

Constitution

Macquarie Football Limited
A.C.N. 050 293 153

A Company limited by guarantee

Constitution accepted by Members at Extraordinary General Meeting of Macquarie District Soccer Association Limited on Tuesday 11 October 2005; change of name to Macquarie Football Limited accepted by Members at Extraordinary General Meeting on Tuesday 10 April 2007; changes approved by Members at Annual General Meeting on Tuesday 06 December 2011; latest copy of amended of Constitution printed December 2011.

1.1	Objects	6
2	Income and Payments	
2.1	Application of Income	6
2.2	No Dividends, Bonus or Profit to be paid to Members	6
2.3	Payments in Good Faith	7
3	Membership	
3.1	Members from Adoption of the Constitution	7
3.2	Membership Qualifications	7
3.3	Duration of Membership	7
3.4	Division of Jurisdiction	7
3.5	Member Functions	7
3.6	Registered Participants in Jurisdiction	8
3.7	Standing Committees	8
3.8	Election By-Law	9
3.9	Admission of Members	9
3.10	Ceasing to be a Member	9
3.11	No Claim Against the Company	9
3.12	Members' Liability	9
3.13	Members' Subscriptions	10
4	General Meetings	
4.1	Annual General Meeting	10
4.2	Power to Convene General Meeting	10
4.3	Notice of General Meeting	10
4.4	Directors Entitled to Attend General Meetings	10
4.5	Cancellation or Postponement of General Meeting	10
4.6	Written Notice of Cancellation or Postponement of General Meeting	10
4.7	Contents of Notice Postponing General Meeting	10
4.8	Number of Clear Days for Postponement of General Meeting	11
4.9	Business at Postponed General Meeting	11
4.10	Proxy, Attorney or Representative at Postponed General Meeting	11
4.11	Non-Receipt of Notice	11
5	Proceedings at General Meetings	
5.1	Number for a Quorum	11
5.2	Requirement for a Quorum	11
5.3	Quorum and Time	11
5.4	Adjourned Meeting	12
5.5	President/Chairperson to Preside over General Meetings	12
5.6	Conduct of General Meetings	12
5.7	Adjournment of General Meeting	12
5.8	Notice of Adjourned Meeting	13
5.9	Questions Decided by Majority	13
5.10	Equality of Casting Votes for Chairperson	13
5.11	Declaration of Results	13
5.12	Poll	13
5.13	Objection to Voting Qualification	13

5.14	Chairperson to Determine any Poll Dispute	14
------	---	----

6 Votes of Members

6.1	Votes on a Show of Hands	14
6.2	Votes on a Poll	14
6.3	Relativity of Votes	14
6.4	Suspension of Voting Rights	14
6.5	Right to Appoint Proxy	14
6.6	Right to Appoint Attorney	15

7 Obligations to FFA and NNSWFL

7.1	Constitution	15
7.2	Enforcement of Rules	15
7.3	Register of Participants	15

8 FIFA, FFA and NNSWFL

8.1	Compliance and Cooperation	16
8.2	Referral of Disputes	16

9 Patrons and Life Members

9.1	Appointment and Removal of Patrons	16
9.2	Rights of Patrons	16
9.3	Eligibility for Life Membership	17
9.4	Nomination Requirements	17
9.5	Admission to Life Membership	17
9.6	Rights of Life Members	17

10 Directors

10.1	Number of Directors	18
10.2	First Directors	18
10.3	Eligibility	18
10.4	Nomination for Election	18
10.5	Rotation of Directors	18
10.6	Directors to Retire	19
10.7	Office Held Until End of Meeting	19
10.8	Director Elected at General Meeting	19
10.9	Maximum Term of Office	19
10.10	Casual Vacancy	19
10.11	Appointed Directors	19
10.12	President/Chairperson	20
10.13	Removal of President/Chairperson	20
10.14	Vice-President/Deputy Chairperson	20
10.15	Removal of Vice-President/Deputy Chairperson from Office	20
10.16	Remuneration of Directors	20
10.17	Vacation of Office	20

11 Powers and Duties of Directors

11.1	Directors to Manage the Company	21
11.2	Specific Powers of Directors	21
11.3	Appointment of Attorney	21
11.4	Provisions in Power of Attorney	21
11.5	Minutes	21
11.6	Signing Cheques	21

