



Canterbury Referees Association Incorporated  
**Constitution and By-Laws**

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## Section A - Objects of the Association

1. To promote and protect the interests of football referees and football referee coaches in the Canterbury & District Soccer Football Association Incorporated, and beyond.
2. To improve the quality and standard of refereeing through high quality and consistent instruction, coaching and development of members.
3. To adopt the Laws of the Game, as promulgated by FIFA and the relevant Governing Body and to interpret these Laws consistently, fairly and in accordance with interpretations provided by the Governing Body.
4. To establish and maintain affiliations and effective working relationships with, and make representations to, other football organisations and related bodies, as applicable, for the benefit of the Association and its members.
5. To do all such other things conducive to the attainment of the Objects of this Association.

# Section B - Rules of the Association

## Part 1 - Preliminary

### 1. Name

This body shall be called the “Canterbury Referees Association Incorporated” and shall be referred to in these Rules as “the Association”.

### 2. Definitions

2.1 In these Rules:

**FIFA** means the *Federation Internationale de Football Association*.

**General Meeting** means a general meeting, special general meeting, or annual general meeting of the Association.

**Member** means any member admitted to membership of the Association under these Rules.

**Office Bearers** means the elected and appointed officials of the Association.

**the Act** means the *Associations Incorporation Act 2009 (or most recent iteration of the same Act)*.

**the Committee** means the group of members elected by the membership at a General Meeting under these Rules.

**the Disciplinary Tribunal** means the group of members selected to hear an appeal under these Rules.

**the Governing Body** means the governing bodies to which the Association is affiliated.

**the Regulation** means the *Associations Incorporation Regulation 2016 (or most recent iteration of the same Regulation)*.

**the Secretary** means the person holding the office of Secretary under these Rules.

2.2 In these Rules:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

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

## Part 2 - Membership

### 3. Membership generally

- 3.1 A person is eligible to be a member of the Association if:
- (a) the person is a natural person, and
  - (b) the person has applied and been approved for membership of the Association in accordance with eligibility criteria prescribed in By-Law 1.

### 4. Application for membership

- 4.1 An application by a person for membership of the Association must be lodged as prescribed in the Policy and Procedures Manual.
- 4.2 As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Committee, which is to determine whether to approve or to reject the application.
- 4.3 As soon as practicable after the Committee makes that determination, the Secretary must notify the applicant in writing (including by email or other electronic means, if the Committee so determines) that the Committee approved or rejected the application (whichever is applicable).
- 4.4 Where an application has been accepted, the Secretary must enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- 4.5 Where an application has been rejected, the Secretary must advise the applicant of the reason their application was rejected.

### 5. Cessation of membership

- 5.1 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, or
  - (d) fails to pay the annual subscription prescribed in the Policy and Procedures Manual within three (3) months after the fee is due.

### 6. Membership entitlements not transferable

- 6.1 A right, privilege or obligation which a person has by reason of being a member of the Association:
- (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

### 7. Resignation of membership

- 7.1 A member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least one month (or any other period that the Committee may determine)

of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- 7.2 If a member of the Association ceases to be a member under Rule 7.1, and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## 8. Register of members

- 8.1 The Secretary must establish and maintain a register of members of the Association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the Association together with the date on which the person became a member.
- 8.2 The register of members must be kept in New South Wales:
- (a) at the main premises of the Association, or
  - (b) if the Association has no premises, at the Association's official address.
- 8.3 The register of members must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 8.4 A member of the Association may obtain a copy of any part of the register on payment of a fee prescribed in the Policy and Procedures Manual.
- 8.5 If a Member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 8.6 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.
- 8.7 If the register of members is kept in electronic form:
- (a) it must be convertible into hard copy, and
  - (b) the requirements in Rules 8.2 and 8.3 apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## 9. Fees and subscriptions

- 9.1 A member of the Association must, in their application for membership, pay to the Association a membership fee as prescribed in the Policy and Procedures Manual.
- 9.2 In addition to any amount payable under Rule 9.1, a member of the Association must pay to the Association an annual subscription as prescribed in the Policy and Procedures Manual.

## 10. Members' liabilities

- 10.1 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 are limited

to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 9.

