) comply with, and do everything within its power to enforce compliance with the Football Code of Conduct, the Statutes and Regulations and the Laws of the Game;

- (c) co-operate with FFA in all matters relating to the organisation of national Football competitions, the Company's own Football competitions and Football in general;
- (d) comply with written notices given to the Company by FFA pursuant to article 7.4 of the constitution of FFA; and
- (e) comply with directions given to the Company by FFA pursuant to article 7.6 of the constitution of FFA.

8.2 Referral of disputes

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must ensure that its Affiliates refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure laws and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (c) This article 8.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while a Member.

9 Patrons, Life Members and Distinguished Service Awards

9.1 Appointment and removal of Patrons

The Directors may appoint and remove patrons of the Company.

9.2 Rights of patrons

Patrons are:

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

9.3 Eligibility for life membership

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

9.4 Nomination Requirements

A nomination under article 9.3 must:

- (a) be in writing in the form determined by the Directors from time to time; and

- (b) set out reasons why, in the opinion of the nominator, the nominee should be considered for life membership.

9.5 Admission to Life Membership

- (a) Nominations for admission to life membership shall be considered by the Directors at the next Board Meeting after the nomination is received.
- (b) In their absolute discretion and without the need for doing so, the Directors may recommend the nomination, or decide not to recommend or submit the nomination to the next annual general meeting for approval.
- (c) A nominee is admitted to life membership if:
 - (i) the Directors recommend that the nominee be admitted to life membership; and
 - (ii) the recommendation is approved by a majority of two-thirds of Members present at the annual general meeting at which the recommendation is considered.

9.6 Distinguished Service Awards

- (a) The Directors may adopt a By-Law to establish awards for distinguished service by any individual for services to the Company.
- (b) Procedures and rules for nominating for and conferring distinguished service awards shall be set out in a By-Law adopted in accordance with article 9.6(a).

9.7 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under article 5.1;
- (b) has the right to remain a Life Member until they die or resign their life membership;
- (c) subject to any separate agreement with the Company to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

9.8 Patrons Life Members and recipients of distinguished service awards

Patrons, Life Members and recipients of distinguished service awards are not Members.

10 Directors

10.1 Number of Directors

There shall be no less than five Directors and no more than nine Directors comprised as follows:

- (a) up to six Elected Directors, including a Chairman and Deputy Chairman who, subject to articles 10.4, 10.19 and 10.20 are to be elected under article 10.7; and
- (b) up to three Appointed Directors appointed under article 10.13.

10.2 NOT USED

10.3 Term of office

Subject to article 10.4, an Elected Director elected under article 10.7 will hold office for a term commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the fourth AGM after their election.

10.4 Rotation of Directors

- (a) Despite articles 10.3 and 10.5:
 - (i) at the AGM in respect of the Financial Year 2018/19 (to be held by 31 March 2020), the three Elected Directors elected at the AGM in respect of the Financial Year 2014/15 (held on 19 March 2016) must retire from office and three Elected Directors shall be elected for a term expiring at the conclusion of the AGM in respect of the Financial Year 2021/22 (to be held by 31 March 2023);
 - (ii) at the AGM in respect of the Financial Year 2019/20 (to be held by 31 March 2021), the three Elected Directors elected at the AGM in respect of the Financial Year 2015/16 (held on 31 March 2017) must retire from office and three Elected Directors shall be elected for a term expiring at the conclusion of the AGM in respect of the Financial Year 2023/24 (to be held by 31 March 2025);
 - (iii) at each second subsequent AGM after the AGM in respect of the Financial Year 2023/24 (to be held in March 2025), one-half of the Elected Directors must retire from office.

- (b) For the purpose of article 10.4(a)(iii), if the number of Elected Directors is not a whole number which is a multiple of two, the number of Elected Directors is to be rounded down to the next whole number.

10.5 Directors to retire

Subject to article 10.4, the Elected Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

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

10.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to article 10.8, is eligible for re-election or election.

10.7 Director elected at general meeting

At a general meeting:

- (a) at which an Elected Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed under article 10.13),

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

An Elected Director elected under this article takes office at the end of the meeting at which they are elected.