12 Proceedings of Directors

12.1	Directors' Meetings	21
12.2	Questions Decided by Majority	21
12.3	Proxy and Voting	21
12.4	Chairperson's Casting Vote	22
12.5	Quorum	22
12.6	Effect of a Vacancy	22
12.7	Director Attending and Voting by Proxy	22
12.8	Convening Meetings	22
12.9	President/Chairperson to Preside at Directors' Meeting	22
12.10	Committees	22
12.11	Powers Delegated to Committees	22
12.12	Committee Meetings	23
12.13	Circulating Resolutions	23
12.14	Validity of Acts of Directors	23

13 Chief Executive Officer

13.1	Appointment of Chief Executive Officer	23
13.2	Powers, Duties and Authorities of Chief Executive Officer	23
13.3	Suspension and Removal of Chief Executive Officer	23
13.4	Chief Executive Officer to Attend Directors' Meetings	23

14 Secretary

14.1	Appointment of Secretary	23
14.2	Suspension and Removal of Secretary	24
14.3	Powers, Duties and Authorities of Secretary	24

15 By-Laws

15.1	Making and Amending By-Laws	24
15.2	Effect of By-Law	24

16 Seals

16.1	Safe Custody of Common Seals	24
16.2	Use of Common Seal	24

17 Inspection of Records

17.1	Inspection by Members	25
17.2	Right of a Member to Inspect	25

18 Service of Documents

18.1	Document Includes Notice	25
18.2	Methods of Service	25
18.3	Methods of Service on the Company	25
18.4	Post	25
18.5	Fax or Electronic Transmission	25
19	Indemnity	
19.1	Indemnity of Officers	26
19.2	Insurance	26
20	Winding Up	
20.1	Excess Property on Winding Up	26
21	Accounts	27
22	Definitions and Interpretation	
22.1	Definitions	27
22.2	Interpretation	29
22.3	Corporations Act	30
22.4	Headings	30
22.5	“Include” etc	30
22.6	Powers	31

1.1 OBJECTS

The objects for which the Company is established are:

- (a) to be the zone member of Northern New South Wales Football Limited (NNSWFL) and through it of Football Federation Australia (FFA) in respect of the Jurisdiction and to comply with the constitution and by-laws of NNSWFL and FFA;
- (b) to control Football throughout the Jurisdiction, prevent infringement of the constitution and by laws of NNSWFL and FFA and prevent Football from abuse;
- (c) to foster friendly relations among the officials and players of Football and encourage Football games in the Jurisdiction;
- (d) to prevent racial, religious, gender or political discrimination or distinction among Football players in the Jurisdiction;
- (e) to promote, provide for, regulate and manage Football tournaments, competitions and games in the Jurisdiction;
- (f) to promote, provide for, regulate and manage Football players representing the Jurisdiction;
- (g) to cooperate with NNSWFL, FFA, other members of NNSWFL 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 Jurisdiction;
- (i) any other object which, in the opinion of the Directors, is in the best interests of Football

2 Income and Payments

2.1 APPLICATION OF INCOME

All of 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 PAID TO MEMBERS

None of the Company's profits or other income or property may be paid or transferred to the Members or Associate 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 to a firm in which an officer or Member is a partner:

- (a) of remuneration for services to the Company;
- (b) for goods supplied to the Company in the ordinary course of business;
- (c) of 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) of reasonable rent for premises let by them to the Company.

3 Membership

3.1 MEMBERS FROM ADOPTION OF THE CONSTITUTION

With effect from the adoption of this Constitution, the Members will be the current Members of Macquarie Football Limited (then known as Macquarie District Soccer Association Limited). The number of Members of the Association is unlimited.

3.2 MEMBERSHIP QUALIFICATIONS

The Directors may invite any properly constituted and incorporated Club, Organisation or Body of Persons formed for the purpose of participating in and supporting Football activities to make application for Membership.

The Directors must admit to Membership under this article 3.2 each of those incorporated bodies that accept the invitation according to article 3.9.

3.3 DURATION OF MEMBERSHIP

An incorporated body admitted to Membership shall remain a Member until the last day of September in each year.