## 11. Resolution of disputes

- 11.1 A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred for mediation to (in the following order):
- (a) the Committee
  - (b) the Association
  - (c) the Governing Body
  - (d) a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- 11.2 The Committee may, at its discretion, elect to refer a matter directly to the Governing Body or a Community Justice Centre for mediation.
- 11.3 In the case where Rule 11.1(d) applies, and the dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 11.4 The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## 12. Disciplining of members

- 12.1 A complaint may be made to the Committee by any person that a member of the Association:
- (a) has refused or neglected to comply with these Rules or By-Laws, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2 The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the Committee decides to deal with the complaint, the Secretary must:
- (a) cause notice of the complaint to be served on the member concerned, and
  - (b) give the member at least 14 days from the date the notice is served within to make submissions to the Committee in connection with the complaint, and
  - (c) take into consideration any submissions made by the member in connection with the complaint.
- 12.4 The Committee 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 satisfies that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 12.5 If the Committee expels or suspends a member, the Secretary must, within seven 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 Committee for having taken that action and of the member's right of appeal under Rule 13.
- 12.6 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 Rule 13, whichever is the later.
- 12.7 In serious cases, the Committee may resolve to suspend a member immediately, pending a hearing convened under these Rules. This period of suspension shall count as period already served if a further sanction is imposed.

### 13. Right of appeal of disciplined member

- 13.1 A member may appeal to a Disciplinary Tribunal against a resolution of the Committee under Rule 12, within seven days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 13.2 The notice must be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 13.3 The grounds under which a member has the right to appeal are:
- (a) the severity of the sanction,
  - (b) breach of procedure by the Association, or
  - (c) new evidence (which must be supplied with notice of intent to appeal).
- 13.4 On receipt of a notice from a member under Rule 13.1, the Secretary shall, within seven days, inform the member in writing of:
- (a) the date, time and place of the Disciplinary Tribunal, to be held between seven and 14 days after the date of the notice to consider the determination,
  - (b) the Disciplinary Officers selected to consider the determination,
  - (c) the member's right to address the Disciplinary Tribunal, request the attendance of relevant witnesses or make written representations as the member sees fit, and
  - (d) the member's right to appoint, or ask for the appointment of, a representative or support person if the member is under the age of 25 on the date of the Disciplinary Tribunal.
- 13.5 Where a member selected to consider the determination has an actual or perceived conflict of interest regarding the matter, they must be substituted by another eligible member. The Committee will be responsible for determining whether any conflict of interest exists.
- 13.6 At the Disciplinary Tribunal, the members selected to consider the determination shall:
- (a) give the member a reasonable opportunity to present his/her case,
  - (b) give due consideration to written representations from the member in the absence of the member,
  - (c) resolve to confirm or revoke the alleged breach and confirm, revoke or vary the sanction.
- 13.7 The Secretary shall inform the member in writing within 14 days of the Disciplinary Tribunal of the determination under Rule 13.6(c).
- 13.8 Any further avenue of appeal is a matter for discussion between the member and the Governing Body.

## Part 3 - Committee and Officials

### 14. Officials

- 14.1 Elected officials of the Association are the President, Senior Vice President, Junior Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer and eight Disciplinary Officers. These officials shall be elected in accordance with Rules 16, 17 and 20.
- 14.2 Appointed Officials of the Association are the Director of Coaching, Director of Assessors, Appointment Officer(s), Equipment Officer and any other officials as required. These officials are appointed by the Committee as required in accordance with Rules 16 and 17.

### 15. Duties and functions of officials

- 15.1 The President shall:
- (a) be the Chairperson of all committee meetings he/she attends,
  - (b) have one vote, except in the case of a tied vote, where they shall exercise a casting vote,
  - (c) in consultation with members, guide the general direction of the Association, so that it operates in accordance with its Objects, these Rules and By-Laws, and common law, and
  - (d) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.2 The Senior Vice President shall:
- (a) be Acting President in the absence of the President,
  - (b) assist the President and the Committee in managing the affairs of the Association, and
  - (c) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.3 The Junior Vice President shall:
- (a) be Acting President in the absence of the President and Senior Vice President,
  - (b) assist the President, Senior Vice President and the Committee in managing the affairs of the Association, and
  - (c) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.4 The Secretary shall:
- (a) administer the affairs of the Association in accordance with these Rules and as directed by resolutions passed at committee and General Meetings,
  - (b) be the Public Officer of the Association,
  - (c) be the Member Protection Officer of the Association, unless another member is appointed to the role by the Committee,
  - (d) as soon as practicable after being elected, lodge notice with the Association of their address,