10.8 Maximum term of office

An Elected Director may not serve more than two consecutive terms as a Director.

If an Elected Director has served two consecutive terms, they may not be elected as a Director again until the second AGM after the end of their second term of office since the adoption of this Constitution.

10.9 NOT USED

10.10 Nomination of persons for election as Elected Directors

- (a) Two Members or a Member and a Director may nominate a person to stand for election as an Elected Director (**Proposers**).

- (b) Another Member or Director must second the nomination (**Secunder**).
- (c) A nomination must be in writing and signed by the Proposers and Secunder and delivered to the Company by a date and in a form specified by the Directors in any year in which an election of Elected Directors will be held in accordance with this Constitution.
- (d) A person does not have to be a Member to be nominated.
- (e) The nomination must:
 - (i) be accompanied by a statutory declaration made by the nominee confirming that:
 - (A) to the best of his or her knowledge and belief, he or she has not been involved in any activities which could materially interfere with his or her ability to act in the best interests of the Company;
 - (B) to the best of his or her knowledge and belief, he or she is free from any interest or relationship which could materially interfere with his or her ability to act in the best interests of the Company; and
 - (ii) provide full details of any Disqualifying Position that the nominee holds.

10.11 Application of nomination procedure

The requirements of nomination of persons for election as an Elected Director under article 10.10 apply to all persons proposing to stand for election or re-election.

10.12 Eligibility

- (a) A person who holds or has within the 2 years ending on the date of their nomination held, a Disqualifying Position may not hold office as an Appointed Director.
- (b) A person who holds a Disqualifying Position at the time they are elected as an Elected Director must cease to hold that Disqualifying Position not more than 7 days after being elected an Elected Director.
- (c) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and article 10.16(c) applies.

10.13 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to three other persons who are not disqualified under article 10.12, as Appointed Directors.
- (b) Before a person can be appointed as a Director under article 10.13(a) the person proposed to be appointed as an Appointed Director must deliver to the Company a statutory declaration confirming that, to the best of their knowledge and belief, they are not disqualified from being an Appointed Director by virtue of anything in article 10.12;
- (c) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and is eligible for re-appointment.

10.14 Casual vacancy

- (a) The Directors may at any time appoint a person who is not disqualified under article 10.12 as a Director to fill a casual vacancy arising when an Elected Director ceases to hold office other than at an annual general meeting.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to the Company a statutory declaration confirming that, to the best of their knowledge and belief, they are not disqualified from being a Director of the Company by virtue of anything in article 10.12.
- (c) A Director appointed under this article holds office until the end of the term of the Director in whose place they were appointed. For the avoidance of doubt, before the Director can stand for election as an Elected Director at an annual general meeting, the nomination procedure under article 10.10 must be complied with and the nomination is subject to approval by the Nominations Committee under article 10.22.
- (d) Service as a Director under this article is a full term of office for the purposes of article 10.8 irrespective of the length of the term.

10.15 Remuneration of Directors

Directors may be paid a fixed fee per annum as determined by the Members in general meeting for services as a Director and with the approval of the Directors, may be:

- (a) paid by the Company for services rendered to it; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Company; or

- (ii) otherwise engaged on the affairs of the Company.

10.16 Vacation of office

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

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company;
- (c) accepts appointment to, or becomes the holder of a Disqualifying Position; and
- (d) is not present personally at three consecutive meetings of Directors without leave of absence from the Directors.

10.17 NOT USED

10.18 NOT USED

10.19 Chairman

- (a) The Elected Directors may elect one of their number to the office of Chairman of Directors (and an Elected Director participating in such a vote will not have a casting vote).
- (b) The person elected to the office of Chairman of Directors under article 10.19 (a) will take office at the meeting at which they are elected and will remain Chairman, subject to remaining a Director, until the end of the next AGM at which an election of Elected Directors takes place.

10.20 Deputy Chairman

- (a) The Directors may elect from amongst their number a Deputy Chairman and may also determine the period for which the person elected is to hold that office.
- (b) However, a person may hold the office of Deputy Chairman only for as long as they are a Director.

10.21 Removal of Deputy Chairman from office

The Directors at their absolute discretion may remove a Deputy Chairman from that office.

