

# **Manly Warringah Football Referees Association Inc**



## **Objects and Constitution**

Under the Associations Incorporation Act 2009  
Version: November 2017

## DOCUMENT HISTORY

<u>Date</u>	<u>Section</u>	<u>Remark</u>
16 Apr 2012	All	Adopted at Special General Meeting
18 Nov 2013	12A	Amended at Annual General Meeting
18 Nov 2014	14, 16, 18, 36	Amended at Annual General Meeting
18 Nov 2017	14B	Amended at Annual General Meeting

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## Objects of the Association

The Objects of the Association shall be:

- (1) To promote, develop and foster football refereeing and the game of football.
- (2) To ensure the uniformity of the interpretations of the Laws of the Game, officiating at matches, referees grading and match dress.
- (3) To arrange the supply of referees to officiate in all games as requested by the Manly Warringah Football Association and to any other games recognised by the Association, and to:
  - (a) as necessary, facilitate and administer the collection of match fees from football associations and the payment of match fees to the officiating referees.
- (4) To recruit, train and retain new referees, including by:
  - (a) conducting examinations on the Laws of the Game and their interpretations as amended from time to time, and
  - (b) supporting new members to become proficient referees.
- (5) To support an environment conducive to the recreational enjoyment of the game of football by the officiating referee.
- (6) To improve the quality of refereeing and the personal development of the individual referee, including by:
  - (a) assisting members in their discipline and dedication in maintaining a high standard of professionalism,
  - (b) mentoring referees and constructively assessing referees' performance, and
  - (c) promoting and encouraging the attainment of higher referee gradings by the Association's referees.
- (7) To foster a close and mutually beneficial relationship, through formal affiliations or otherwise, between the Association and the Manly Warringah Football Association, other referee associations and other football organisations.
- (8) To support the interests of members and ensure that members receive fair and just treatment, both within the Association according to its Rules and in respect of any other treatment of a member in their capacity as a member.

# Part 1 - Preliminary

## 1 Definitions

- (1) In this constitution except in so far as the context or subject matter otherwise indicates or requires:
- Life Member** means a member who has been elected to Life Membership in accordance with rule 2 hereof
- Association** means the Manly Warringah Football Referees Association Inc
- Committee** means the governing body of the Association
- Annual General Meeting** means a general meeting of the Association other than a Special General Meeting or a Regular General Meeting
- Special General Meeting** means a general meeting of the Association other than an Annual General Meeting or a Regular General Meeting
- Regular General Meeting** means a general meeting of the Association other than a Special General Meeting or an Annual General Meeting
- MWFA** means the Manly Warringah Football Association the
- Act** means the Associations Incorporation Act 2009
- the **Regulation** means the Associations Incorporation Regulation 2010
- Director-General** means the Director-General of the New South Wales Government department responsible for the administration of the Act
- (2) In this constitution except in so far as the context or subject matter otherwise indicates or requires:
- (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,
  - (c) a reference to the doing of a thing shall be read as requiring that thing to be done as soon as practicable unless otherwise specified,
  - (d) a reference to a communication as being in writing means a document that bears the signature of the person giving it and which is transmitted by post or by facsimile or as an attachment to an electronic mail - notwithstanding, such a communication received may be acted upon even if it does not bear the signature of the person giving it,
  - (e) a reference to a communication that is not qualified as being in writing means a communication that may be an electronic mail or may be a communication of the form of subclause (d) above,
  - (f) a reference to a communication made by the Association or an office-bearer shall, unless the contrary is proven, be deemed for the purposes of these Rules to have been delivered at the time at which the communication would have been delivered in the ordinary course of the means of its communication,
  - (g) a reference to a decision being determined means a decision being determined by a resolution, unless it is a decision solely determined by an office-bearer.
- (3) The provisions of the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **Part 2 - Membership**

### **2 Membership generally**

- (1) A person is eligible to be a member of the Association if the person is a natural person who meets the membership eligibility requirements of the Association as defined from time to time in the By-Laws.
- (2) A person is taken to be a member of the association if the person is a natural person who was a member of the Association on 1st January 2009 and has not since ceased to be a member in accordance with rule 4.
- (3) A person may be elected by a Special Resolution as a Life Member of the Association at an Annual General Meeting for outstanding services, subject to the following conditions:
  - (a) a member nominated as a Life Member must have at least ten (10) years active membership in the Association, with at least five (5) years in any one or more of the past or present Committee positions, or
  - (b) a member nominated as a Life Member must have at least fifteen (15) years active membership in the Association with at least five (5) years on any one or more of the past or present standing sub-committees, other sub-committees or panels, or
  - (c) a member, or other person, may be nominated as a Life Member by the Committee for exemplary and outstanding service to the Association notwithstanding the criteria of subclause (a) and subclause (b) above, and
  - (d) the Committee shall determine whether or not a member nominated as a Life Member has satisfied the relevant years of service conditions referred to in subclause (a) and subclause (b) above, and
  - (e) nominations for Life Membership must be submitted to the Secretary no later than two (2) months earlier than an Annual General Meeting and included in the business of that Annual General Meeting as a Special Resolution,
  - (f) nominations under this rule must be made, either:
    - (i) by a resolution of the Committee, or
    - (ii) in the case of nominations under subclause (a) or subclause (b) above, as a notice in writing as proposed and signed by three financial members of the Association,
  - (g) Any members so elected shall be entitled to all the privileges of membership of the Association.
- (4) A member is eligible to be a registered member of the Association if the member meets the registration eligibility requirements of the Association as defined from time to time in the By-Laws.

### **3 Membership application and registration**

- (1) A person who is eligible to be a member of the Association under rule 2(1) may apply for membership of the Association in the manner determined by the Committee from time to time.
- (2) After receiving an application for membership, the Committee shall determine whether to approve or to reject the application for membership.
  - (a) The Committee may delegate an authority (which may be subject to conditions or limitations) to the Registrar to approve or reject the application for membership,
  - (b) A person's membership starts on the date that their application for membership is accepted,
  - (c) If an application for membership has not been accepted or rejected within three (3) months of being received by the Association, it shall be deemed to be rejected,

- (d) If an application for membership is rejected, the Association is not obliged to give any reason for rejection to the applicant.
- (3) A person who is eligible to be a registered member of the Association under rule 2(4) may apply for registration with the Association in the manner determined by the Committee from time to time.
- (4) After receiving an application for registration, the Committee shall determine whether to approve or to reject the application for registration.
  - (a) The Committee may delegate an authority (which may be subject to conditions or limitations) to the Registrar to approve or reject the application for registration,
  - (b) A member's registration with the Association starts on the date that their application for registration is accepted in each year or as otherwise determined by the Committee,
  - (c) If an application for registration has not been accepted or rejected within three (3) months of being received by the Association, it shall be deemed to be rejected,
  - (d) If an application for registration is rejected, the Association is not obliged to give any reason for rejection to the applicant.

