

Hunter Valley Football Association Inc

Constitution



**HUNTER
VALLEY**
FOOTBALL

effective February 2022

1	Objects of The Association	1
1.1	Objects	1
2	Income and payments	1
2.1	Application of income	1
2.2	No dividends, bonus or profit to be paid to Executive Committee Members	1
2.3	Payments in good faith	2
3	Membership	2
3.1	Members from adoption of the Constitution	2
3.2	Membership qualifications	2
3.3	Duration of membership	2
3.4	Registered Participants in Zones	2
3.5	Standing Committees	3
3.6	Election By-law	3
3.7	Admission of Members	3
3.8	Ceasing to be a Member	4
3.9	No claim against the Association	4
3.10	Members' Liability	4
3.11	Members' Fees and Subscriptions	4
4	General meetings	5
4.1	Annual General Meeting	5
4.2	Power to convene general meeting	5
4.3	Notice of general meeting	5
4.4	Executive Committee entitled to attend general meetings	5
4.5	Cancellation or postponement of general meeting	5
4.6	Written notice of cancellation or postponement of general meeting	5
4.7	Contents of notice postponing general meeting	5
4.8	Number of clear days for postponement of general meeting	5
4.9	Business at postponed general meeting	5
4.10	Non-receipt of notice	6
5	Proceedings at general meetings	6
5.1	Number for a quorum	6
5.2	Requirement for a quorum	6
5.3	Quorum and time	6
5.4	Adjourned meeting	6
5.5	President to preside over general meetings	6
5.6	Conduct of general meetings	7
5.7	Adjournment of general meeting	7
5.8	Notice of adjourned meeting	7
5.9	Questions decided by majority	7
5.10	Equality of votes casting vote for chairman	7
5.11	Declaration of results	8
5.12	Poll	8
5.13	Objection to voting qualification	8
5.14	Chairman to determine any poll dispute	8
6	Votes of Representative Members	8
6.1	Votes on show of hands	8
6.2	Votes on a poll	8
6.3	Relativity of votes	9
6.4	Suspension of voting rights	9

7	Obligations to NNSWF & FFA	9
7.1	Constitution	9
7.2	Enforcement of rules	10
7.3	Register of participants	10
8	FIFA and FFA and NNSWF	10
8.1	Compliance and cooperation	10
8.2	Referral of disputes	10
9	Patrons and Life Members	11
9.1	Appointment and removal of Patrons	11
9.2	Rights of Patrons	11
9.3	Eligibility for Life Membership	11
9.4	Nomination requirements	11
9.5	Admission to Life Membership	11
9.6	Rights of Life Members	11
10	Executive Committee	12
10.1	Number of Executive Committee	12
10.2	First Executive Committee	12
10.3	Eligibility	12
10.4	Nomination for election	13
10.5	Office held until end of meeting	13
10.6	Executive Committee Member elected at general meeting	13
10.7	Casual vacancy	13
10.8	Appointed Executive Committee	13
10.9	Remuneration of Executive Committee	13
10.10	Vacation of office	14
11	Powers and duties of Executive Committee	14
11.1	Executive Committee to manage Association	14
11.2	Specific powers of Executive Committee	14
11.3	Appointment of attorney	14
11.4	Provisions in power of attorney	14
11.5	Minutes	14
11.6	Signing Cheques	15
11.7	Public Officer	15
11.8	Duties of Public Officer	15
12	Proceedings of Executive Committee	15
12.1	Executive Committee meetings	15
12.2	Questions decided by majority	15
12.3	Chairman's casting vote	15
12.4	Quorum	16
12.5	Effect of vacancy	16
12.6	Convening meetings	16
12.7	President to preside at Executive Committee' meeting	16
12.8	Sub-Committees	16
12.9	Powers delegated to sub-committees	16
12.10	Sub-Committee meetings	16
12.11	Circulating resolutions	16
12.12	Validity of acts of Executive Committee	17