10.22 Nominations Committee

- (a) The Directors must, from time to time and for such period as they determine, establish a Nominations Committee comprising:
 - (i) the Chief Executive Officer of a NSW-based state sporting organisation or his or her nominee,

- (ii) the Director-General of the Office of Communities or his or her nominee, and
 - (iii) the State Director of the NSW Branch of the Australian Institute of Company Directors or his or her nominee.
- (b) The Nominations Committee must consider each candidate for election as an Elected Director (each a **Candidate**) and will assess:
 - (i) the commitment of the Candidate to a strong governance regime for Football in NSW;
 - (ii) the commitment of the Candidate to the Company developing policies and strategies for Football generally throughout NSW;
 - (iii) that the Candidate has not been involved in activities which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of the Company;
 - (iv) that the Candidate is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the nominee's ability to act in the best interests of the Company; and
 - (v) that the Candidate satisfies the Core Competencies, and may, in its absolute discretion and acting in good faith, approve or object to the Candidate being elected as an Elected Director. Written notice of the Nomination Committee's decision must be given to the Secretary by a date specified by the Company.
- (c) The Nominations Committee is not required to provide any reasons for its decisions.
- (d) Unless the Nominations Committee approves a Candidate under article 10.22(b), the Candidate is not eligible to stand for election as an Elected Director at the next general meeting.
- (e) The Nominations Committee may request the Company to provide or obtain any information that the Nominations Committee requires in respect of a nominee or a person proposed to be elected as an Elected Director.
- (f) All information obtained by the Nominations Committee and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Nominations Committee.
- (g) The Nominations Committee may make its own rules regarding its conduct, subject to any rules made in this regard by the Directors and subject to article 10.22(h).

- (h) A quorum consists of all three members of the Nominations Committee present (in person or linked together contemporaneously by telephone or other electronic means) at the meeting of the Nominations Committee.
- (i) A decision made by the Nominations Committee under this article 10.22 is final and not subject to challenge.
- (j) For the purposes of article 10.22(b)(v) the Core Competencies are that a nominee:
 - (i) must possess each of the following:
 - (A) Demonstrated leadership at a senior level in an environment compatible with the requirements of Football NSW.
 - (B) Demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the AICD, relevant education or experience serving on or working with other Boards of Directors;
 - (C) A commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including a disciplinary body of FIFA, the AFC, FFA or the Company relating to any serious ethical matter; and
 - (ii) must possess at least one of the following:
 - (A) legal qualifications (LLB or equivalent);
 - (B) accounting/finance qualifications (CA, CPA, CFA or equivalent);
 - (C) knowledge or experience of elite football through experience as a player, coach or official at NSW Premier League level or above;
 - (D) football administration experience through serving as a club or association president;
 - (E) business experience and/or qualifications (MBA or senior management experience);
 - (F) regional insight (resides outside the Sydney metropolitan region);

- (G) technology experience and/or qualifications (IT, Technology degree, CIO or equivalent position); or
- (H) marketing, communications, government relations or public relations experience at a senior level.

11 Powers and duties of Directors

11.1 Directors to manage Company

The Directors are to manage the Company's business and may exercise to the exclusion of the Company in general meeting all the powers of the Company which are not required, by the Corporations Act or by this Constitution, to be exercised by the Company in general meeting.

11.2 Specific powers of Directors

Without limiting article 11.1, the Directors may exercise all the Company'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 Company or of any other person.

11.3 Appointment of Attorney

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

11.4 Provisions in power of attorney

A power of attorney granted under article 11.3 may contain any provisions for the protection and convenience of persons dealing with the Attorney that the Directors think fit and may also authorise the Attorney to delegate (including by way of appointment of a substitute Attorney) all or any of the powers, authorities and discretions of the Attorney.

11.5 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the requirements under the Corporations Act.

12 Proceedings of Directors

12.1 Directors meetings

- (a) The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors

and all the provisions in this Constitution relating to meetings of Directors apply, so far as they can and with such changes as are necessary, to meetings of Directors by telephone or other electronic means.

- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

12.2 Questions decided by majority

- (a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

12.3 Chairman's casting vote

In the case of an equality of votes upon any proposed resolution, the chairman of the meeting of Directors has a casting vote.