#### **4 Cessation of membership and registration**

- (1) A person ceases to be a member of the Association if the person:
  - (a) dies, or
  - (b) resigns that membership in accordance with rule 6, or
  - (c) is expelled from the Association, or
  - (d) other than a person who is a Life Member, is not registered with the Association in accordance with rule 3(3) and rule 3(4) for three (3) consecutive calendar years, unless this condition is waived for a member by a resolution of the Committee.
- (2) A member ceases to be a registered member of the Association if the person:
  - (a) in each calendar year, does not apply for registration in accordance with rule 3(3) and rule 3(4) by the registration expiry date that is defined from time to time in the By-Laws, or
  - (b) having been registered, is subsequently found not to satisfy all requirements in law relating to working with children.
- (3) Where a member of the Association ceases to be a member pursuant to rule 4(1), the Registrar shall make an appropriate entry in the Register of Members, recording the date on which the member ceased to be a member, and
  - (a) at the end of that calendar year, remove the member from the Register of Members.
- (4) Where a registered member of the Association ceases to be a registered member pursuant to rule 4(2), the Registrar shall make an appropriate entry in the Register of Members, recording the date on which the member ceased to be a registered member.



## **5 Membership entitlements not transferable**

- (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 upon cessation of the person's membership.

## **6 Resignation of membership**

- (1) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (2) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving at least one (1) month's notice in writing to the Registrar of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.

## **7 Register of members**

- (1) The Registrar of the Association shall establish and maintain a Register of Members of the Association, specifying the name and postal or residential address of each person who is a member of the Association, together with the date on which the person became a member.
- (2) The Register of Members shall be kept in the custody of the Registrar and shall be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (3) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) 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.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8 Fees and subscriptions**

- (1) Each year, the Committee must determine the fees payable by members in that year, subject to the conditions that:
  - (a) fees may include an initial joining fee upon becoming a member of the Association,
  - (b) fees may include an annual membership fee,
  - (c) fees may include an annual registration fee in addition to or in substitution of an annual membership fee,
  - (d) fees may include fees levied upon the Association, on a per member basis or otherwise, to any sporting entity recognised by the Committee as conferring benefits upon the members in exchange for those fees levied,
  - (e) fees may include levies by deductions from the refereeing match fees earned by members for their refereeing services provided to the Association,
  - (f) fees may include any other fees,

- (g) each of the fees that may be determined in accordance with this clause are subject to a maximum as specified in the By-Laws,
  - (h) fees may not be imposed unequally upon members except as provided for in the By-Laws.
- (2) The Committee's determination of fees under rule 8(1) shall also determine:
- (a) the timing upon which or by which each fee is due and payable, such as, inter alia, by a date or upon registration or by deferral and added to the deductions under rule 8(1)(e), and
  - (b) the circumstances by which a member becomes unfinancial for reason of failure to pay any fees under this rule 8 and the circumstances by which a member becomes financial again having been unfinancial.
- (3) Any member who has become unfinancial under rule 8(2)(b):
- (a) shall not be entitled to move, second, speak on or vote on any resolution or amendment whilst such member is unfinancial; and
  - (b) shall not be entitled to nominate or be nominated as an office-bearer, nor be entitled to vote on election of any office-bearer whilst such member is unfinancial; and
  - (c) shall no longer be subject to rule 8(3)(a) and rule 8(3)(b) upon becoming financial again under rule 8(2)(b).

## **9 *Members' liabilities***

- (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 is limited to the amount, if any, unpaid by the member in respect of Membership of the Association, as required by rule 8.

## **10 *Resolution of internal disputes***

- (1) An internal dispute is:
- (a) a dispute between a member and another member (in their capacity as members), or
  - (b) a dispute between a member or members and the Association, and
  - (c) which has been raised by a member or members by a submission in writing to the Executive Sub-Committee, and
  - (d) which is not a complaint under rule 11
- (2) For the avoidance of doubt:
- (a) an internal dispute cannot be raised by the Association, and
  - (b) the matter or matters of an internal dispute cannot be the same or substantially the same as a matter or matters of a prior complaint or prior internal dispute that has been dealt with under rule 11 or rule 10 respectively.
- (3) Internal disputes may only be resolved in accordance with this rule 10 and all members shall be bound by the procedures and resolution of this rule 10, including dismissal of a dispute under rule 10(5)(b)(i).
- (4) After receiving a submission of an internal dispute, the Executive Sub-Committee shall:
- (a) refer the internal dispute to the Reviews Panel Chair, and
  - (b) cause a summary of the salient points of the internal dispute to be circulated to the Committee

- (5) After receiving a submission of an internal dispute by referral from the Executive Sub-Committee, the Reviews Panel Chair shall:
  - (a) form an ad-hoc conciliation & arbitration panel that comprises the Reviews Panel Chair and one or two of the Reviews Panel Members, and
  - (b) this conciliation & arbitration panel may decide to:
    - (i) dismiss the internal dispute if it considers that it is trivial or vexatious in nature or is not acknowledged as a dispute by all parties to the dispute, or
    - (ii) deal with the internal dispute, including, if it deems it reasonable to do so, even if it is not acknowledged as a dispute by all the parties to the dispute.
- (6) If this panel determines to deal with the internal dispute, it shall:
  - (a) in the first instance, endeavour to resolve the internal dispute by mediation, but (b) failing that, it shall resolve the internal dispute by arbitration.
- (7) The Reviews Panel Chair shall submit a report in writing on the resolution of the internal dispute to:
  - (a) the parties to the internal dispute, and
  - (b) the Executive Sub-Committee and the Committee, and
  - (c) following submission of this report, this conciliation & arbitration panel shall be dissolved.
- (8) There is no right of, or provision for, any review or appeal of the resolution determined by this rule 10.

### **10A *Disciplining of Members - criticisms***

- (1) A criticism may be made as a submission to the Association or to one or more members of the Executive Sub-Committee by a complainant about a member of the Association.
- (2) Any one of the President or Vice President-Seniors or Vice President-Juniors or the Executive Sub-Committee may determine that:
  - (a) the criticism is about a matter or matters that solely pertains to the application of the laws of the game by a member or the general performance of a member in their role as a match official and shall be treated under this rule 10A, or
  - (b) the criticism is about a matter or matters as described in subclause (a) above but there are exceptional circumstances and the criticism warrants being treated as prima-facie a complaint under rule 11, or
  - (c) the criticism is about or includes other matters and the criticism warrants being treated as prima facie a complaint under rule 11.
- (3) If a determination is made under subclause (2)(b) or (2)(c), then:
  - (a) if the submission of the criticism already conforms with the requirements under rule 11(1) and (11)(2) then it shall be treated as-is under rule 11,
  - (b) otherwise, the complainant shall be invited to submit it as a complaint under rule 11.
- (4) Criticisms may only be dealt with in accordance with this rule 10A and all members shall be bound by the procedures and resolution of this rule 10A.
- (5) Any one of the President or Vice President-Seniors or Vice President-Juniors or the Executive Sub-Committee may deal with a criticism by:
  - (a) dismissing the criticism if it considers it to be trivial or vexatious in nature, or by

- (b) taking such steps as deemed reasonable to investigate the criticism and then either take no further action or counsel the member involved as it sees fit, and (c) is not obliged to further respond to the complainant.
- (6) Any one of the President or Vice President-Seniors or Vice President-Juniors or Executive Sub-Committee shall report to the Committee at its next meeting on criticisms received and actions taken on those criticisms since the last such report to the Committee.