13	Chief Executive Officer	17
13.1	Appointment of Chief Executive Officer	17
13.2	Powers, duties and authorities of Chief Executive Officer	17
13.3	Suspension and removal of Chief Executive Officer	17
13.4	Chief Executive Officer to attend Executive Committee' meetings	17
14	Office Assistant	18
14.1	Appointment of Office Assistant	18
14.2	Suspension and removal of Office Assistant	18
14.3	Powers, duties and authorities of Office Assistant	18
15	By-laws	18
15.1	Making and amending By-laws	18
15.2	Effect of By-law	18
16	Seals	18
16.1	Safe custody of common seals	18
16.2	Use of common seal	19
17	Inspection of records	19
17.1	Inspection by Members	19
17.2	Right of a Member to inspect	19
18	Service of documents	19
18.1	Document includes notice	19
18.2	Methods of service	19
18.3	Methods of service on the Association	20
18.4	Post	20
18.5	Fax or electronic transmission	20
19	Indemnity	20
19.1	Indemnity of officers	20
19.2	Insurance	21
20	Winding up	21
20.1	Excess property on winding up	21
21	Accounts	21
22	Definitions and interpretation	22
22.1	Definitions	22
22.2	Interpretation	24
22.3	Incorporations Act	25
22.4	Headings	25
22.5	"Include" etc	25
22.6	Powers	25

Appendix I

HVFA – 2021 Members

Appendix II

NNSWF - ZONES

1 Objects of The Association

1.1 Objects

The objects for which the Association is established are:

- (a) to promote, encourage and develop the playing of Football in the zone of Hunter Valley Football Association Inc.
- (b) to be a member of NNSWF in respect of the Jurisdiction and to comply with the constitution and by-laws of NNSWF;
- (c) to control Football throughout the Jurisdiction, prevent infringement of the constitution and by-laws of NNSWF & FFA and protect Football from abuse;
- (d) to foster friendly relations among the officials and players of Football and to decide and settle differences that may arise between players or members as shall be referred to the Association and to take all such steps as may be deemed necessary or advisable for enforcing regulations, rules, by-laws and conditions;
- (e) to prevent racial, religious, gender or political discrimination or distinction among Football players in the Jurisdiction;
- (f) to promote, provide for, regulate and manage Football competitions, tournaments and games in the Jurisdiction;
- (g) to promote, provide for, regulate and manage Football players representing the Jurisdiction;
- (h) to co-operate with NNSWSF, other members of NNSWSF & other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game; and
- (i) any other object which, in the opinion of the Executive Committee, is in the best interests of Football.

2 Income and payments

2.1 Application of income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its objects. No dividends, bonus or profit to be paid to Executive Committee Members.

2.2 No dividends bonus or profit to be paid to Executive Committee Members

None of the Association's profits or other income or property may be paid or transferred to the Executive Committee Members, directly or indirectly, by any means.

2.3 Payments in good faith

Subject to article 10.9, article 2.2 does not prevent the payment in good faith to an officer or Executive Committee Member, or to a firm of which an officer or Executive Committee Member is a partner:

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

3 Membership

3.1 Members from adoption of the Constitution

With effect from the adoption of the Constitution, the Members will be all members of Hunter Valley Football Association Inc (see Appendix I).

3.2 Membership qualifications

The Executive Committee will invite:

- (a) each club; and
- (b) the chair of each Standing Committee,

to apply for membership.

The Executive Committee must admit to membership under this article 3.2 each of those individuals who accept the invitation according to article 3.7.

3.3 Duration of membership

An individual admitted to membership according to article 3.2(b) will cease to be a Member according to the By-laws.

3.4 Registered Participants in Zones

An Association member:

- (a) must procure that each Registered Participant registered in the Zone:
 - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations and those of the By-laws expressed to apply to or in relation to Registered Participants (**Relevant By-laws**);
 - (ii) without limiting article 3.4(a)(i), agrees to pay the fees and subscriptions set out in, or determined according to, the Relevant By-laws;

- (iii) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations and the Relevant By-laws can be obtained; and
- (b) must provide the Association with a copy of its constitution and by-laws, within 5 days of any request, and inform the Association, within 5 days, of any change to that constitution or any substantive change to those by-laws.
- (c) who does not comply with article 3.4(a) and any By-laws made under article 15.1, may, at the absolute discretion of the Executive Committee:
 - (i) have their membership terminated by the Executive Committee;
 - (ii) have their voting rights suspended according to article 6.4; or