12.4 Quorum

- (a) Business may not be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (i) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (ii) in any other case, 4 Directors (at least 2 of whom are entitled to vote),

present at the meeting of Directors.

12.5 Effect of vacancy

- (a) If there is a vacancy in the office of a Director then, subject to article 12.5(b) the remaining Director or Directors may act.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this

Constitution, the remaining Director or Directors must act as soon as possible:

(i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or

(ii) to convene a general meeting for that purpose,

and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

12.6 Alternate directors

- (a) A Director may, with the approval of the Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.
- (b) An alternate director must not hold a Disqualifying Position.
- (c) A person may not act as alternate director to more than 1 Director.
- (d) An alternate director is entitled, if the appointor does not attend a meeting of Directors, to attend and vote in place of and on behalf of the appointor.
- (e) In the absence of the appointor, an alternate director may exercise any powers that the appointor may exercise and the exercise of any such power by the alternate director is to be taken as the exercise of the power by the appointor.
- (f) The office of an alternate director is vacated if and when the appointor vacates office as a Director.
- (g) The appointment of an alternate director may be terminated at any time by the appointor even though the period of the appointment of the alternate director has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the director who makes or made the appointment and does not take effect unless and until the Company has received notice in writing of the appointment or termination.
- (i) An alternate director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (j) An alternate director, while acting as a Director, is responsible to the Company for his or her own acts and defaults and is not to be taken to be the agent of the Director by whom he or she was appointed.

12.7 Convening meetings

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

12.8 Notice of meeting of Directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice:
 - (i) a Director, other than a Director on leave of absence approved by the Directors; or
 - (ii) an alternate director appointed under article 12.6 by a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax or other electronic means; and
 - (v) will be taken to have been given to an alternate director if it is given to the Director who appointed that alternate director.
- (c) A Director or alternate director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director or an alternate director appointed by the Director waives notice of that meeting under article 12.8(c), notifies the Company of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or

- (iii) the Director or an alternate director appointed by the Director attended the meeting.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, an alternate director of a Director on leave of absence approved by the Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the alternate director or the Director who appointed the alternate director waives notice of that meeting under article 12.8(c) or notifies the Company of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the alternate director or the Director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of Directors waives any objection that person and:
 - (i) if the person is a Director, an alternate director appointed by that person; or
 - (ii) if the person is an alternate director, the Director who appointed that person as alternate director,may have to a failure to give notice of the meeting.

12.9 Chairman to preside at Directors' meeting

- (a) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairman at each meeting of Directors.
- (b) If at a meeting of Directors:
 - (i) there is no Chairman;
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairman is present within that time but is not willing to act as chairman of the meeting,the following may preside (in order of entitlement):
 - (iv) the Deputy Chairman;
 - (v) a Director chosen by a majority of the Directors present.

12.10 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one or more Directors.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

12.11 Powers delegated to persons or Committees

- (a) The Directors may delegate any of their powers to any person or persons, or to a Committee or Committees, consisting of those persons they think fit, and may vary or revoke any delegation.
- (b) A person or Committee to whom powers have been delegated by the Directors must exercise the powers delegated to them according to the terms of the delegation and any directions of the Directors.
- (c) Powers delegated to and exercised by a person or Committee are taken to have been exercised by the Directors.

12.12 Committee meetings

The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a Committee.

12.13 Circulating resolutions

- (a) If all of the Directors, other than:
 - (i) any Director on leave of absence approved by the Directors;
 - (ii) any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (iii) any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

- (iv) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,

then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of article 12.13(a):
 - (i) the resolution is passed on the day on which, and at the time on which, the document was last assented to by a Director;
 - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
 - (iii) a Director may signify assent to a document by signing the document or by notifying the Company of the Director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

12.14 Validity of acts of Directors

An act done by a person acting as a Director or by a meeting of Directors or a Committee attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment, election or qualification of the person as a Director;
 - (b) the person being disqualified to be a Director or having vacated office; or
 - (c) the person not being entitled to vote,
- if that circumstance was not known by the person or the Directors or Committee (as the case may be) when the act was done.