## **11 *Disciplining of Members - complaints***

- (1) A complaint may be made as a submission in writing to the Association or one or more members of the Executive Sub-Committee by a complainant that a member of the Association:
- (a) has not complied, or neglected to comply, with a provision or provisions of these Rules or ByLaws of the Association, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) A complainant may be:
- (a) the Executive Sub-Committee or the Committee, or
  - (b) a member of the Association, or
  - (c) the Manly Warringah Football Association, or
  - (d) a member of the Manly Warringah Football Association, or
  - (e) any other person that the Executive Sub-Committee deems to be a complainant, having regard to the nature of their complaint and having regard to the importance of preserving the good standing of the Association by accepting such complaints
- (3) The matter or matters of a complaint cannot not be the same or substantially the same as a matter or matters of a prior internal dispute or a prior criticism that has been dealt with under rule 10 or 10A respectively.
- (4) Complaints may only be dealt with in accordance with this rule 11 and rule 12 and all members shall be bound by the procedures and resolution of this rule 11 and rule 12.
- (5) Where the Executive Sub-Committee determines that it has received a complaint from a complainant under this rule 11:
- (a) it may dismiss the complaint if it considers it to be trivial or vexatious in nature, or
  - (b) it may decide to proceed with the complaint by referring the complaint to the Reviews Panel Chair, and if so:
    - (i) cause a copy of the complaint to be communicated to the member who is the subject of the complaint with a copy of the same to the Reviews Panel Chair and to the Committee, and
    - (ii) it may, at this time or any later time, suspend the member until the receipt of a report of the outcomes of the proceedings of the disciplinary panel (formed under subclause (6)(a) below) and, if so, cause a notice of such suspension to be issued to the member, and (iii) it may, at any later time, end such a suspension of the member.
- (6) After receiving a submission of a complaint by referral from the Executive Sub-Committee, the Reviews Panel Chair shall:
- (a) form an ad-hoc disciplinary panel that comprises the Reviews Panel Chair and two or three of the Reviews Panel Members, and

- (b) consult with the disciplinary panel to determine a summary of the elements of the complaint against the member that are deemed relevant as alleged contraventions described in rule (11)(1)(a) or (b), and
  - (c) cause a notice of the summary determined under subclause (b) above to be issued to the member.
- (7) Thereafter, this disciplinary panel shall take such reasonable steps as it deems necessary to investigate the complaint and any information obtained from these steps that is proposed to be considered at the subsequent hearing shall be provided to the member.
- (8) Thereafter, this disciplinary panel shall conduct a hearing, at a time and place of its choosing but having regard to the mutual convenience of the attendees and not so as to unreasonably deny the attendance of the member, and to which:
  - (a) the member shall be invited to appear or to make a submission in lieu of appearance, and
  - (b) the complainant shall be invited to appear or to make a further submission in lieu of appearance, and
  - (c) any other party from whom the disciplinary panel has obtained information pursuant to rule 11(7) above may be invited to appear or to make a submission in lieu of appearance.
- (9) At such a hearing, this disciplinary panel shall:
  - (a) ensure that the member is offered the opportunity to be present throughout the hearing, except for any period during which the disciplinary panel wishes to confer privately,
  - (b) allow the member to ask questions of the complainant and any other party appearing subject to the consent of the complainant and any other party,
  - (c) permit the member to have an assistant or advisor present with whom the member may consult during the hearing but who may not speak for or act as an advocate for the member,
  - (d) ensure that any attendee at the hearing who is under the age of eighteen (18) is accompanied by an assistant or advisor who is over the age of eighteen (18).
- (10) A hearing of this disciplinary panel may be adjourned and reconvened but only once, unless this disciplinary panel determines that exceptional circumstances apply.
- (11) At the hearing, as adjourned and reconvened as applicable, this disciplinary panel shall, by resolution, and on the balance of probability, determine an outcome as:
  - (a) dismiss the complaint, or one or more of:
  - (b) require that the member be counselled,
  - (c) require that the member be subject to one or more field inspections or assessments,
  - (d) reprimand the member,
  - (e) fine the member,
  - (f) suspend the member from membership of the Association for a determinable period, taking into account any suspension already imposed under rule 11(5),
  - (g) expel the member from the Association
- (12) Following the hearing, the Reviews Panel Chair shall submit a report in writing on its resolution to the Committee and to the member, and
  - (a) the Reviews Panel Chair shall include in his report, or in a subsequent report in writing not more than seven (7) days later, a statement of this disciplinary panel's reasons for its resolution, and
  - (b) following submission of this report, this disciplinary panel shall be dissolved.

- (13) The Executive Sub-Committee shall takes such steps as are necessary to implement the resolution of the disciplinary panel, except that:
- (a) such steps shall be stayed until the expiration of the period in which the member is entitled to lodge an appeal, or
  - (b) where, within that period, the member lodges an appeal, such steps shall be stayed until the conclusion of the appeal process,
  - (c) except that the Executive Sub-Committee may then determine that the provisions for suspension under rule 11(5) shall continue to apply during the period until the conclusion of the appeal process.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal against a resolution of the disciplinary panel reached under rule 11:
- (a) within the later of:
    - (i) seven (7) days after the report referred to under rule 11(12) is served on the member, and
    - (ii) if applicable, seven (7) days after the subsequent report referred to under rule 11(12) is served on the member
  - (b) by lodging a notice to that effect with the Executive Sub-Committee, and
  - (c) such notice shall include or be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal, which are limited to:
    - (i) material defect(s) in the procedures or processes applied by the disciplinary panel that materially disadvantaged the member,
    - (ii) the reasonableness of the findings of the disciplinary panel having regard to the information before it or relevant information not previously put before it, (iii) the severity of the outcome as resolved by the disciplinary panel.
- (2) After receiving a notice of appeal, the Executive Sub-Committee shall:
- (a) refer the appeal to the Reviews Panel Vice-Chair, and
  - (b) provide a copy of the report, and if applicable the subsequent report, referred to under rule 11(12) to the Reviews Panel Vice-Chair, and
  - (c) cause a copy of the notice of appeal to be circulated to the Committee
- (3) After receiving a notice of appeal by referral from the Executive Sub-Committee, the Reviews Panel Vice-Chair shall:
- (a) form an ad-hoc appeal panel that comprises the Reviews Panel Vice-Chair and one or two of the Reviews Panel Members.
- (4) Thereafter, this appeal panel shall conduct a hearing, at a time and place of its choosing but having regard to the mutual convenience of the attendees and not so as to unreasonably deny the attendance of the member, and at which:
- (a) the member shall be given the opportunity to state his case either orally or in writing or both, and
  - (b) the Reviews Panel Chair shall assist this appeal panel to understand the reasons behind the findings and the outcome of the disciplinary panel
- (5) A hearing of this appeal panel may be adjourned and reconvened but only once, unless the appeal panel determines that exceptional circumstances apply.