- (e) in the absence of the Assistant Secretary, shall be responsible for the recording of minutes at all meetings they attend in this capacity, including a record of all those attending the meeting, and
  - (f) distribute an annual report to the membership before the annual general meeting.
- 15.5 The Assistant Secretary shall:
- (a) be responsible for the recording of minutes at all meetings they attend in their capacity as Assistant Secretary, including a record of all those attending the meeting,
  - (b) assist the Secretary in administering the affairs of the Association in accordance with these Rules and as directed by resolutions passed at committee and General Meetings, and
  - (c) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.6 The Treasurer shall:
- (a) be responsible for the financial affairs of the Association and will control all monies due to and payable by the Association,
  - (b) maintain accurate records setting out details of invoices, receipts, payments, bank deposits and withdrawals and any other income or expenditure associated with the activities of the Association,
  - (c) present a report on the financial status of the Association at each general meeting,
  - (d) present an annual financial statement at the annual general meeting on the income and expenditure of the Association for the financial year as required by the Act, and
  - (e) if audited financial records must be provided under the terms of incorporation, the Treasurer shall arrange for the financial records of the Association to be audited by a reputable financial person or company, in accordance with a resolution to this effect passed by members of the Committee or members at an annual general meeting.
- 15.7 The Assistant Treasurer shall:
- (a) assist the Treasurer in managing the financial affairs of the Association, and
  - (b) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.8 The Disciplinary Officers shall:
- (a) be called upon to officiate over disputes in the Association as members of the Disciplinary Tribunal,
  - (b) should be members of the Association held in good standing, provide a wide representation of the interests of all members and not be members of the Committee.
- 15.9 The Director of Coaching shall:
- (a) be responsible for the direction and implementation of coaching and development programs/initiatives as directed or approved by the Committee or the Governing Body, and
  - (b) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.10 The Director of Assessors shall:

- (a) be responsible for the appointment of referee coaches to matches sanctioned by the Governing Body in accordance with the Policy and Procedures Manual, and
  - (b) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.11 The Appointment Officer(s) shall:
- (a) be responsible for the appointment of referees to matches sanctioned by the Governing Body in accordance with the Policy and Procedures Manual, and
  - (b) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.
- 15.12 The Equipment Officer shall:
- (a) maintain a register of equipment including its movements, replacement and maintenance,
  - (b) allocate and supply equipment to members after it has been approved by the Treasurer,
  - (c) advise the Committee regarding any equipment which needs to be ordered, replaced or repaired,
  - (d) facilitate the storage of equipment,
  - (e) conduct an annual audit at least 90 days before the annual general meeting, and
  - (f) provide a written report to the Secretary for inclusion in the annual report submitted to the membership.

## 16. Election of officials

- 16.1 Nominations of candidates for election as office-bearers of the Association must:
- (a) be made in writing (including electronically), signed by two 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) be delivered to the Secretary of the Association at least 14 days before the date fixed for the holding of the General Meeting at which the election is to take place. Late nominations will only be accepted at the discretion of the Committee.
- 16.2 A person nominated as a candidate for election as an office-bearer of the Association must be a member of the Association.
- 16.3 A member can only be nominated for one office of the Association.
- 16.4 All members involved in the nomination of a member for offices of the Association must be present to confirm their nomination at the General Meeting at which the election will be held. If any of the relevant members are not present at the General Meeting at which the election will be held, the nomination is ruled invalid. The nomination may only be accepted where a resolution to accept the nomination is passed.
- 16.5 If there is only one nomination for an office, the nominee shall be declared elected, provided that there is no objection from any member at the General Meeting at which the election will be held. Where an objection is raised, the matter shall be resolved by a majority vote of members present at the meeting).