12.15 Interested Directors

- (a) A Director may be or may become a non-executive director of a related body corporate of the Company and is not accountable to the Company for any remuneration or other benefits received by the Director as a non-executive director of that related body corporate.
- (b) A Director who is required to disclose a material personal interest under the Corporations Act must disclose that interest to the other Directors in accordance with the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of Directors may be

present at that meeting, and may vote on that matter, only if permitted by the Corporations Act.

- (d) A contract made by a Director with the Company or a contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is not avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- (e) Subject to the Corporations Act, a Director contracting with or being interested in any arrangement involving the Company is not liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

13 Chief Executive Officer

13.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer.

13.2 Powers, duties and authorities of Chief Executive Officer

- (a) The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.
- (b) The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Directors.

13.3 Suspension and removal of Chief Executive Officer

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

13.4 Chief Executive Officer to attend meetings of Directors

The Chief Executive officer is entitled to notice of and to attend all meetings of the Company, the Directors and any Committee and may speak on any matter, but does not have a vote.

14 Secretary

14.1 Appointment of Secretary

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

14.2 Suspension and removal of Secretary

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

14.3 Powers, duties and authorities of Secretary

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

15 By-laws

15.1 Making and amending By-laws

Subject to article 7.1, 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 Company's affairs and may amend, repeal and replace those By-laws.

15.2 Effect of By-law

A By-law:

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

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

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

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

17 Inspection of records

17.1 Inspection by Members

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

17.2 Right of a Member to inspect

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

18 Service of documents

18.1 Document includes notice

In this Part 18, **document** includes a notice.

18.2 Methods of service

The Company may give a document to a Member:

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

18.3 Methods of service on the Company

A Member may give a document to the Company:

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

18.4 Post

A document sent by post:

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

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

18.5 Fax or electronic transmission

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

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

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

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

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

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

an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

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

19.2 Insurance

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

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

20 Winding up

20.1 Contributions of Members on winding up

Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.

This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00.

20.2 Excess property on winding up

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

- (a) having objects similar to those of the Company; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property

among its or their members to an extent at least as great as is imposed on the Company under this Constitution.

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

21 Definitions and interpretation

21.1 Definitions

In this Constitution unless the contrary intention appears:

Accredited means a person who has completed a course of relevant training recognised by the Company.

AFC means the Asian Football Confederation.

Affiliate means anybody or person who is a member of or is affiliated or registered with the Company, including without limitation a director, officer, employee, club, committee, referee manager, coach, player or Registered Participant

AGM means in respect of a Financial Year the annual general meeting to be held in accordance with the Corporations Act within the period after the conclusion of that Financial Year as prescribed by the Corporations Act.

Appointed Director means a Director appointed under article 10.13.

Attorney means a person appointed under a power of attorney to represent or act in place of the appointer.

By-law means a by-law made under Part 15 and a reference to a specific by-law means that by-law as amended from time to time.

Chairman means the person elected to the office of chairman of Directors under article 10.19.

Chief Executive Officer means a person appointed as chief executive officer by the Directors according to the powers conferred on them by Part 13.

Club means:

- (a) a body corporate or incorporated association recognised by the Company and having the following characteristics:
 - (i) it organises teams to participate in competitions sanctioned by the Company or FFA;
 - (ii) all members of its teams are entitled to club membership;

(iii) club members (or their parent or guardian) may vote in an election for any club officeholders; or

(b) any legal entity deemed to be a Club by the Company.

Committee means a committee established under article 12.11.

Company means Football NSW Limited ACN 003 215 923.

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

Core Competencies has the meaning given to it in article 10.22(j).

Corporations Act means the Corporations Act 2001 (Cth).

Deputy Chairman means the person elected to the office of deputy chairman of Directors under article 10.20.

Director means a director of the Company and includes the Chairman and Deputy Chairman, the Appointed Directors and the Elected Directors.

Directors means all or some of the Directors of the Company acting as a board.

Disqualifying Position means:

(a) a position as an employee of the Company or of FFA; or

(b) any Official Position.

Elected Director means a Director elected under article 10.7.

Elite Competition means a competition conducted and run directly by the Company but excluding those competitions made up entirely of grassroots/community clubs (for example, the State Cup and Champions of Champions).