- (6) At the hearing, as adjourned and reconvened as applicable, the appeal panel shall, by resolution, and on the balance of probability, determine an outcome as:
  - (a) dismiss the appeal and uphold the resolution of the disciplinary panel, or (b) uphold the appeal on one or more of the grounds of appeal, and either
    - (i) dismiss the complaint, or
    - (ii) require the disciplinary panel to re-form and to re-convene a hearing to re-consider its findings in light of matters raised by the member under rule 12(1)(c)(i), or
    - (iii) substitute an outcome of lesser severity from among the outcomes listed at rule 11(11)
- (7) If this appeal panel upholds the appeal under rule 12(6)(b), the original resolution of outcome of the disciplinary panel is deemed to be rescinded.
- (8) Following the hearing, the Reviews Panel Vice-Chair shall provide a report in writing on its resolution to the Committee, the member and the disciplinary panel, and
  - (a) the Reviews Panel Vice-Chair shall include in his report, or in a subsequent report not more than seven (7) days later, a statement of the appeal panel's reasons for its resolution, and (b) following submission of this report, this appeal panel shall be dissolved.
- (9) The Executive Sub-Committee shall take such steps as are necessary to implement the resolution of the appeal panel, except that:
  - (a) the disciplinary panel shall take such steps as are necessary to implement the resolution of the appeals panel that requires the disciplinary panel to re-convene under rule 12(6)(b)(ii), and
  - (b) for this purpose, the disciplinary panel shall determine its procedures and processes that are modelled on, but which may be a modification of, rules 11(7) and 11(8), but
  - (c) for this purpose, the disciplinary panel shall adopt the procedures and processes of rules 11(9), 11(10), 11(11) and 11(12), and
  - (d) the Executive Sub-Committee shall then take such steps as are necessary to implement the resolution of the disciplinary panel under rule 12(11) above.
- (10) There is no right of, or provision for, any review or appeal of:
  - (a) the resolution of this appeals panel determined by this rule 12, or
  - (b) the resolution of the disciplinary panel determined by this rule 12.

## ***12A Further provisions with respect to rule 10, rule 11 and rule 12***

- (1) In the case of a complaint under rule 11, each of the Executive Sub-Committee and the Reviews Panel Chair and the disciplinary panel shall endeavour to do their required actions as soon as possible, but:
  - (a) if the report of the disciplinary panel's resolution under rule 11(12) has not been submitted within twelve (12) weeks after the date that the complaint was referred to the Reviews Panel Chair under rule 11(6), the complaint shall be deemed to be dismissed, and
  - (b) if the member has been suspended under rule 11(5) and continues to be suspended, if the report of the disciplinary panel's resolution under rule 11(12) has not been submitted within six (6) weeks after the date that the complaint was referred to the Reviews Panel Chair under rule 11(6), the complaint shall be deemed to be dismissed
- (2) In the case of an appeal under rule 12, each of the Executive Sub-Committee and the Reviews Panel Vice-Chair and the appeal panel shall endeavour to do their required actions as soon as possible, but:

- (a) if the report of the appeals panel's resolution under rule 12(8) has not been submitted within six (6) weeks after the date that the member lodged an appeal under rule 12(1)(b):
  - (i) the Committee may resolve within one (1) week of the expiration of this six (6) week period to extend this period by up to a maximum of a further six (6) weeks, but
  - (ii) otherwise, the complaint shall be deemed to be dismissed, and
  - (iii) if the report of the appeals panel's resolution under rule 12(8) has not been submitted by the expiration of any extended period under subclause(i) above, the complaint shall be deemed to be dismissed
- (3) In respect of a matter that is an internal dispute or a criticism or a complaint,
  - (a) any member of the Committee or the Executive Sub-Committee or the Reviews Panel shall declare any conflict of interest and shall not act in respect of that matter if the conflict of interest would prevent them, or be reasonably perceived to prevent them, from acting in an impartial manner,
  - (b) a member of a disciplinary panel shall not be a member of an appeals panel in respect of the same matter,
  - (c) if the Reviews Panel Chair is not available to act in a matter, then the Reviews Panel Vice-Chair shall act in the place of the Reviews Panel Chair,
  - (d) if neither the Reviews Panel Chair or the Reviews Panel Vice-Chair is available to act in a matter, then the Executive Sub-Committee shall appoint another member of the Reviews Panel to act in the place of the Reviews Panel Chair or the Reviews Panel Vice-Chair, as the case may be, for the purposes of a matter.
- (4) If a member has been prevented from participating in a football activity by a sanction imposed by a football association or football organisation (other than the Association):
  - (a) if the sanction (the first sanction) prevents the member from participating in a football activity for a period exceeding the period specified in the By-Laws (or, if there is more than one period specified in the By-Laws, the period that the Committee determines is the relevant specified period)
  - (b) the Committee may then resolve that it:
    - (i) take no further action, or
    - (ii) defer any action under this subclause(b) until the conclusion of any official appeal, review or like process that is occurring in respect of the first sanction, or
    - (iii) refer the matter to the Executive Sub-Committee as a criticism under rule 10A, or
    - (iv) impose a sanction (the second sanction) on the member that is no more severe than the first sanction imposed on the member by that other football association or football organisation, except that this second sanction may not be a fine or expulsion from the Association, or
    - (v) refer the matter to the Reviews Panels Chair as a complaint under rule 11.

*Amended 18/11/13*

*[Explanatory Note: The amendment to Rule 12A(4) removes the prior condition that 'the member must so inform the Committee' such that the Committee may act under Rule 12A regardless of how it is informed of a first sanction imposed. The amendment also allows for the By-Laws specifying that there may be more than one 'period' of a sanction to which Rule 12A applies]*



## **PART 3 - The Committee**

### **13 Powers of the Committee and of the Executive Sub-Committee**

- (1) Subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting, the Committee:
  - (a) is to control and manage the affairs of the Association, and
  - (b) may exercise all such functions as 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 power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (2) The Executive Sub-Committee is a sub-committee of the Committee and
  - (a) consists of the office-bearers of President, Vice President-Seniors, Vice President-Juniors, Secretary and Treasurer,
  - (b) is delegated those functions of the Committee as are stated in these rules and in the By-Laws,
  - (c) notwithstanding this delegation, the Committee may continue to exercise any function delegated,
  - (d) any act or thing done or suffered by the Executive Sub-Committee acting in the exercise of this delegation has the same force and effect as it would have if it had been done or suffered by the Committee,
  - (e) the Executive Sub-Committee may meet and adjourn as it thinks proper,
  - (f) the Executive Sub-Committee shall ensure that records of its resolutions and minutes of its meetings are provided to the Committee at or before the Committee meeting next following an Executive Sub-Committee meeting.

### **14 Constitution and membership of the Committee**

- (1) The Committee shall consist of the following office-bearers of the Association:
  - (a) President,
  - (b) Vice President-Seniors,
  - (c) Vice President-Juniors,
  - (d) Secretary,
  - (e) Treasurer,
  - (f) Floor Member,
  - (g) Assistant Secretary,
  - (h) Registrar,
  - (i) Gear Steward,
  - (j) Course Coordinator, (k) Assessors Convener, (l) Branch Coach.
- (2) In addition, the Reviews Panel Chair is an office-bearer but is not a member of the Committee.
- (3) An office-bearer must be of age eighteen (18) or greater.
- (4) The duties of the office-bearers are defined in rule 17.
- (5) A member of the Committee may hold up to two (2) offices, but:

- (a) only one (1) of which may be an office of the Executive Sub-Committee, and
- (b) the member may not also hold the office of the Reviews Panel Chair

*Amended 18/11/14*

*[Explanatory Note: The amendment ensures that the Reviews Panel Chair is independent of the Committee and retains the provision that a member shall not hold more than one office of the Executive Sub-Committee]*

- (6) [deleted]

*Amended 18/11/14*

*[Explanatory Note: As a consequence of the amendment to 16(1) that specifies the start and end of an office-bearer's term, the amendment deletes (6) that specified the end of an office-bearer's term]*

- (7) The By-Laws may specify additional positions that may be filled by persons to perform specified functions for and on behalf the Association.