3.4 DIVISION OF JURISDICTION

The Jurisdiction is divided into areas covered by the Members but there is no clear delineation of boundaries for any Members.

3.5 MEMBER FUNCTIONS

The Directors must adopt a By-Law which provides for the functions of Members.

3.6 REGISTERED PARTICIPANTS IN JURISDICTION

A Member:

- (a) must procure that each Registered Participant registered in the Member:
 - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to 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 according to, the Relevant By-Laws;
 - (iii) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations and the Relevant By-Laws can be obtained; and
- (b) must provide the Company with a copy of its constitution and by-laws, within 5 days of any request, and inform the Company, within 5 days, of any change to that constitution or any substantive change to those by-laws;
- (c) who does not comply with article 3.6 (a) and any By-Laws made under article 3.5 may, at the absolute discretion of the Directors:
 - (i) have its Membership terminated by the Directors; or
 - (ii) have its voting rights suspended according to article 6.4.

3.7 STANDING COMMITTEES

- (a) Subject to article 3.7 (f) the Directors may establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a women's Standing Committee;
 - (iv) a Futsal Standing Committee;
 - (v) a juniors' Standing Committee.
- (b) In addition to the Standing Committees referred to in article 3.7 (a), the Directors may, with the consent of NNSWFL and FFA, establish any other Standing Committee they deem appropriate.
- (c) A Standing Committee is established by a By-Law made by the Directors.
- (d) In respect of each Standing Committee the By-Law must provide for its functions, membership and operation.

- (e) The Directors of the Company may, with the consent of NNSWFL and FFA, dissolve any Standing Committee established under article 3.7 (b) by repealing the By-Law under which it is established.
- (f) Women's, Futsal and Coaches' Standing Committees referred to in article 3.7 (a) may, on a time scale at the discretion of the Board of Directors, be established by the Board of Directors following the adoption of this Constitution.
- (g) Referees' and Juniors' Standing Committees referred to in article 3.7 (a) may, on a time scale at the discretion of the Board of Directors, be established by the Board of Directors following the adoption of this Constitution.

3.8 ELECTION BY-LAW

The Directors must adopt a By-Law which regulates the election and function of members of Standing Committees.

3.9 ADMISSION OF MEMBERS

Before admission as a Member, any incorporated body invited by the Directors to apply for Membership must sign an application agreeing to be bound by this Constitution, the By-Laws and the Statutes and Regulations.

On receipt by the Company Secretary of the signed application, the applicant becomes a Member.

3.10 CEASING TO BE A MEMBER

A Member ceases to be a Member on:

- (a) resignation;
- (b) becoming bankrupt or insolvent;
- (c) termination of the Membership according to this Constitution;
- (d) the expiry of the term of the Membership according to article 3.3;
- (e) the incorporated body being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it or being unable to pay its debts.

3.11 NO CLAIM AGAINST THE COMPANY

No Member whose Membership ceases shall have any claim against the Company or the Directors for damages or otherwise.

3.12 MEMBERS' LIABILITY

The Members have no liability to contribute towards the payment of the debts and liabilities of the Company, or the costs, charges and expenses of the winding-up of the Company.

3.13 MEMBERS' SUBSCRIPTIONS

There shall be no Annual Membership Fee, subscription or other amounts payable by a Member seeking to renew that Membership.

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

Notice of a General Meeting of Members must be given according to article 18 and the Corporations Act.

4.4 DIRECTORS ENTITLED TO ATTEND GENERAL MEETINGS

A Director is entitled to receive notice of and attend and speak at all General Meetings.

4.5 CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

Where a General Meeting (including an Annual General Meeting) is convened by the Directors, they may, if they think fit, cancel the meeting or postpone the meeting to a date and time they determine.

4.6 WRITTEN NOTICE OF CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

Notice of cancellation or postponement of a General Meeting must state the reason for so doing and be given to each Member individually.

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, ATTORNEY OR REPRESENTATIVE AT POSTPONED GENERAL MEETING

Where:

- (a) by the terms of an instrument appointing a proxy, attorney or Representative, they are 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, then that later date is substituted for the date specified in the instrument, 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 a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

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 present and eligible to vote is the quorum at a general meeting.

