

---

*Wallsend Touch Association Incorporated*

---



# CONSTITUTION

*Under the Associations Incorporation Act 2009*

Final

# Contents

Part 1	Preliminary .....	4
1	Name .....	4
2	Objects .....	4
3	Affiliation .....	4
4	Definitions .....	4
5	Interpretation .....	5
Part 2	Membership .....	6
6	Membership qualifications .....	6
7	Membership categories .....	6
8	Nomination for life membership .....	6
9	Nominations for Team Delegate .....	7
10	Cessation of membership .....	7
11	Membership entitlements not transferable .....	7
12	Registration fees .....	7
13	Register of members .....	7
14	Members' liabilities .....	8
15	Disciplining of members .....	8
16	Right of appeal of disciplined member .....	9
Part 3	The committee .....	10
17	Powers of the committee .....	10
18	Composition and membership of committee .....	10
19	Election of committee members .....	10
20	Operations Officer .....	11
21	Casual vacancies .....	12
22	Removal of committee members .....	12
23	Committee meetings and quorum .....	12
24	Delegation by committee to sub-committee .....	13
25	Voting and decisions .....	14
Part 4	General meetings .....	15
26	Annual general meetings - holding of .....	15
27	Annual general meetings - calling of and business at .....	15
28	Special general meetings - calling of .....	15
29	Notice .....	16
30	Quorum for general meetings .....	16
31	Presiding member .....	17
32	Adjournment .....	17
33	Making of decisions .....	17
34	Special resolutions .....	17
35	Voting .....	18
36	Proxy votes not permitted .....	18
37	Postal or electronic ballots .....	18
38	Use of technology at general meetings .....	18
Part 5	Miscellaneous .....	19
39	Insurance .....	19
40	Funds - source .....	19
41	Funds - management .....	19
42	Association is non-profit .....	19

43	Distribution of property on winding up of Association.....	19
44	Change of name, objects and constitution.....	19
45	Custody of books etc.....	20
46	Inspection of books etc .....	20
47	Service of notices.....	20
48	Financial year .....	20
49	Regulations .....	21

Final

# Part 1 Preliminary

## 1 Name

The name of the Association is the Wallsend Touch Association Incorporated.

## 2 Objects

The Association is established to:

- 1 Promote, control, govern and manage the game of Touch Football within the Wallsend and surrounding areas;
- 2 Promote, control, govern and manage games, matches and competitions of Touch Football in the Wallsend area;
- 3 Maintain affiliation and co-operate with and adopt the rules of New South Wales Touch Association and Touch Football Australia and abide by the overriding Constitution and Policy & Regulations of the New South Wales Touch Association Inc. and Touch Football Australia Inc.;
- 4 Maintain a non-for-profit organization;
- 5 Enter and encourage Wallsend Touch Association representative teams.

## 3 Affiliation

Wallsend Touch Association Inc. must be affiliated with the New South Wales Touch Association.

## 4 Definitions

**Administration Officer:** The person who is the public officer of the Association and has the responsibility of maintaining accurate financial records of the Association and general administrative functions relating to the Association.

**Operations Officer:** The person who supports the Administration Officer in managing the financial matters of the Association and maintains minutes of Association meetings.

**Association:** The body namely called Wallsend Touch Association Incorporated.

**Executive:** The elected group of office bearers, namely the President, Junior's President, Operations Officer, Director of Referees, Director of Coaching.

**Executive meeting:** A meeting of the Executive of the Association.

**Extraordinary business:** Business relating to this constitution may only be discussed at special general meetings and at annual general meetings of the Association.

**General committee:** The committee of Wallsend Touch Association Inc., excluding the Executive of the Association.

**General meeting:** A meeting of the general committee and the Executive of the Association.

**Member:** A member of the Association

**NSWTA:** New South Wales Touch Association

**Ordinary committee member:** A member of the committee who is not an office-bearer of the Association.

**Special general meeting:** A general meeting of the Association other than an annual general meeting at which extraordinary business is discussed.

**Team delegate:** The person nominated by an associated touch football team having responsibility for ensuring players within the team are registered and financial in the Wallsend Touch Association competition. Only 1 delegate per team may be appointed and it will typically be the team manager.

**The Act** means the *Associations Incorporation Act 2009*.

**The Regulation** means the *Associations Incorporation Regulation 2016*.

**Touch** means the sport played under the rules determined by Touch Football Australia Inc.

## 5 Interpretation

In this constitution:

- (a) a reference to a function includes a reference to a power, authority, and duty.
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) a word importing the singular includes the plural and vice versa.
- (d) a word importing any gender includes all other genders.