## **14A Constitution and membership of the Reviews Panel**

- (1) The Reviews Panel shall consist of the Reviews Panel Chair, the Reviews Panel Vice-Chair and up to six (6) other members.
- (2) The Reviews Panel Chair shall be elected in accordance with rule 15 and rule 16.
- (3) All other members of the Reviews Panel shall be appointed by the Committee, subject to the qualifying criteria that they be:
  - (a) either Life Members of the Association, or
  - (b) members with significant officiating experience
- (4) The Reviews Panel Vice-Chair should be appointed for a two (2) year term in each year that ends in an odd number and the Committee should endeavour that approximately half of the other members of the Reviews Panel are appointed for terms ending in an even numbered year and the remaining members are appointed for terms ending in an odd numbered year.
- (5) In the event of a casual vacancy in the office of the Reviews Panel Chair, the provisions of rule 18 apply.
- (6) In the event of any other vacancy on the Reviews Panel for any reason, the Committee may appoint a member under subclause (3) above.
- (7) In the event that a matter is proceeded with under rule 10, 11 or 12 and there are insufficient members of the Reviews Panel available to form one of the ad-hoc panels of rule 10, 11 or 12 that has the requisite minimum number of members, the Committee may invite and, if they accept free from any conflict of interest, appoint to an ad-hoc panel one or more members of the management committee of the MWFA or one or more members of another football referees association with significant officiating experience.

## **14B Alternatives for office-bearers**

- (1) The Executive Sub-Committee may determine from time to time that it is to the benefit of the Association that there be one or more Alternates for one or more office-bearers, and if so:
  - (a) an Alternate may be elected at the same Annual General Meeting, and for the same term of office under Rule 16 'Term of office', as the office-bearer for whom the Alternate is an Alternate is elected or may be appointed as a casual vacancy on the same terms as an office-bearer would be so appointed under Rule 18 'Casual vacancies',
  - (b) an election of an Alternate shall be as per the procedures for an office-bearer under Rule 15 "Election of committee members and other office-bearers",
  - (c) when an Alternate acts, the Alternate acts instead of, and with the same duties, functions and powers as, the office-bearer for whom the Alternate is an Alternate,

- (d) for the avoidance of doubt, whether or not an Alternate is acting as an office-bearer for whom the Alternate is an Alternate at any point in time shall be solely determined by the Committee, and
- (e) a casual vacancy in an Alternate's position will occur for the same reasons as for an office bearer under Rule 18 'Casual vacancies' (except that Rule 18 (3)(g) only applies when the Alternate is acting under (c) above) and an Alternate may be removed from his position as per the procedures for removal of an office-bearer under Rule 19 'Removal of office-bearer'.

*Amended 20/11/17*

*[Explanatory Note: This Rule 14B was inserted to provide for Alternates for office-bearers]*

## **15 Election of committee members and other office-bearers**

- (1) Nominations of members for election as office-bearers of the Association:
  - (a) shall be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the nominated member (which may be endorsed in the form of the nomination) and communicated to the Secretary prior to the commencement of the Annual General Meeting at which the election is to take place, or
  - (b) shall be a nomination during the course of the Annual General Meeting that is moved by two members of the Association and the nominated member either orally, if he be in attendance at the meeting, or in writing if he be not in attendance, indicates his consent.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the nominated members are taken to be elected.
- (3) If insufficient nominations are received to fill all vacancies, the nominated members are taken to be elected and any remaining vacancies are taken to be casual vacancies.
- (4) If the number of nominations received exceeds the number of vacancies to be filled, a secret ballot shall be held.
- (5) The secret ballot for the election of office-bearers shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct including, if required, the appointment of a returning officer, being any financial member in attendance not being a nominated member.

## **16 Term of office**

- (1) All office-bearers shall be elected for a two-year term:
  - (a) that commences upon the result of an election of office-bearers at an Annual General Meeting, and
  - (b) subject to these Rules, shall hold office until the time of calling for an election of office-bearers at an Annual General Meeting in the year determined by rule 16(2) or 16(3).

*Amended 18/11/14*

*[Explanatory Note: The amendment specifies the start and end of an office-bearer's term as being from election to the next calling of an election for an office – previously, the now deleted Rule 14(6) specified the end of an office-bearer's term as being at the conclusion of the AGM applicable to the election for that office]*

- (2) The President, Vice President-Juniors, Treasurer, Assistant Secretary, Gear Steward, Assessors Convener and Reviews Panel Chair shall be elected in each year ending in an even number, i.e. 2000, 2002, 2004, etc.

*Amended 18/11/14*

*[Explanatory Note: The amendment corrects the title of Field Inspection Officer to Assessors Convener]*

- (3) The Vice President-Seniors, Secretary, Floor Member, Registrar, Course Coordinator and Branch Coach shall be elected in each year ending in an odd number, i.e. 2001, 2003, 2005 etc.

## **17 Duties and functions of office-bearers**

- (1) Notwithstanding the duties and functions of office-bearers specified in this rule 17, the Committee may continue to exercise any duty and function so specified and may determine that an office-bearer perform any reasonable duty or function as reasonably directed by the Committee.
- (2) President – the duties and functions of the President are to:
  - (a) lead the Association,
  - (b) be a spokesperson of the Association,
  - (c) be chairman of all meetings he attend, except any meeting of any panel formed under rules 10, 11 and 12,
  - (d) conduct such meetings in accordance with the Rules of the Association,
  - (e) make or instruct the appointments of members to matches, as necessary,
  - (f) perform such other duties and functions as are described in these Rules or the By-Laws, and
  - (g) perform such other duties and functions of an operational or administrative nature as appear to the President to be necessary or desirable for the proper management of the affairs of the Association.
- (3) Vice President-Seniors – the duties and functions of the Vice President-Seniors are to:
  - (a) assist the President in the performance of his duties and functions,
  - (b) deputise for the President for any of his duties and functions described under rule 17(2) above,
  - (c) liaise with the senior members of the Association,
  - (d) make or instruct the appointments of members to matches, as necessary,
  - (e) perform such other duties and functions as are described in these Rules or the By-Laws, and
  - (f) perform such other duties and functions of an operational or administrative nature as appear to the Vice President-Seniors to be necessary or desirable for the proper management of the affairs of the Association.
- (4) Vice President-Juniors – the duties and functions of the Vice President-Juniors are to:
  - (a) assist the President in the performance of his duties and functions,
  - (b) deputise for the President for any of his duties and functions described under rule 17(2) above,
  - (c) liaise with the junior members of the Association,
  - (d) make or instruct the appointments of members to matches, as necessary,
  - (e) perform such other duties and functions as are described in these Rules or the By-Laws, and
  - (f) perform such other duties and functions of an operational or administrative nature as appear to the Vice President-Juniors to be necessary or desirable for the proper management of the affairs of the Association.
- (5) Secretary – the duties and functions of the Secretary are to:
  - (a) be the Public Officer of the Association under the Act and to perform such duties and functions as are required of a Public Officer,
  - (b) be responsible for records and minutes of:
    - (i) all appointments of members of the Committee,
    - (ii) the names of all members of the Committee present at a Committee meeting or a general meeting,