5.2 REQUIREMENT FOR A QUORUM

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the Chairperson of the meeting (on his/her own motion or at the request of a Member who is present) declares otherwise.

5.3 QUORUM AND TIME

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

- (a) if convened by, or on requisition of, Members is dissolved; and

- (b) in any other case stands adjourned to 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

At a meeting under article 5.3(b), 40% by number of those persons who are Members and who are present and eligible to vote are a quorum.

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

5.5 PRESIDENT/CHAIRPERSON TO PRESIDE OVER GENERAL MEETINGS

The President/Chairperson is entitled to preside at general meetings.

If a general meeting is convened and there is no President/Chairperson, or the President/Chairperson 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):

- (a) the Vice-President/Deputy Chairperson (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present.

5.6 CONDUCT OF GENERAL MEETINGS

The Chairperson of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) 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
- (c) may, having regard where necessary to the Corporations Act, terminate discussion or debate on any matter whenever he/she considers it necessary or desirable for the proper conduct of the meeting.

A decision by the Chairperson under this rule is final.

5.7 ADJOURNMENT OF GENERAL MEETING

The Chairperson 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.

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

The Chairperson may, but need not, seek any approval for the adjournment.

Unless required by the Chairperson, a vote may not be taken or demanded in respect of any adjournment.

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

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.

In that case, the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

5.9 QUESTIONS DECIDED BY MAJORITY

Subject to the requirements of the Corporations Act and article 6.3, 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 CASTING VOTE FOR CHAIRPERSON

Except on a resolution to elect a Director, if there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting is entitled to a casting vote in addition to any votes to which the Chairperson is otherwise entitled.

5.11 DECLARATION OF RESULTS

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

A declaration by the Chairperson 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.

Neither the Chairperson nor the minutes need state and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

5.12 POLL

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chairperson and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

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 right 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 Chairperson of the meeting, whose decision is final.

A vote not disallowed under the objection is valid for all purposes.

5.14 CHAIRPERSON TO DETERMINE ANY POLL DISPUTE

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

6 Votes of Members

6.1 VOTES ON A SHOW OF HANDS

On a show of hands each Member present at a general meeting has one vote.

6.2 VOTES ON A POLL

On a poll:

- (a) each Member present at a general meeting has one vote; and
- (b) each person present as a proxy, attorney or representative of a Member has one vote for the Member that the person represents.

6.3 RELATIVITY OF VOTES

Despite any other provision in this Constitution whenever each of the Members present and eligible to vote, vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be the greater of the following:

- (a) 51% of the votes cast; or
- (b) the actual percentage (rounded up to the nearest whole number) that the aggregate of the voting Members represents relative to all votes cast on the relevant resolution.

6.4 SUSPENSION OF VOTING RIGHTS

The voting rights of a Member may be suspended while the payment of any amount determined under article 3.6 (a) (ii) is in arrears.

No other rights of the Member are affected.

6.5 RIGHT TO APPOINT PROXY

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 their place.

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.

A person appointed as a proxy for a Member may represent that one Member only.

6.6 RIGHT TO APPOINT ATTORNEY

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

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 and NNSWFL

7.1 CONSTITUTION

The Company must:

- (a) amend:
 - (i) this Constitution; or
 - (ii) the By-Laws,

to promptly adopt changes in the model constitution and by-laws of FFA and NNSWFL made from time to time to the extent that they are applicable to the Company. In this clause the reference to changes to by-laws includes additional or replacement by-laws; and
- (b) not otherwise amend or vary this Constitution or any of its By-Laws without the consent of FFA and NNSWFL. This prohibition only relates to those By-Laws dealing with the following:
 - (i) Zone descriptions or boundaries;
 - (ii) the election, appointment, functions, membership and operation of Standing Committees;
 - (iii) the functions of Zone Associations; or
 - (iv) the subject matter of by-laws adopted by FFA and NNSWFL after the date of adoption of this Constitution by the Company.

However, FFA and NNSWFL must consent to any amendment to this Constitution or those By-Laws which are required by law.

7.2 ENFORCEMENT OF RULES

The Company must promulgate and enforce the Statutes and Regulations, the Laws of the Game and relevant By-Laws of FFA and NNSWFL.