3.5 Standing Committees

- (a) Subject to article 3.5(f) the Executive Committee may establish:
 - (i) a referees' Standing Committee;
 - (ii) a Futsal Standing Committee;
- (b) In addition to the Standing Committees referred to in article 3.5(a), the Executive Committee may, with the consent of NNSWF & FFA, establish any other Standing Committee they think fit.
- (c) A Standing Committee is established by a By-law made by the Executive Committee.
- (d) In respect of each Standing Committee the By-law must provide for its functions, membership and operation.
- (e) The Executive Committee or the Association may with the consent of NNSWF & FFA dissolve any Standing Committee established under article 3.5(b) by repealing the By-law under which it is established.
- (f) The Executive Committee must establish Futsal Standing Committee referred to in article 3.5(a) within two years of the adoption of this Constitution.
- (g) Referees' Standing Committee referred to in article 3.5(a) must be established on adoption of this Constitution.

3.6 Election By-law

The Executive Committee must adopt a By-law, which regulates the election and functions of members of Standing Committees.

3.7 Admission of Members

Before admission as a member, a member invited by the Executive Committee to apply for membership must sign an application agreeing

to be bound by this Constitution, the By-laws and the Statutes and Regulations. On receipt by Hunter Valley Football Association Inc of the signed application, the applicant becomes a Member.

3.8 Ceasing to be a Member

A person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of their membership according to this Constitution;
- (f) the expiry of the term of their membership according to article 3.3;
- (g) in the case of a Member admitted according to article 3.2(b), their ceasing to be the chair of the relevant Standing Committee; or
- (h) if a club, being dissolved or otherwise ceasing to exist, or being unable to pay its debts.

3.9 No claim against the Association

A member whose membership ceases has no claim against the Association or the Executive Committee for damages or otherwise.

3.10 Members' Liability

The members have no liability 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.

3.11 Members' Fees & Subscriptions

The annual membership fees of the members of the association shall be decided by the Association at the Annual General Meeting and shall be paid within 14 days of the due date. The Executive Committee has the right to determine extensions of payment time, and interest payable on outstanding accounts.

4 General meetings

4.1 Annual General Meeting

Annual General Meetings of the Association are to be held according to the Incorporations Act.

4.2 Power to convene general meeting

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

4.3 Notice of general meeting

Notice of a meeting of Members must be given according to the Incorporations Act.

4.4 Executive Committee entitled to attend general meetings

A member of the Executive Committee is entitled to receive notice of and attend and speak at all general meetings.

4.5 Cancellation or postponement of general meeting

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

4.6 Written notice of cancellation or postponement of general meeting

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

4.7 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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

4.8 Number of clear days for postponement of general meeting

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

4.9 Business at postponed general meeting

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

4.10 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

5 Proceedings at general meetings

5.1 Number for a quorum

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

5.2 Requirement for a quorum

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

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

5.3 Quorum and time

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

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

5.4 Adjourned meeting

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

5.5 President to preside over general meetings

The President is entitled to preside at general meetings. If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

- (a) the Vice-President (if any);
- (b) a member of the Executive Committee chosen by a majority of the Executive Committee present;
- (c) the only member of the Executive Committee present; or

- (d) a Representative Member chosen by a majority of the Representative Members present.

5.6 Conduct of general meetings

The chairman of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
- (b) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
- (c) may, having regard where necessary to the Incorporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

A decision by the chairman under this rule is final.

5.7 Adjournment of general meeting

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

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

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

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

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

5.8 Notice of adjourned meeting

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

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

5.9 Questions decided by majority

Subject to the requirements of the Incorporations Act and articles 6.3 and 6.9, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes casting vote for chairman

Except on a resolution to elect a member of the Executive Committee, if there is an equality of votes, whether on a show of hands or on a

poll, the chairman of the meeting is entitled to a casting vote in addition to any votes to which the chairman is otherwise entitled.

5.11 Declaration of results

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

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.

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

5.12 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman and the result of the poll is the resolution of the meeting at which the poll was demanded. A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately. A demand for a poll may be withdrawn. A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

5.13 Objection to voting qualification

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

- (a) may not be raised except at that meeting; and
- (b) must be referred to the chairman of the meeting, whose decision is final.

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

5.14 Chairman to determine any poll dispute

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

6 Votes of Representative Members

6.1 Votes on show of hands

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

6.2 Votes on a poll

On a poll each representative member present at a general meeting has one vote.

The Hunter Valley Football Association Inc will not accept poll voting by means of postal or electronic voting methods. A Member must be present to have their poll vote recorded.