- (iii) the names of all other persons in attendance at general meetings,
  - (iv) all proceedings at Committee meetings and general meetings,
  - (c) prepare the annual report, and
  - (d) perform such other duties and functions as are described in these Rules or the By-Laws.
- (6) Treasurer – the duties and functions of the Treasurer are to:
- (a) ensure that all money due to the Association is collected and received, and that all payments authorised by the Association are made,
  - (b) ensure that correct books and accounts are kept, showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association,
  - (c) provide financial statements as directed by the Committee,
  - (d) prepare proposed budgets as directed by the Committee and for approval by the Committee,
  - (e) ensure the Association’s accountability requirements to the Australian Taxation Office are met,
  - (f) ensure the Association’s books and accounts are audited each year, and
  - (g) perform such other duties and functions as are described in these Rules or the By-Laws.
- (7) Floor Member – the duties and functions of the Floor Member are to:
- (a) assist members to draft caution, send-off and incident reports for submission to relevant football organisations,
  - (b) attend MWFA Judiciary meetings as an observer and report to the Committee on matters arising in the meetings that are worthy of the attention of the Committee,
  - (c) provide advice of a general nature to members as may be requested by them,
  - (d) assist in resolving issues of members, as may be requested by them, in their relationship with the Association or with other members, and
  - (e) perform such other duties and functions as are described in these Rules or the By-Laws.
- (8) Assistant Secretary – the duties and functions of the Assistant Secretary are to, as directed by the Secretary:
- (a) assist the Secretary in the performance of his duties and functions, and
  - (b) perform such other duties and functions as are described in these Rules or the By-Laws.
- (9) Registrar – the duties and functions of the Registrar are to:
- (a) compile and maintain the Register of Members,
  - (b) compile and maintain other records of membership, qualifications, accreditation and other relevant information for all members,
  - (c) manage that part of the processes of membership application and member registration as are under the control of the Association and as approved by the Committee,
  - (d) submit such membership information as is necessary to submit to any other football organisation, and
  - (e) perform such other duties and functions as are described in these Rules or the By-Laws.
- (10) Gear Steward – the duties and functions of the Gear Steward are to:
- (a) implement the equipment policy determined by the Committee,

- (b) provide recommendations for equipment acquisitions and arrange procurement of items approved by the Committee,
  - (c) manage the safe custody of the equipment stock of the Association,
  - (d) maintain records of equipment purchased from the Association, including issuing tax invoices to purchasers and keeping copies thereof,
  - (e) provide the Treasurer each month, or as required by the Treasurer, details of items purchased from the Association, and
  - (f) perform such other duties and functions as are described in these Rules or the By-Laws.
- (11) Course Coordinator – the duties and functions of the Course Coordinator are to:
- (a) Instruct, or coordinate the instruction of, the course component of referee training programs conducted by the Association,
  - (b) give, or coordinate the giving of, referee examinations to candidates,
  - (c) report the results of the course component of referee training programs and of examinations according to the reporting requirements, as are in place from time to time, of the Committee and of relevant football organisations, and
  - (d) perform such other duties and functions as are described in these Rules or the By-Laws.
- (12) Assessors Convener – the duties and functions of the Assessors Convener are to:
- (a) manage any program of assessments of the officiating performance of members, including:
    - (i) admitting members who are qualified as assessors to a panel of assessors,
    - (ii) scheduling assessors to do assessments,
    - (iii) collating and managing the record-keeping of results of the assessments,
  - (b) consulting, as required, with the President, the Vice President-Seniors, the Vice President-Juniors and the Branch Coach on the outcomes of assessments to inform the appointments process and the development needs of members,
  - (c) advise the Executive Sub-Committee on the appointments of members to finals matches and on the making of end-of-season awards of recognition to members, and
  - (d) perform such other duties and functions as are described in these Rules or the By-Laws.
- (13) Branch Coach – the duties and functions of the Branch Coach are to:
- (a) manage any program of branch coaching sessions,
  - (b) be responsible for deciding, for those members for whom the Association has accreditation responsibility, whether or not a member shall be re-accredited as and when this fall due, and
  - (c) perform such other duties and functions as are described in these Rules or the By-Laws.
- (14) Reviews Panel Chair – the duties and functions of the Reviews Panel Chair are to:
- (a) perform the duties and functions required to be performed by the Reviews Panel Chair under rules 10, 11 and 12, and
  - (b) perform such other duties and functions as are described in these Rules or the By-Laws.

## **18 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the office of an office-bearer, the Committee may appoint a financial member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the time of calling for an election of office-bearers at the Annual General Meeting next following the date of the appointment.

*Amended 18/11/14*

*[Explanatory Note: The amendment corrects the reference to 'this constitution' to 'these Rules' and changes end of an office-bearer's term, filled as a casual vacancy, to being the time of calling for an election of office-bearers at the next AGM]*

- (2) At this next following Annual General Meeting, if the term of an office that was filled under rule 18(1):
- (a) ends at that Annual General Meeting, an office-bearer shall be elected in accordance with rule 15 for the term of office determined by rule 16, or
  - (b) does not end at that Annual General Meeting, an office-bearer shall be elected in accordance with rule 15 for the remaining term of office determined by rule 16.

*Amended 18/11/14*

*[Explanatory Note: The amendment inserts the provision that an office that has been filled by a casual vacancy shall, at the next AGM, be subject to an election for that office, either for a new two-year term or for a remaining one-year term as the case may be. The following sub-Rule is consequently renumbered]*

- (3) For the purpose of these rules, a casual vacancy in the office of an office-bearer occurs if the officebearer:
- (a) dies, or
  - (b) ceases to be a member of the Association, or
  - (c) resigns office by notice in writing given to the Secretary, or
  - (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
  - (e) is removed from office under rule 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the Committee from 3 consecutive meetings of the Committee and the Committee subsequently resolves that a casual vacancy has occurred, except that:
    - (i) this rule 18(2)(f) does not apply to the office of Appeals Panel Chair, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth, or
  - (j) is the Public Officer of the Association and ceases to reside in New South Wales.

*Amended 18/11/14*

*[Explanatory Note: The amendment separates, for readability, resignation at (c) from insolvency at (d) and the remaining sub-paragraphs are consequently renumbered]*

## **19 Removal of office-bearer**

- (1) The Association in a Special General Meeting or Annual General Meeting may, by Special Resolution, remove any office-bearer from his office before the expiration of the member's term of office and may, by resolution, appoint another person to hold office until the expiration of the term of office of the office-bearer so removed.
- (2) If an office-bearer, to whom a proposed resolution referred in rule 19(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 they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 Committee meetings and quorum**

- (1) The Committee shall meet at least once in each period of 3 months at such times and such places as the Committee may determine.
- (2) Additional meetings of the Committee may be convened at any time by
  - (a) the President, or
  - (b) by any two (2) members of the Committee
- (3) Notice of a meeting of the Committee must be given by the Secretary to each member of the Committee at least forty-eight (48) hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting:
  - (a) Notice of a meeting shall be deemed to be so given if the time and place of a future meeting or the times and places of a schedule of future meetings is agreed at a Committee meeting,
  - (b) Notice of a meeting given under rule 20(2)(b) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- (4) Any five (5) members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (5) No business shall 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- (6) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- (7) At a meeting of the Committee:
  - (a) the President or, in the President's absence, the Vice President-Seniors shall preside; or
  - (b) if the President and the Vice President-Seniors are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting shall preside.
- (8) All office-bearers, conveners of Sub-committees and delegates shall present orally or in writing their reports to Committee meetings of the Association.