Equal Opportunity Law means the Sex Discrimination Act 1984 (Cth), Racial Discrimination Act 1975 (Cth), Disability Discrimination Act 1992 (Cth), Age Discrimination Act 2004 (Cth), Human Rights and Equal Opportunity Act 1986 (Cth) and Anti-Discrimination Act 1977 (NSW), and any regulations made under any of those Acts.

FFA means Football Federation Australian Limited ACN 106 478 068.

FIFA means Federation Internationale de Football Association.

Financial Statements means a statement of financial performance, a statement of financial position, a statement of cashflows and notes to each of these statements.

Financial Year means 1 November to 31 October.

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

Football Code of Conduct means the code of conduct so named published by FFA and notified to members of FFA, as amended from time to time.

Grievance has the meaning given to that term in the Grievance Procedure;

Grievance Procedure means the procedures so named published by the Company, as amended from time to time.

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

Life Member means a person admitted to life membership under article 9.5 and those persons listed in Schedule 1 to this Constitution.

Member means a member of the Company.

Official Position means:

- (a) any person who holds a position, whether elected or appointed, as president, vice-president, secretary, treasurer, director, committee member or employee of the governing body (however described) of a club, association (incorporated or unincorporated) or other entity (including FFA, but excluding the Company) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) any person involved with the management, preparation or participation of a team or club competing in an Elite Competition (whether paid or unpaid) including the technical directors, coaches, assistant coaches, managers, medical staff, gear persons and other support staff; or
- (c) any person who is a member of the State League Referees Branch; or
- (d) a member of a Standing Committee; or
- (e) a member of a Zone Council.

Part means a Part of this Constitution.

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

Registered Office means the registered office of the Company from time to time.

Registered Participant means a person registered by the Company under article 7.3 in the category of:

- (a) player (including junior players) in any competition recognised by the Company;
- (b) Accredited referee;
- (c) Accredited coach; or
- (d) any other individual that the Company recognises as contributing to Football in the State.

Relevant By-Laws is defined in article 3.6(a)(i).

Relevant Zone Participant means a Registered Participant who participates in Football competitions in the Zone administered by the Zone Council of which the Zone Council Member referred in article 6.3(a) is a member.

Secretary means a person appointed from time to time as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

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

Standing Committee Member means a deemed Standing Committee Member under article 3.2(a) or an elected representative of a Standing Committee invited to apply for membership under article 3.2(c) and admitted as a Member under article 3.8.

State means New South Wales excluding any part of New South Wales which is recognised by FFA as being under the exclusive jurisdiction of another member of FFA.

Statutes and Regulations means the Statutes and Regulations of FIFA, AFC and FFA in force from time to time.

Zone means a geographic area or grouping of Clubs determined to be a Zone according to article 3.4.

Zone Council means a Zone council established under article 3.5.

Zone Councillor means a member of a Zone Council elected according to the By-Law adopted under article 3.5.

Zone Council Member means a deemed Zone Council Member under article 3.2(a) or an elected representative of a Zone Council invited to apply for membership under article 3.2(c) and admitted as a Member under article 3.8.

21.2 Interpretation

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

21.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the

Corporations Act, the same meaning as in that provision of the Corporations Act; and

(b) “section” means a section of the Corporations Act.

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

21.4 Headings

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

21.5 “Include” etc

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

21.6 Powers

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

Schedule 1
Life Members

1. Bill McIlveen
2. Brian Emery
3. David Crampton
4. David Goodman
5. Doug McCarron
6. Doug Rennie, OAM
7. Florence Stephenson
8. Frank Wilson
9. Howard Bradley
10. Ian Holmes
11. Jim Forrest
12. Jim Ronis
13. John Hedison
14. Lindsay Cosgrove
15. Peter Gray
16. Peter Thorne
17. Ray Tweedie
18. Robert Clark
19. Robert Colombo
20. Robert Laws
21. Ross Kelly
22. Sam Vella, OAM
23. Steve Kenny
24. Tom A. Doumanis
25. Tony Raciti
26. Vince Balzan
27. Ron Beaumont
28. Laurie Simpson
29. Eric Drury
30. Leonard Bolden, OAM