6.3 Relativity of votes

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

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

6.4 Suspension of voting rights

The voting rights of a Member may be suspended while the payment of any amount determined under article 3.4(a)(ii) is in arrears.

No other rights of the Member are affected.

7 Obligations to NNSWF & FFA

7.1 Constitution

The Association must:

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

However, NNSWF & FFA must consent to any amendment to this Constitution or those By-laws, which are required by law.

7.2 Enforcement of rules

The Association must promulgate and enforce the Statutes and Regulations, the Laws of the Game and relevant by-laws of NNSWF & FFA.

7.3 Register of participants

The Association must maintain a database of Registered Participants.

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

The Association must provide Northern NSW Football and FFA with a copy of its database by 1 March and 1 September each year, certified by the President to be true and correct as at the previous 31 December and 30 June respectively.

Northern NSW Football and FFA may audit a database maintained under this article at its discretion and the Association must cooperate with NNSWF & FFA and do everything reasonably required by NNSWF & FFA to facilitate the audit.

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

The Executive Committee must adopt a By-law regulating the steps to be taken by the Association in relation to the disclosure of Personal Information collected by it. A By-law adopted under this article 7.3 must be consistent with the by-law adopted by NNSWF & FFA on the same subject matter.

NNSWF or FFA's rights under this article may be exercised by a representative, 3rd party or other person nominated by NNSWF or FFA .

8 FIFA and FFA and NNSWF

8.1 Compliance and cooperation

Subject to applicable law, the Association must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- (b) cooperate with NNSWF, FFA and FIFA in all matters relating to the organisation of competitions, the Association's own competitions and Football in general.

8.2 Referral of disputes

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

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

9 Patrons and Life Members

9.1 Appointment and removal of Patrons

The Executive Committee may appoint and remove Patrons of the Association.

9.2 Rights of Patrons

Patrons are:

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

9.3 Eligibility for Life Membership

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

9.4 Nomination requirements

A nomination under article 9.3 must:

- (a) be in writing in the form determined by the Executive Committee from time to time; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership; and
- (c) have rendered meritorious service to the Association over a period of not less than ten (10) years; and
- (d) be received by the Executive Committee not less than 28 days prior to the Annual General Meeting.

9.5 Admission to Life Membership

Nominations for admission to Life Membership are to be considered by the Executive Committee at their next meeting after the nomination is received. In their absolute discretion, and without the need to give reasons for doing so, the Executive Committee may recommend the nomination, or decide not to recommend or submit the nomination, to the next Annual General Meeting for approval.

A nominee is admitted to Life Membership if:

- (a) the Executive Committee recommend that the nominee be admitted to Life Membership; and
- (b) the recommendation is approved by a majority of two-thirds of Members present at the Annual General Meeting at which the recommendation is considered.

9.6 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under article 5.1;

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

10 Executive Committee

10.1 Number of Executive Committee

With effect from completion of the Annual General Meeting for 2020, there are to be no more than seven Executive Committee Members comprised as follows:

- (a) a President, Vice President and three (3) Executive Members who, subject to article 10.2, are to be appointed according to article 10.8. At the first Executive Meeting following the Annual General Meeting, nominations may be called for from the Executive Committee for any other position deemed necessary and voted on by the Executive Committee; and
- (b) up to two other Executive Committee Members appointed according to article 10.8.

10.2 First Executive Committee

The Executive Committee at the adoption of this Constitution shall be the First Executive Committee.

The chairman at the adoption of this Constitution shall be the President.

Subject to the Incorporations Act and article 10.10, the First Executive Committee will each remain in office until the Annual General Meeting for 2007.

If the office of a First Executive Committee Member becomes vacant article 10.7 shall apply.

10.3 Eligibility

A person who:

- (a) is an employee of the Association or of NNSWF & FFA; or
- (b) holds any Official Position,

(each a **disqualifying position**) may not stand for or hold office as an Executive Committee Member.

An Executive Committee Member who accepts a disqualifying position must notify the other Executive Committee of that fact immediately and article 10.8 applies.

10.4 Nomination for election

A Member or an Executive Committee Member may nominate a person for election as an Executive Committee Member.

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

10.5 Office held until end of meeting

A retiring Executive Committee Member holds office until the end of the meeting at which that Executive Committee Member retires.