7.3 REGISTER OF PARTICIPANTS

The Company must maintain a database of Registered Participants.

The database is to be established and maintained in the form, and contain the details, required by FFA and NNSWFL from time to time.

The Company must provide FFA and NNSWFL with a copy of its database by 01 March and 01 September each year, certified by the President/Chairperson or his/her nominee to be true and correct as at the previous 31 December and 30 June respectively.

FFA and NNSWFL may audit a database maintained under this article at its discretion and the Company must cooperate with FFA and NNSWFL and do everything reasonably required by FFA and NNSWFL to facilitate the audit.

In fulfilling its obligations under this article 7.3, the Company must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the Company is otherwise bound to comply with them.

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 consistent with the by-law adopted by FFA and NNSWFL on the same subject matter.

The rights of FFA and NNSWFL under this article may be exercised by a representative, third party or other person nominated by FFA and NNSWFL.

8 FIFA, FFA and NNSWFL

8.1 COMPLIANCE AND COOPERATION

Subject to applicable law, the Company must:

- (a) comply with, and do everything in its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- (b) cooperate with FFA and NNSWFL in all matters relating to the organization of competitions, the Company's own competitions and Soccer in general.

8.2 REFERRAL OF DISPUTES

The Company must not, and must ensure that all other persons affiliated with it do not, refer disputes relating to Soccer to a court of law.

All disputes must be submitted to an appeals tribunal established by the Company according to the Statutes and Regulations.

9 Patrons and Life Members

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 the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.

9.5 ADMISSION TO LIFE MEMBERSHIP

Nominations for admission to Life Membership are to be considered by the Directors at their next meeting after the nomination is received.

In their absolute discretion, and without the need to give reasons 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.

A nominee is admitted to Life Membership if:

- (a) the Directors recommend that the nominee be admitted to Life Membership; and
- (b) 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 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 he/she dies or resigns his/her Life Membership;
- (b) 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;
- (c) is entitled to receive notice of general meetings;
- (d) is entitled to attend and speak at general meetings;
- (e) is not entitled to vote at any general meeting.

10 Directors

10.1 NUMBER OF DIRECTORS

With effect from completion of the annual general meeting for 2006, there shall be nine (9) Directors who are to be elected according to article 10.8.

10.2 FIRST DIRECTORS

The Directors at the adoption of this Constitution shall be the First Directors.

The President/Chairperson at the adoption of this Constitution shall be the President/Chairperson.

Subject to the Corporations Act and article 10.17, the First Directors will each remain in office until the completion of the annual general meeting for 2006. The First Directors are eligible for re-election.

If the office of a First Director becomes vacant article 10.10 shall apply.

A Director appointed to fill a vacancy caused by the office of a First Director becoming vacant will count the period the First Director was in office as part of the term of office of the Director for the purpose of article 10.6.

10.3 ELIGIBILITY

A person who:

- (a) is an employee of the Company, of NNSWFL or of FFA; or
- (b) holds any Official Position,

(each a disqualifying position) may not stand for or hold office as a Director.

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and article 10.17 (d) applies.

10.4 NOMINATION FOR ELECTION

A Member or a Director may nominate a person for election as a Director.

A nomination must be in writing and signed by the nominator and nominee.

10.5 ROTATION OF DIRECTORS

At the annual general meeting in 2008 and at each subsequent annual general meeting one-third of the Directors must retire from office.

If the number of Directors is not a whole number which is a multiple of three, the number of Directors is to be rounded down to the next whole number which is a multiple of three.

10.6 DIRECTORS TO RETIRE

The Directors to retire at any annual general meeting must be those who have been longest in office since their last election, including any period prior to the adoption of this Constitution.

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.

Article 10.6 applies only in respect of the retirement of Directors for the annual general meeting in 2008.

10.7 OFFICE HELD UNTIL END OF MEETING

A retiring Director holds office until the end of the meeting at which that Director retires but, subject to article 10.9, is eligible for re-election.

10.8 DIRECTOR ELECTED AT GENERAL MEETING

At a general meeting:

- (a) at which a Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to article 10.11)

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

A Director elected under this article takes office at the end of the meeting at which he/she is elected and will hold office for a term of three years.