- 16.6 If no written nomination is received for an office, the Chairperson shall call for oral nominations from members (duly seconded) present at the General Meeting at which the election will be held. If no nominations are made, the office remains vacant, and Rule 21 applies.
- 16.7 If there is only one oral nomination for an office from a member present at the General Meeting at which the election will be held, the nominee shall be declared elected, provided that there is no objection from any member at the General Meeting at which the election will be held. Where an objection is raised, the matter shall be resolved by a majority vote of members present at the meeting).
- 16.8 Objections must be of a serious nature pertaining to the nominated role and be supported with factual evidence of wrongdoing, conflict of interest, or any other serious issue which may make the member unsuitable for office.
- 16.9 Where the number of written and/or oral nominations for an office is more than one, a secret ballot shall be held for each such office. The Secretary shall provide suitable stationery for this purpose. Votes will be counted by the Secretary and/or members as requested by the Returning Officer or Chairperson. In all cases where a ballot occurs, the nominee achieving a simple majority of votes shall be declared elected. In the case of a tied ballot, the election must be held again at the following general meeting.
- (a) Where the number of written and/or oral nominations for the office of Disciplinary Officer exceeds the number of positions, a ballot shall be held to determine the successful candidates. The ballot form shall contain all nominations for the office. Members will be required to select the number of candidates equivalent to the number of positions available. Votes where a member selected a greater or lesser number of candidates than the number of positions available will be considered invalid. Candidates receiving the greatest number of votes shall be declared elected until each position has been filled.
- i. In the case of a tied ballot which would have resulted in a greater number of elected officers than the number of positions available, the tied candidates shall be carried over to a secondary voting procedure.
- ii. A separate ballot for each remaining position. Unsuccessful candidates from each ballot shall be carried over to the following ballot until each position has been filled.

## 17. Terms of office

- 17.1 Office Bearers shall be elected to the Committee for a two-year term:
- (a) The President, Junior Vice President, Assistant Secretary and Assistant Treasurer shall be elected in even-numbered years.
- (b) The Senior Vice President, Secretary and Treasurer shall be elected in odd-numbered years.
- 17.2 The Disciplinary Officers shall be elected for a period of one year between annual general meetings of the Association.
- 17.3 The Director of Coaching, Director of Assessors, Appointment Officer(s) and Equipment Officer shall be appointed for a period of one year between annual general meetings of the Association.
- 17.4 All other Appointed Officials of the Association shall be appointed for a period as determined by the Committee, to a maximum period of one year between annual general meetings of the Association.

## 18. Powers of the committee

- 18.1 Subject to the Act, the Regulation, these Rules and any resolution passed by the Association at a 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 these Rules to be exercised by a General Meeting of members of the Association, and
- (c) has the 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.

## 19. Sub-committees

- 19.1 Sub-committees of the Association include, but are not limited to, the Disciplinary Tribunal and Procedural.
- 19.2 A Disciplinary Tribunal shall be convened by the Committee when required and shall comprise of at least three Disciplinary Officers of the Association. The members of the Disciplinary Tribunal present must elect one of their number to preside as chairperson at the meeting. The Disciplinary Tribunal is dissolved when it has performed its function for the specific matter it was convened for.
- 19.3 A Procedural Sub-Committee shall be convened by the Committee when required to address any procedural issues brought to the attention of the Committee.

## 20. Composition and membership of the committee

- 20.1 The Committee is to consist of the Office Bearers of the Association, each of whom is to be elected at the annual general meeting of the Association under Rules 16 and 17.
- 20.2 The total number of committee members is to be six.
- 20.3 The Committee of the Association shall comprise of the President, Senior Vice President, Junior Vice President, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.
- 20.4 A committee member may not hold more than one office in the Committee concurrently.
- 20.5 There is no maximum number of consecutive terms for which a committee member may hold office.

## 21. Casual vacancies

- 21.1 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 these Rules, until the annual general meeting next following the date of the appointment.
- 21.2 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 Secretary, or
  - (e) is removed from office under Rule 22, or
  - (f) becomes a mentally incapacitated person, or

- (g) is absent without the consent of the Committee from three 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 three 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.
- 21.3 The Committee may fill a casual vacancy for an office temporarily until a replacement has been elected.
- 21.4 Where an Appointed Official is subject to any conditions under Rule 21, the Committee may appoint a member of the Association to fill the vacancy.

## 22. Removal of office bearers

- 22.1 The Association may, by resolution at a General Meeting, remove any Office Bearer from office before the expiration of the member's term of office.
- 22.2 In the case where Rule 22.1 applies, the Association may, by resolution at a General Meeting, appoint another person to hold office until the expiration of the term of office of the member so removed.
- 22.3 If an Office Bearer to whom a proposed resolution referred to in Rule 22.1 relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary 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 General Meeting at which the resolution is to be considered.

## 23. Committee meetings and quorum

- 23.1 The Committee must meet at least four times in each period of 12 months at the place and time that the Committee determines.
- 23.2 Additional meetings of the Committee may be convened by the President or by any member of the Committee.
- 23.3 An oral or written notice of a meeting of the Committee must be given by the Secretary 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.
- 23.4 Notice of a meeting given under Rule 23.3 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.
- 23.5 Any four members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 23.6 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.
- 23.7 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.