## **21 Delegation by Committee to sub-committee**

- (1) The Committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
  - (a) this power of delegation,
  - (b) a function which is a duty imposed on the Committee by the Act or by any other law, and
  - (c) a function of the Executive Sub-committee or of any panel.



- (2) A function, the exercise of which has been delegated to a sub-committee under this rule, may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (7) A Sub-committee may meet and adjourn as it thinks proper.

## **22 *Voting and decisions***

- (1) Questions arising at a meeting of the Committee, Executive Sub-Committee or of any panel formed from the Appeals Panel or of any sub-committee shall be determined by a majority of the votes of members of that committee, panel or sub-committee present at the meeting.
- (2) Each member present at a meeting of a committee, any panel or any sub-committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) The Committee and the Executive Sub-Committee may make decisions by electronic voting without convening a physical meeting in circumstances where an urgent decision is required, according to the following procedure:
  - (a) the proposer of a motion shall propose the motion by email to each member of the relevant committee,
  - (b) if a majority of members of the relevant committee signify their vote in favour of the motion by return email to the proposer within five (5) business days following, then the motion is deemed to be carried but otherwise it is deemed to be not carried
  - (c) the fact that such a motion was carried or not carried shall be attested to, and if required evidenced to, the relevant committee by the proposer at the next meeting of the relevant committee.
- (4) Subject to rule 20(4), the Committee may act notwithstanding any vacancy on the Committee.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by a committee, any panel or any sub-committee, is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of that committee, panel or Sub-Committee.

## **PART 4 - General Meetings**

### **23 Annual General Meetings - holding of**

- (1) The association must hold its annual general meetings:
  - (a) within six months after the close of the Association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

### **24 Annual General Meeting - calling of and business at**

- (1) The Annual General Meeting of the Association shall, subject to the Act and to rule 23, be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be:
  - (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 upon the activities of the Association during the last preceding financial year,
  - (c) to elect office-bearers of the Association and other members of the Committee, and Committee as stated in rule 16 (Term of office), and
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) The order of business shall be as indicated in the By-Laws.
- (4) An Annual General Meeting shall be specified as such in the notice convening it.

### **25 Special General Meetings - calling of and business at**

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee shall, on the requisition in writing of not less than five (5) per cent of the total number of financial members, convene a Special General Meeting of the Association.
- (3) A requisition of financial members for a Special General Meeting:
  - (a) shall state the purpose of the meeting and include a notice of any Special Resolution that is proposed to be put to the meeting,
  - (b) shall be signed by the financial members making the requisition,
  - (c) shall be lodged with the Secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the financial members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within one (1) month after that date on which a requisition of financial members for the meeting is lodged with the Secretary, any one or more of the financial members who made the requisition may convene a Special general meeting to be held not later than three (3) months after that date.
- (5) A Special General Meeting, convened by a financial member or members as referred to in subclause(4), shall be convened as nearly as practicable in the same manner as Regular General Meetings are convened by the Committee.

- (6) The business of a Special General Meeting shall only be that business which is specified in the notice convening the meeting.

## **25A Regular General Meetings – calling of and business at**

- (1) The Committee shall convene Regular General Meetings of the Association at least every two (2) months during the football season on such dates and at such places and times as the Committee thinks fit.
- (2) Business at such Regular General Meetings shall include:
  - (a) confirmation of minutes of the preceding Regular general meeting,
  - (b) receiving from the Committee written or verbal reports upon the activities of the Association in the current football season,
  - (c) dealing with any business that is required by the Act, Regulation, Constitution or By-Laws to be decided by a resolution of the members in a Regular General Meeting, and (d) general business.
- (3) Business at such Regular General Meetings shall not include the putting of any Special Resolutions, which may only be put at the Annual General Meeting or at a Special General Meeting
- (4) The order of business shall be as indicated in the By-Laws.

## **26 Notice**

- (1) For a Regular General Meeting, the Secretary must, at least seven (7) days before the date fixed for the holding of the meeting, give a notice to each financial member at such meetings specifying the place, date and time of the meeting, and
  - (a) such notice may be solely a notice displayed prominently on the website of the Association.
- (2) For a Special General Meeting, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the meeting, give a notice to each member entitled to vote at such meetings specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting including a notice of any Special Resolution that is proposed to be put to the meeting
  - (a) in the case of a meeting convened by one or more members under rule 25(2), if the Secretary fails to give the notice of meeting as per subclause (2) above, then one or more of those members may instead give the notice of meeting in the form described in subclause (2) above
- (3) For an Annual General Meeting, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the meeting, give a notice to each member entitled to vote at such meetings specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting including a notice of any Special Resolution that is proposed to be put to the meeting
- (4) A member desiring to bring any business, including a rescission motion, before a Regular General Meeting may give notice of that business to the Secretary who shall include that business in the next notice calling a Regular General Meeting given after the receipt of the notice from the member.

## **27 Quorum for general meetings**

- (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled to vote is present during the time the meeting is considering that item.
- (2) Nine (9) members present in person (being financial members ) constitute a quorum for the transaction of business of a general meeting.

- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting:
  - (a) if convened on the requisition of members shall be dissolved, and
  - (b) in any other case, shall stand adjourned to the same day in the following week at the same time (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than six (6) financial members) shall constitute a quorum.

## **28 *Presiding member***

- (1) The President or, in the President's absence, the Vice President-Seniors shall preside as chair at each general meeting of the Association.
- (2) If the President and the Vice President-Seniors are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

## **28A *Conduct of general meetings***

- (1) Every member attending a meeting shall, before taking part in the business of such meetings, sign his name in a book or have his attendance recorded by such other method as provided for by the Secretary.
- (2) The chair may, at his discretion or by such resolution of the meeting, advance or retard any matter appearing on the agenda at any stage of the meeting.
- (3) The ruling of the chair on a point of order shall be forthwith and final.
- (4) Any motion to rescind a previous resolution shall be dealt with only if it has been notified to the Secretary and included in the notice of meeting in accordance with rule 26(4).
- (5) The conduct of general meetings shall also be governed by the provisions in the By-Laws

## **29 *Adjournment***

- (1) The chair 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give notice of the adjourned meeting to each member of the Association, stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30 *Making decisions***

- (1) A question arising at a general meeting of the Association shall be determined by either:
  - (a) on the voices signifying votes for or against, or
  - (b) on a show of hands signifying votes for or against, or
  - (c) by a written ballot if required by a motion of the chair or by five (5) or more members present at the meeting.