10.9 MAXIMUM TERM OF OFFICE

There is no maximum term of office; a retiring Director may nominate for election as a Director.

10.10 CASUAL VACANCY

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this article holds office until the end of the term of the Director in whose place he/she was appointed.

Service as a Director under this article is a full term of office for the purposes of article 10.9.

10.11 APPOINTED DIRECTORS

In addition to the Directors elected under article 10.8, the Directors may themselves appoint up to two (2) additional Directors.

A Director appointed under this article holds office for a term of two years but is eligible for re-appointment. The provisions of articles 10.5, 10.6, 10.8 and 10.9 do not apply to a Director appointed under this article.

A Director appointed under this article 10.11 may be removed from office by the Directors at their absolute discretion.

10.12 PRESIDENT/CHAIRPERSON

The Directors shall elect from amongst their number a President/Chairperson and may also determine the period for which the person elected is to hold that office.

However, a person may hold the office of President/Chairperson only for as long as he/she is a Director.

10.13 REMOVAL OF PRESIDENT/CHAIRPERSON FROM OFFICE

A President/Chairperson may be removed from that office by the Directors at their absolute discretion.

10.14 VICE-PRESIDENT/DEPUTY CHAIRPERSON

The Directors may elect from amongst their number a Vice-President/Deputy Chairperson and may also determine the period for which the person elected is to hold that office.

However, a person may hold the office of Vice-President/Deputy Chairperson only for as long as he/she is a Director.

10.15 REMOVAL OF VICE-PRESIDENT/DEPUTY CHAIRPERSON FROM OFFICE

A Vice-President/Deputy Chairperson may be removed from that office by the Directors at their absolute discretion.

10.16 REMUNERATION OF DIRECTORS

A Director may not be paid for services as a Director but, 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 his/her 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.

10.17 VACATION OF OFFICE

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

- (a) is disqualified by the Corporations Act from being a committee member;
- (b) 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;
- (c) resigns office by notice in writing to the Company;
- (d) accepts appointment to, or becomes the holder of a disqualifying position;
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

11 Powers and Duties of Directors

11.1 DIRECTORS TO MANAGE THE COMPANY

The Directors are to manage the Company's business and may exercise those of the Company's powers that 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 authorize 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 according to the Corporations Act.

11.6 SIGNING CHEQUES

The Directors may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed.

12 Proceedings of Directors

12.1 DIRECTORS' MEETINGS

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

12.2 QUESTIONS DECIDED BY MAJORITY

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

12.3 PROXY AND VOTING

A person who is present at a Directors' meeting as a proxy for another Director has, in addition to his/her own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

12.4 CHAIRPERSON'S CASTING VOTE

The Chairperson of the meeting has a casting vote.

12.5 QUORUM

Until otherwise determined by the Directors, four Directors (at least two of whom are entitled to vote) present in person or by proxy are a quorum.

12.6 EFFECT OF A VACANCY

The continuing Directors may act despite a vacancy in their number.

However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

12.7 DIRECTOR ATTENDING AND VOTING BY PROXY

A Director may attend and vote by proxy at a Directors' meeting if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment must be for a particular meeting.

12.8 CONVENING MEETINGS

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

12.9 PRESIDENT/CHAIRPERSON TO PRESIDE AT DIRECTORS' MEETING

The President/Chairperson is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for the meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Vice-President/Deputy Chairperson (if any);
- (b) a Director chosen by a majority of the Directors present.

12.10 COMMITTEES

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.

12.11 POWERS DELEGATED TO COMMITTEES

A Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.

Powers delegated to and exercised by a committee are taken to have been exercised by the Directors.

12.12 COMMITTEE MEETINGS

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

12.13 CIRCULATING RESOLUTIONS

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director signs.

12.14 VALIDITY OF ACTS OF DIRECTORS

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

13 Chief Executive Officer

13.1 APPOINTMENT OF CHIEF EXECUTIVE OFFICER

The Directors may appoint a Chief Executive Officer.

13.2 POWERS, DUTIES AND AUTHORITIES OF CHIEF EXECUTIVE OFFICER

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.

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 DIRECTORS' MEETINGS

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Company, the Directors and any Committees 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

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, but only to the extent that the Company can do so under article 7.1.