The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Part 2 Membership

### 6 Membership qualifications

- (1) A person is eligible to be a member of the Association if:
  - (a) the person is a natural person, and
  - (b) the person satisfies membership criteria as outlined in Section 7 of this Constitution.
- (2) Wallsend Touch Association Inc. may accept or reject any application to become a member of the Association and shall not be compelled to provide any reason for such an acceptance or rejection.
- (3) Where the Association accepts an application, the applicant shall become a member of the Association. Membership shall be deemed to commence upon acceptance of the application by the Association.
- (4) Where the Association rejects an application, the Association shall refund all monies forwarded in relation to the application and the application shall be deemed rejected.

### 7 Membership categories

The members of the Club shall consist of:

- (a) **Active Members:** All registered and financial players, referees, coaches, and managers as at the date of the previous competition. Active members and are not entitled to vote at any Association meeting unless they are elected to the general committee or nominated as a team delegate.
- (b) **Life Members:** Long serving members who have been elected to this category in accordance with clause 8 of this part. Active life members are entitled to vote at the Associations Annual General Meeting.
- (c) **Honorary Members / Club Patrons:** Honorary membership may be bestowed on any person at the discretion of the Association. Honorary members may not hold an Executive position and are not entitled to vote at any Association meeting.
- (d) **Team Delegates:** An individual, who is an active member of the Association, nominated by an affiliated team of which they are a current financial member to represent and is entitled to vote on behalf of said team at the Associations meetings.
- (e) **Volunteer:** An individual who assists with the operation of the Association. Is not an ordinary committee member and cannot hold an Executive position and are not entitled to vote at any Association meeting.

## **8 Nomination for life membership**

1. Any current or former member of the Association may be nominated for life membership of the Association.
2. A nomination for life membership must:
  - a. Be moved by a currently financial member or active life member of the Association.
  - b. Be seconded by a different currently financial member or active life member of the Association.
  - c. Be accompanied by supporting documentation outlining the reasons for nomination, and
  - d. Be lodged with the Administration Officer no later than twenty-one (21) days prior to the date of the AGM it is to be considered at.
3. All nominations received for life membership of the Association will be considered by the Life Member Committee in accordance with the accompanying policy of the Association.
4. A nomination for life membership must be endorsed by the Life Membership Committee, whereby it is then presented at the AGM to be included in the minutes.
5. If a nomination for life membership is not endorsed by the Life Membership Committee, it cannot be considered at the AGM.

## **9 Nomination of Team Delegate**

- (1) Each affiliated team of the Association is entitled to nominate one (1) individual to represent the team at all general meetings of the Association.
  - (1) A team delegate must be:
    - (a) An active member of the Association at the time of appointment.
    - (b) Nominated by an affiliated team of which they are a current financial member to represent said team.
    - (c) Have received no disciplinary action from a NSWTA affiliated association in the twelve (12) months prior to appointment.
    - (d) Not be a member of the Executive of the Association.
- (2) Nominations for appointment as a team delegate must be made in writing to the Administration Officer.
- (3) The appointment of all team delegates is at the sole discretion of the Executive of the Association.
- (4) Each team delegate shall be appointed annually and will serve from the conclusion of the Annual General Meeting of the Association at which their appointment is made, until the commencement of the next Annual general Meeting of the Association.

## **10 Cessation of membership**

A person ceases to be a member of the Association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association.

## **11 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a general committee member, executive member, active life member or volunteer of the Association:

- (a) is not capable of being transferred or transmitted to another person other than immediate family, and
- (b) terminates on cessation of the person's membership.

## **12 Registration fees**

Registration fees are to be paid in accordance with the current Player Registration requirements as determined by the Executive.

## **13 Register of members**

- (1) All active members shall complete online registration in accordance with the player registration requirements as determined by the Executive. Details of registration of membership include name and postal, residential, or email address of each person together with the date on which the person became an eligible member.
- (2) The register of members is kept in New South Wales as the Association's official address in electronic form and may be converted to hard copy where required.
- (3) Having regard to the Act, confidentiality considerations, and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by Members upon request.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be made available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association, or other material relating to the Association, or
  - (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **14 Members' liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by clause 12.