- 23.8 At a meeting of the Committee:
- (a) the President or, in the President's absence, the Senior Vice President is to preside, or
  - (b) if the President and the Senior Vice President are absent or unwilling to act, one of the remaining members of the Committee chosen by the members present at the meeting is to preside.
- 23.9 Minutes of the committee meeting are to be published within 28 days after the meeting or adjourned meeting was conducted.

## 24. Appointment of association members as committee members to constitute quorum

- 24.1 If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the Association as committee members to enable the quorum to be constituted.
- 24.2 A member of the Committee so appointed is to hold office, subject to these Rules, for that meeting only.
- 24.3 This clause does not apply to the filling of a casual vacancy to which Rule 21 applies.

## 25. Use of technology at committee meetings

- 25.1 A committee meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Committee's members a reasonable opportunity to participate.
- 25.2 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.

## 26. Delegation by committee to sub-committee

- 26.1 The Committee 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.
- 26.2 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.
- 26.3 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.
- 26.4 Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- 26.5 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.
- 26.6 The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 26.7 A sub-committee may meet and adjourn as it thinks proper.



## 27. Voting and decisions

- 27.1 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.
- 27.2 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.
- 27.3 Subject to Rule 23.5, the Committee may act despite any vacancy on the Committee.
- 27.4 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

### 28. Annual general meetings - holding of

- 28.1 The Association must hold its first annual general meeting within 18 months after its registration under the Act.
- 28.2 The Association must hold its annual general meetings:
  - (a) within six 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 (2) (b) of the Act.

### 29. Annual general meetings - calling of and business at

- 29.1 The annual general meeting of the Association is, subject to the Act and to Rule 28, to be convened on the date and at the place and time that the Committee deems fit.
- 29.2 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 office-bearers of the Association,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- 29.3 An annual general meeting must be specified as that type of meeting in the notice convening it.

### 30. Special general meetings - calling of

- 30.1 The Committee may, whenever it thinks fit, convene a special general meeting of the Association.
- 30.2 The Committee must, on the requisition of at least 20 members of the Association, convene a special general meeting of the Association.
- 30.3 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 Secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 30.4 If the Committee fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the

members who made the requisition may convene a special general meeting to be held not later than one month after that date.

30.5 A special general meeting convened by a member or members as referred to in Rule 30.4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

30.6 For the purposes of Rule 30.3:

(a) a requisition may be in electronic form, and

(b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 31. Notice

31.1 Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least seven 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.

31.2 If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 14 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 Rule 31.1, the intention to propose the resolution as a special resolution.

31.3 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, the business which may be transacted under clause Rule 29.2.

31.4 A member desiring to bring any business before a General Meeting must give notice in writing of that business to the Secretary not less than seven days prior to the notification of the General Meeting being issued so it can be included on the notification and agenda of that General Meeting. Any notice of business received within this period shall be included on the notification and agenda of the following General Meeting, unless the Committee determines the business must be transacted at that General Meeting.

## 32. Quorum for general meetings

32.1 No item of business is to be transacted at a General Meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.

32.2 20 members present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.

32.3 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.

- 32.4 If at the adjourned General 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 three) are to constitute a quorum.

### 33. Presiding member

- 33.1 The President or, in the President's absence, the Senior Vice President, is to preside as chairperson at each General Meeting of the Association.
- 33.2 If the President and the Senior Vice President are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### 34. Adjournment

- 34.1 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.
- 34.2 If a General Meeting is adjourned, the Secretary 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.

### 35. Making of decisions

- 35.1 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 Rule 40 applies, any appropriate corresponding method that the Committee may determine, or
  - (b) if on the motion of the chairperson or if five or more members present at the meeting decide that the question should be determined by a written ballot - a written ballot.
- 35.2 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 entry to that effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 35.3 Rule 35.2 applies to a method determined by the Committee under Rule 35.1(a) in the same way as it applies to a show of hands.
- 35.4 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.

### 36. Special resolutions

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

### 37. Voting

- 37.1 On any question arising at a General Meeting of the Association a member has one vote only.
- 37.2 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.

- 37.3 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.

### 38. Proxy votes not permitted

- 38.1 Proxy voting must not be undertaken at or in respect of a General Meeting.