- (2) If the question is determined on the voices or by a show of hands, a declaration by the chair that a resolution has, on the voices or on a show of hands, been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the minutes of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (3) Where a written ballot is required at a general meeting, the ballot shall be:
  - (a) in the case of a poll which relates to the election of the chair of the meeting, taken immediately and conducted in accordance with the directions of the Secretary or his alternate, or
  - (b) in the case of a poll which relates to the question of an adjournment, taken immediately and conducted in accordance with the directions of the chair, or
  - (c) in any other case, taken in accordance with the directions of the chair before the close of the meeting and the resolution of the written ballot on the matter shall be deemed to be the resolution of the meeting on the matter.

### **31 Special Resolution**

- (1) A resolution of the Association is a special resolution if it is passed by a majority which comprises not less than three quarters of the members present and entitled under these Rules to vote and voting in person at a Special General Meeting or an Annual General Meeting for which a notice of meeting including a notice of the special resolution has been given in accordance with rule 26(2) or 26(3).

### **32 Voting**

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only, which shall be given personally.
- (2) In the case of an equality of votes on a question at a general meeting, the chair of the meeting is entitled to a second, or casting, vote.
- (3) A member is only entitled to vote at any general meeting of the Association if the member is a financial member as defined by a determination, from time to time, of the Committee under rule 8(2)

### **33 Proxy votes not permitted**

- (1) Proxy voting must not be undertaken at or in respect of a general meeting

### **34 Postal ballots**

- (1) Postal ballots are not permissible to determine any questions arising before any meeting of members or of any committee or of any panel.

## **PART 5 - Miscellaneous**

### **35 Insurance**

- (1) The association may effect and maintain insurance.

### **36 Funds - source**

- (1) The funds of the Association shall be derived from the fees as determined by the Committee in accordance with rule 8(1), payments received from football associations, refereeing course fees, sales of equipment, donations, grants, fines and, subject to any resolution passed by the Association in general meeting, such other sources as the Committee determines.

*Amended 18/11/14*

*[Explanatory Note: The amendment inserts 'fines' as a source of funds]*

- (2) All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account or other authorised deposit-taking institution account approved by the Committee.
- (3) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt and/or tax invoice as applicable.

### **37 Funds - Management**

- (1) Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the Objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) members of the Executive Sub-committee or employees of the Association, being members or employees authorised to do so by the Committee.
- (3) The commencement of internet banking on any current or future Association account shall be authorised to commence by any two (2) members of the Executive Sub-Committee.
- (4) Once commenced, any one of the internet banking signatories, which are the Treasurer and up to three (3) other persons authorised to do so by the Committee, may make payments by internet banking from the Association's account or accounts, without the need for a second signature but subject to the conditions of subclause (5) below.
- (5) Prior to the payment of any amounts totalling in excess of \$1,000 (one thousand dollars) in any one day by internet banking, the internet banking signatory making the payment is required to obtain written or electronic approval from a second internet banking signatory.
- (6) The Treasurer shall produce regular financial statements and issue those financial statements to the Committee that:
  - (a) are in such form and detail and frequency as directed by a resolution of the Committee for the time being in force, and
  - (b) in a month in which the Committee is scheduled to meet, include financial data entries up to a date as near as is practicable to the meeting date, or
  - (c) in a month in which the Committee is not scheduled to meet, include financial data up to the date which is the end of the preceding month and are issued to the Committee no later than the fifteenth day of the current month

### **38 *Change of Name, Objects, Rules and By-Laws***

- (1) The statement of Objects and these Rules may be altered, rescinded or added to only by a Special Resolution of the Association.
- (2) The By-Laws of the Association may be altered, rescinded or added to only by a simple majority of members present at an Annual, Special or Regular general meeting of the Association.
- (3) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **39 *Custody of books, etc***

- (1) In the period between any two (2) Annual General Meetings, all records, books and other documents ("records") relating to the Association shall be kept in the custody of or under the control of:
  - (a) the Treasurer with respect to financial records,
  - (b) the Secretary with respect to correspondence records, meeting attendance records, and minutes records,
  - (c) the Registrar with respect to membership documents and registration documents,
  - (d) the Assessors Convener with respect to assessment records,
  - (e) the Course Coordinator with respect to referee training program records,
  - (f) the Gear Steward with respect to equipment records,
  - (g) the Secretary with respect to any records not otherwise mentioned above.
- (2) As soon as practicable following each Annual General Meeting, the Secretary, as the Public Officer, shall obtain the originals or copies of such records from each other person who holds such records so as to bring under his custody or control all of the records of the Association as at the date of each Annual General Meeting.

### **40 *Inspection of books, etc***

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

### **41 *Financial Year***

- (1) The Association's financial year shall commence on 1st October in each year and end on 30th September in the following year.

### **42 *Auditor***

- (1) One (1) auditor shall be appointed by a resolution of the members at each Annual General Meeting. If an auditor is not appointed at an Annual General Meeting or a casual vacancy in the position of auditor subsequently arises, then the Committee shall appoint a replacement auditor.

### **43 Common Seal**

- (1) The common seal of the Association shall be kept in the custody of the Secretary, as Public Officer.
- (2) The common seal shall not be affixed to any instrument except by the authority of the Committee, and the affixing of the common seal shall be attested by the signatures of two (2) members of the Committee.

### **44 Surplus property**

- (1) In a winding up of the Association, the surplus property of the Association shall be vested in an organisation as determined by a Special Resolution of the Association, which has objects substantially similar to the Association's and such vesting:
  - (a) must be approved by the Director-General, and
  - (b) is not to be made to or for the benefit of:
    - (i) any member or former member of the Association, or
    - (ii) any person to be held on trust for any member or former member of the Association,
  - and (c) is subject to the Act.

### **45 Affiliation with other bodies**

- (1) The Association shall seek and maintain a relationship (which may be of the status of membership, affiliation or informal relationship) with:
  - (a) The Manly Warringah Football Association, and
  - (b) Referee bodies of Football New South Wales, and
  - (c) any other body, as from time to time deemed advisable by the Committee in the interests of the Association.
- (2) The Association may by Special Resolution revoke its relationship with any body.

### **46 Authority**

- (1) When officiating at matches of a Football Association or organising body, the members of the Association shall adopt the Laws of the Game as authorised by the International Football Association Board, together with any local rule variations or governing conditions laid down by the responsible football association or organising body.
- (2) The Association shall take such reasonable steps as are within its powers to implement and abide by the policies and procedures of Football Federation Australia and Football New South Wales.
- (3) The Association may make By-Laws governing standards of behaviour and other standards to be observed by a member acting in his capacity of a member, including but not limited to:
  - (a) the wearing of a referee uniform,
  - (b) smoking,
  - (c) the consumption of alcohol



#### **47 *No pecuniary gain for members***

- (1) The Association does not and shall not conduct its affairs so as to provide a pecuniary gain for the members.
- (2) Members may receive bona fide payments of remuneration by way of match fees for refereeing services but, per section 5 of the Act, such payments are not pecuniary gain for the purposes of the Act.
- (3) Match fees for matches officiated by members shall not be debts of the Association until the Association has received sufficient funds from the football associations from whom payments are due to the Association for its supply of members' refereeing services to those football associations.
- (4) In the event that the Association does not receive sufficient funds from football associations to pay in full match fees to members, the Committee shall take such reasonable steps as are necessary to ensure that the Association remains solvent which may include resolving that some or all of unpaid match fees are forfeited to the Association.