10.6 Executive Committee Member elected at general meeting

At a general meeting:

- (a) at which an Executive Committee Member retires; or
- (b) at the commencement of which there is a vacancy in the office of an Executive Committee Member (other than an Executive Committee Member appointed according to article 10.8),

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

An Executive Committee Member elected under this article takes office at the end of the meeting at which they are elected and will hold office until the next Annual General Meeting.

If one of the Executive Committee to retire is the President, the election to fill that office must be held before the election to fill the other vacancies.

10.7 Casual vacancy

The Executive Committee may at any time appoint a person to be an Executive Committee Member to fill a casual vacancy.

An Executive Committee Member appointed under this article holds office until the next Annual General Meeting.

10.8 Appointed Executive Committee

In addition to the Executive Committee elected under article 10.6, the Executive Committee may themselves appoint up to two other Executive Committee Members. The Executive Committee at their absolute discretion may remove an Executive Committee Member appointed under this article 10.8 from office.

10.9 Remuneration of Executive Committee

An Executive Committee Member may not be paid for services as an Executive Committee Member but, with the approval of the Executive Committee, may be:

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:

- (i) traveling to or from meetings of the Executive Committee, a Committee of the Association; or
- (ii) otherwise engaged on the affairs of the Association.

10.10 Vacation of office

The office of an Executive Committee Member becomes vacant if the Executive Committee Member:

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

11 Powers and duties of Executive Committee

11.1 Executive Committee to manage Association

The Executive Committee is to manage the Association's business and may exercise those of the Association's powers that are not required, by the Incorporations Act or by this Constitution, to be exercised by the Association in general meeting.

11.2 Specific powers of Executive Committee

Without limiting article 11.1 the Executive Committee may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

11.3 Appointment of attorney

The Executive Committee may appoint any person to be the Association's attorney for the purposes, with the powers, authorities and discretions, for the period and subject to the conditions that they think fit.

11.4 Provisions in power of attorney

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

11.5 Minutes

The Executive Committee must cause minutes of meetings to be made and kept according to the Incorporations Act.

11.6 Signing Cheques

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

11.7 Public Officer

The Executive Committee may appoint the President of the Association or another appropriate person to be the Public Officer.

11.8 Duties of the Public Officer

It is the duty of the Public Officer to:

- (a) establish and maintain a register of members of the Association together with the date on which that club became a member. This register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour;
- (b) lodge with the Corporate Affairs Commission within one month after the passing of a special resolution altering the Constitution of the Association notice in the prescribed form setting out particulars of the alteration;
- (c) notify the Corporate Affairs Commission, where a change occurs in the membership of the Executive Committee of the Association, on the prescribed form within fourteen (14) days of the change occurring;
- (d) notify the Executive Committee of its obligations pursuant to Section 34 of the Incorporations Act (2009), should he resign from his position;
- (e) notify the Corporate Affairs Commission of his address and should he change that address shall notify the Corporate Affairs Commission within 14 days after the change, of such change;
- (f) lodge with the Corporate Affairs Commission, within one month after the Annual General Meeting of the Association, in the prescribed form verified as prescribed a statement in compliance with Section 45 of the Act.

12 Proceedings of Executive Committee

12.1 Executive Committee meetings

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

12.2 Questions decided by majority

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

12.3 Chairman's casting vote

The chairman of the meeting has a casting vote.

12.4 Quorum

Until otherwise determined by the Executive Committee, four Executive Committee Members present in person are a quorum.

12.5 Effect of vacancy

The continuing Executive Committee may act despite a vacancy in their number.

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

12.6 Convening meetings

Two Executive Committee Members may, and the President on the request of two Executive Committee Members must, convene an Executive Committee meeting.

12.7 President to preside at Executive Committee meeting

The President is entitled to preside at Executive Committee meetings.

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

- (a) the Vice-President (if any);
- (b) an Executive Committee Member chosen by a majority of the Executive Committee present.

12.8 Sub-Committees

The Executive Committee may delegate any of their powers to sub-committees consisting of those persons they think fit, and may revoke that delegation.

12.9 Powers delegated to sub-committees

A Sub-committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Executive Committee.

Powers delegated to and exercised by a sub-committee are taken to have been exercised by the Executive Committee.