Subject to article 7.1, the Company in general meeting may amend, repeal and replace any By-Law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-Law.

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 and has the same effect as a provision in this Constitution.

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 authorized by the Directors of the Company in general meeting.

18 Service of Documents

18.1 DOCUMENT INCLUDES NOTICE

In all of this article 18, document includes a notice.

18.2 METHODS OF SERVICE

The Company may give a document to a Member:

- (a) by delivering it to the Registered Office;
- (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) Chief Executive Officer; or
- (c) 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 of 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 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 determination, by a judge who has or acquires jurisdiction in the matter.

21 Accounts

The Directors must cause the accounts of the Company to be audited as required by the Corporations Act.

22 Definitions and Interpretation

22.1 DEFINITIONS

In this Constitution unless the contrary intention appears:

Accredited means a person who has completed a course of relevant training recognized by the Company, NNSWFL or FFA.

By-Law means a by-law made under this Constitution.

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

Club means:

- (a) a body corporate or incorporated association recognized by the Company and having the following characteristics:
 - (i) it organizes teams to participate in competitions sanctioned by the Company, NNSWFL or FFA;
 - (ii) all members of its teams are entitled to club membership; and
 - (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 12.10.

Company means Macquarie Football Limited (ACN 050 293 153).

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.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a Director of the Company and includes the President/Chairperson and any Vice-President/Deputy Chairperson.

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

FFA means Football Federation Australia Limited.

FIFA means Federation Internationale de Football Association.

First Directors means the Directors at the adoption of this Constitution.

Jurisdiction means the territory substantially within the State of New South Wales comprised of Lake Macquarie City Council region as defined from time to time by FFA/NNSWFL, any successor or such other body or entity established to be the Australian member of FIFA or the Northern NSW member of FFA.

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

Life Member means a person admitted as such under article 9.

Member means a member of the Company.

NNSWFL means Northern New South Wales Football Limited (ACN 001 887 467).

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

- (a) president, vice-president, secretary, treasurer, director, committee member or member of the governing body (however described) of an association (incorporated or unincorporated) or other entity (including any Member or another Zone Association or State Body or its members) conducting, participating in or administering Soccer Football or any Soccer Football competition in Australia; or
- (b) a Registered Participant; or
- (c) an individual participating in or administering Soccer Football or any Soccer Football competition in Australia as a member of a tribunal or body established pursuant to a By-Law; or
- (d) a member of a Standing Committee; or
- (e) a member of a Zone Association.

Subclause (a) does not apply to a person who holds any of the identified positions in the Company.

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

President/Chairperson means the President/Chairperson from time to time of the Company.

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; or
- (b) accredited referee

Representative means a person appointed to represent a corporate Member at a general meeting of the Company.

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.

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

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

Standing Committee Member means a Member nominated under article 3.2.

State Body has the meaning given to that term in FFA’s Constitution.

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

Vice-President/Deputy Chairperson means the person (if any) elected from time to time as Vice-President/Deputy Chairperson of the Company in accordance with article 10.14.

Zone means a geographical area or member constituency determined to be a Zone according to article 3.4.

Zone Association means either of the following assigned to a Zone under article 3.5:

- (a) a body corporate or incorporated association:
 - (i) recognized by NNSWFL and whose members:
 - (A) if they are or include bodies corporate or incorporated associations, are Clubs; and
 - (B) if they are individuals, they (or their parent or guardian) may vote in an election for any of its officeholders; and
 - (ii) that does not, in the opinion of the Directors of NNSWFL, have a constitution that contains any provisions that are inconsistent, substantively, from the NNSWFL Constitution; or
- (b) any legal entity deemed to be a Zone Association by the Directors of NNSWFL.

22.2 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, attorney or Representative;
 - (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Company in that calendar year under the Corporations Act; and

- (iii) **(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” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (iii) **(successors)** a reference to an organization 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 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;
 - (vi) **(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
 - (vii) **(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;
 - (viii) **(Act)** “section” means a section of the Corporations Act.

22.3 CORPORATIONS ACT

In this Constitution unless the contrary intention appears 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.

22.4 HEADINGS

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

22.5 “INCLUDE” etc

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

22.6 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.