### 39. Postal or electronic ballots

- 39.1 The Association may hold a postal or electronic ballot (as the Committee determines) to determine any issue or proposal (other than an appeal under clause 12).
- 39.2 A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

### 40. Use of technology at general meetings

- 40.1 A General Meeting may be held at two or more venues using any technology approved by the Committee that gives each of the Association's members a reasonable opportunity to participate.
- 40.2 A member of an Association who participates in a General 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

### 41. Insurance

- 41.1 The Association may effect and maintain insurance.

### 42. Funds - source

- 42.1 The funds of the Association are to be derived from annual subscriptions of members and, subject to any resolution passed by the Association in a General Meeting, any other sources that the Committee determines.
- 42.2 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 another authorised deposit-taking institution account.
- 42.3 The Association shall issue an appropriate receipt, upon request, as soon as practicable after receiving any money.

### 43. Funds - management

- 43.1 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.
- 43.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two authorised signatories.
- 43.3 At each annual general meeting, at its discretion, the members may propose a resolution approving the payment of an honorarium to Office Bearers of a specific amount in respect of their service in the preceding financial year, to be paid within seven days of the date of the annual general meeting.

### 44. Association is non-profit

- 44.1 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.

### 45. Distribution of property on winding up of the association

- 45.1 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 organisation with similar Objects and which is not carried on for the profit or gain of its individual members.
- 45.2 In this Rule, 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.

### 46. Change of name, objects and constitution

- 46.1 An application for registration of a change in the Association's name, Objects or Rules in accordance with section 10 of the Act is to be made by the public officer or a committee member.

## 47. Custody of books, etc.

- 47.1 Except as otherwise provided by this constitution, all records, books and other documents relating to the Association must be kept in New South Wales:
- (a) at the main premises of the Association, in the custody of the public officer or a member of the Association (as the Committee determines), or
  - (b) if the Association has no premises, at the Association's official address, in the custody of the public officer.

## 48. Inspection of books, etc.

- 48.1 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) these Rules,
  - (c) minutes of all committee meetings and General Meetings of the Association.
- 48.2 A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied. The fee shall be prescribed by the Committee in the Policy and Procedures Manual.
- 48.3 Despite Rules 48.1 and 48.2, 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.

## 49. Service of notices

- 49.1 For the purposes of these Rules, 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.
- 49.2 For the purpose of these Rules, 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.

## 50. Financial year

- 50.1 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 September, and

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



## Section C - By-Laws

### By-Law 1 - Eligibility criteria for membership

In order to become a member of the Association, a person must:

1. be at least 12 years of age,
2. hold a current referee and/or coaching and/or instructing qualification recognised by the Governing Body, or has previously held membership with the Association,
3. have paid all fees and subscriptions in accordance with the Policy and Procedures Manual,
4. have completed all required documentation in accordance with the Policy and Procedures Manual, and
5. have had their application for membership approved by the Committee.

### By-Law 2 - Eligibility criteria for life membership

In order to become a life member of the Association, a person must have provided at least ten years of meritorious service to the Association, and:

1. served on the Committee for at least four years, and/or
2. served on a sub-committee for at least six years, and/or
3. held an office of the Association for at least four years.

### By-Law 3 - Election of life members

A member may nominate another member for Life Membership of the Association in writing and received by the Secretary at least 28 days prior to the holding of an annual general meeting. Upon receiving a nomination (or multiple nominations):

1. The Committee must consider the merits of the proposed nomination and either accept or reject the proposal. Where more than one proposal is accepted, the Committee must decide on one to be brought to the attention of the members at the next annual general meeting.
2. The Committee shall make a recommendation at the next annual general meeting in support of the nomination.
3. After the nomination is read to the members, the nominated member must vacate the place of the meeting.
4. The chairperson shall allow members to speak for and against the nomination.
5. The members present at the annual general meeting shall vote on the nomination. The election of the nominated Life Member shall be carried by a two-thirds majority vote.

## By-Law 4 - Policy and Procedures Manual

The Policy and Procedures Manual shall contain a set of practices and schedules for the day-to-day operation of the Association. It must include, but is not limited to:

1. annual membership fees,
2. uniform regulations,
3. guidelines for the appointment of members,
4. the annual schedule of General Meetings,
5. code of conduct for members,
6. nomination for the election of office bearers,
7. official documentation required by the Governing Body.

The Policy and Procedures Manual shall be published by the Committee within six months of the date of the annual general meeting.

The Policy and Procedures Manual may be amended as required by the Committee, or by a resolution put by the members at a General Meeting.