## 15 Disciplining of members

- (1) A complaint may be made to the Administration Officer about any person that is a member of the Association that:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution and associated club policies and/or the overriding Constitution and Policy & Regulations of New South Wales Touch Association Inc. and Touch Football Australia, or
  - (b) has willfully acted in a manner prejudicial to the interests of the Association.
- (2) The Administration Officer will inform the Executive of every complaint and the Executive may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Executive decides to deal with the complaint, the Executive:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Executive in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) Disciplinary proceedings will be conducted by Wallsend Touch Association Inc. in accordance with TFA disciplinary regulations.
- (5) The Executive may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (6) If the Executive expels or suspends a member, the President must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Executive for having taken that action and of the member's right of appeal under clause 15.
- (7) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under clause 15, whichever is the later.

## **16 Right of appeal of disciplined member**

- (1) A member may appeal to the Executive against a resolution of the Executive under clause 9, within 7 days after notice of the resolution is served on the member, by lodging with the Administration Officer a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under sub clause (1), the Administration Officer must notify the Executive, which is to convene an Executive meeting of the Association to be held within 28 days after the date on which the Administration Officer received the notice.
- (4) At an Executive meeting of the Association convened under sub clause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the Executive.

## **Part 3 The committee**

### **17 Powers of the committee**

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

- (a) is to control and manage the affairs of the Association, and
- (b) may exercise all the functions that may be exercised by the Association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the Association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the Association.

### **18 Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) The Executive of the Association, and
  - (b) At least three (3) ordinary committee members, each of whom is to be elected at the annual general meeting of the Association under clause 19.
- (2) The Executive of the Association are as follows:
  - President,
  - Junior President
  - Operations Officer
  - Director of Coaching
  - Director of Referees
  - Finance & Governance Officer
- (3) Committee member terms of office are as follows:
  - (a) A committee member may hold up to two (2) Executive offices (other than both the offices of President and Junior President).
  - (b) Terms for the Executive of the Association are two (2) years in duration, and there is no maximum number of consecutive terms for which a committee member can hold office.
  - (c) The terms for Executive offices are to be staggered as follows:
    - i. The offices of President, Director of Coaching, and Finance & Governance Officer are to have their terms commence in years that end in even numbers.
    - ii. The offices of Operations Officer, Junior President, and Director of Referees are to have their terms commence in years that end in odd numbers.
  - (d) Terms for Ordinary committee members are 1 year in duration.
- (4) Each member of the committee is, subject to this constitution, to hold office until immediately before election of committee members at the applicable annual general meeting and is eligible for re-election.

## **19 Election of committee members**

- (1) Nominations of candidates for election as Executives of the Association:
  - (a) must be made in writing, signed by 2 members of the Association, and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered or emailed to the Administration Officer of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) Nominations of candidates for election to committee positions (excluding Executive positions) as covered by the Policy and Procedure booklet must be delivered or emailed to the Administration Officer of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (3) Nominations as ordinary committee members of the Association can be in writing or emailed to the Administration Officer of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place or received at the annual general meeting.
- (4) If insufficient nominations are received to fill all vacancies on the general committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (5) If insufficient further nominations are received, any vacant positions remaining on the committee 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.
- (7) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (8) The ballot for the election of Executive and ordinary members of the committee is to be conducted at the annual general meeting by means of a secret ballot.
- (9) A person nominated as a candidate for election as an Executive or as an ordinary committee member of the Association must be a member of the Association.

## **20 Operations Officer**

- (1) it is the duty of the Operations Officer to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of the Executive and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (2) minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

- (3) the signature of the chairperson may be transmitted by electronic means for the purposes of sub clause (2).
- (4) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (5) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

## 21 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting full committee election date.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Administration Officer, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## 22 Removal of committee members

- (1) The Association in a general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in sub clause (1) relates makes representations in writing to the Administration Officer or P resident (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Administration Officer or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **23 Committee meetings and quorum**

- (1) The committee must meet at least 6 times in each period of 12 months at the place and time that the Executive may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the Administration Officer to each member of the committee at least 48 hours (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under sub clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the Executive constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) Any apologies must be submitted in writing to the Administration Officer no later than 1 hour prior to meeting time. Electronic messaging is accepted.
- (7) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week, or as otherwise agreed by the members of the Executive.
- (8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (9) At a meeting of the committee:
  - (a) the president or, in the president's absence, the junior's president is to preside, or
  - (b) if the president and the junior's president are absent or unwilling to act, one of the remaining members of the Executive chosen by the members present at the meeting is to preside.
- (10) All members must attend a minimum of 75% of scheduled meetings to maintain membership and voting rights.

## **24 Delegation by committee to sub-committee**

- (1) The Executive may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of the Association that the committee thinks fit) the exercise of any of the functions of the committee that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) Such delegation must be in writing and specify the functions that are delegated to the sub-committee.
- (3) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be

exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- (4) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- (5) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (7) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (8) A sub-committee may meet and adjourn as it thinks proper.

## **25 Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 General meetings**

### **26 Annual general meetings - holding of**

- (1) The Association must hold its annual general meetings:
  - (a) within 6 months after the close of the Association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37 of the Act.

### **27 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the Association is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year,
  - (c) to elect executives of the Association (2 yearly),
  - (d) to elect ordinary committee member (1 year)
  - (e) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **28 Special general meetings - calling of**

- (1) The Executive may, whenever it thinks fit, convene a special general meeting of the Association.
- (2) The executive committee must, on the requisition of at least 5% of the total number of members, convene a special general meeting of the Association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Administration Officer, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the executive committee fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Administration Officer, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.



- (5) A special general meeting convened by a member or members as referred to in sub clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.
- (6) For the purposes of sub clause (3):
  - (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 29 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Administration Officer must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Administration Officer must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under sub clause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 39 of the Act.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Administration Officer who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## 30 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **31 Presiding member**

- (1) The president or, in the president's absence, the junior president, is to preside as chairperson at each general meeting of the Association.
- (2) If the president and the junior president are absent or unwilling to act, the members present must elect one of the Executive to preside as chairperson at the meeting.

### **32 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Administration Officer must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclasses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **33 Making of decisions**

- (1) A question arising at a general meeting of the Association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the Executive may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.
- (3) Sub clause (2) applies to a method determined by the committee under sub clause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

### **34 Special resolutions**

A special resolution may only be passed by the Association in accordance with section 39 of the Act.

## **35 Voting**

- (1) On any question arising at a general meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any general meeting of the Association if the member is under 18 years of age.

## **36 Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

**Note.** Schedule 1 to the Act provides that an Association's constitution is to address whether members of the Association are entitled to vote by proxy at general meetings.

## **37 Postal or electronic ballots**

- (1) The Association may hold an electronic ballot (as the Executive determines) to determine any issue or proposal (other than an appeal under clause 16).
- (2) An electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

## **38 Use of technology at committee meetings**

- (1) A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **Part 5 Miscellaneous**

### **39 Insurance**

The Association may affect and maintain insurance.

### **40 Funds - source**

- (1) The funds of the Association are to be derived from player registrations, donations, sponsorships, grants and, subject to any resolution passed by the Association in general meeting, any other sources that the Executive determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **41 Funds - management**

- (1) Subject to any resolution passed by the Association in a general meeting, the funds of the Association are to be used solely in pursuance of the objects of the Association in the manner that the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

### **42 Association is non-profit**

Subject to the Act and the Regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **43 Distribution of property on winding up of Association**

- (1) Subject to the Act and the Regulations, in a winding up of the Association, any surplus property of the Association is to be transferred to another organization with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an Association is a reference to that property of the Association remaining after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of the winding up of the Association.

### **44 Change of name, objects and constitution**

An application for registration of a change in the Association's name, objects, or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive committee member.

## **45 Custody of books etc**

Except as otherwise provided by this constitution, all records, books, and other documents relating to the Association must be kept in New South Wales at the Association's official address, in the custody of the public officer or a member of the Association (as the committee determines).

## **46 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the Association at any reasonable hour:
  - (a) records, books, and other financial documents of the Association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in sub clause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclasses (1) and (2), the committee may refuse to permit a member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

## **47 Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
  - (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **48 Financial year**

The financial year of the Association is:

- (a) the period of time commencing on the date of incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

## **49 Regulations**

- (6) The Executive may formulate, issue, adopt, interpret, and amend Regulations for the proper advancement, management, and administration of the Association, and/or the advancement of the purposes of the Association and Touch Football in the local area. Such Regulations must be consistent with the Constitution and any policy directives of the Executive.
- (7) All Regulations are binding on the Association and all members.
- (8) All clauses, rules, by-laws, and regulations of the Association in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.
- (9) Amendments, alterations, interpretations, or other changes to By-Laws shall be advised to Association members by means of notices approved by the Executive and prepared and issued by the President (or nominated delegate). Notices are binding upon all Members.