12.10 Sub-Committee meetings

The provisions of this Constitution dealing with Executive Committee meetings govern sub-committee meetings, as far as they are capable of application.

12.11 Circulating resolutions

The Executive Committee may pass a resolution without an Executive Committee meeting being held if all of the Executive Committee who are entitled to vote on the resolution sign a document containing a

statement that they are in favour of the resolution set out in the document.

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

The resolution is passed when the last Executive Committee Member signs.

12.12 Validity of acts of Executive Committee

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

13 Chief Executive Officer

13.1 Appointment of Chief Executive Officer

The Executive Committee may appoint a Chief Executive Officer.

13.2 Powers, duties and authorities of Chief Executive Officer

The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Executive Committee.

The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Executive Committee.

13.3 Suspension and removal of Chief Executive Officer

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

13.4 Chief Executive Officer to attend Executive Committee' meetings

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

14 Office Assistant

14.1 Appointment of Office Assistant

The Executive Committee may appoint an Office Assistant.

14.2 Suspension and removal of Office Assistant

The Executive Committee may suspend or remove an Office Assistant from that position.

14.3 Powers, duties and authorities of Office Assistant

An Office Assistant holds the position on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Executive Committee.

15 By-laws

15.1 Making and amending By-laws

The Executive Committee may from time to time make By-laws that in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those By-laws, but only to the extent the Association can do so under article 7.1.

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

15.2 Effect of By-law

A By-law:

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

16 Seals

16.1 Safe custody of common seals

The Executive Committee must provide for the safe custody of any seal of the Association.

16.2 Use of common seal

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

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

17 Inspection of records

17.1 Inspection by Members

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

17.2 Right of a Member to inspect

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

18 Service of documents

18.1 Document includes notice

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

18.2 Methods of service

The Association may give a document to a Member:

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

18.3 Methods of service on the Association

A Member may give a document to the Association:

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

18.4 Post

A document sent by post:

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

and in either case is taken to have been received within three working days after the date of its posting.

18.5 Fax or electronic transmission

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

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

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

- (a) an Executive Committee Member;
- (b) a Chief Executive Officer; or
- (c) an Office Assistant,

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

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

unless:

- (f) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or

- (g) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

19.2 Insurance

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

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

20 Winding up

20.1 Excess property on winding up

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

- (a) having objects similar to those of the Association; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under this Constitution.

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

21 Accounts

The Executive Committee must cause the accounts of the Association to be audited.

22 Definitions and interpretation

22.1 Definitions

In this Constitution unless the contrary intention appears:

Accredited means a person who has completed a course of relevant training recognised by the Association or NNSWF or FFA.

Association means the zone of Hunter Valley as defined by the Northern New South Wales Football Limited.

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

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

Club means:

- (a) an Incorporated Club recognised by the Association and having the following characteristics:
 - (i) It organises teams to participate in competitions sanctioned by the Association or Northern NSW Ltd & FFA;
 - (ii) All members of its teams are entitled to club membership; and
 - (iii) Club members (or their parent or guardian) may vote in an election for any club officeholders; or
- (b) any legal entity deemed to be a Club by the Association.

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

Executive Committee means all or some of the five members duly elected under 10(a) and up to 2 extra members appointed under article 10(b).

Executive Committee Member means an Executive Committee Member of the Association.

FFA means Football Federation Australia Limited.

FIFA means Federation Internationale de Football Association.

First Executive Committee means the Executive Committee at the adoption of this Constitution.

Incorporations Act means the Associations Incorporations Act (2009).

Jurisdiction means the territory within the State of NNSWF as defined from time to time by NNSWF & FFA, its successor, or such other body or entity established to be the Australian member of FIFA.

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

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

NNSWSF means Northern NSW Football Ltd.

Office Assistant means a person who may be appointed from time to time as an assistant to the Executive Committee.

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

- (b) president, vice-president, secretary, treasurer, Executive Committee Member, committee member or member of the governing body (however described) of a Club, or other entity conducting, participating in or administering Football or any Football competition in the Association; or
- (c) a Registered Participant; or
- (d) an individual participating in or administering Football or any Football competition in the Association as:
 - (i) a manager or official of a team; or
 - (ii) a member of a tribunal or body established pursuant to a By-Law; or
- (e) a member of a Standing Committee.

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

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

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

- (a) player (including junior players) in any competition recognised by the Association;
- (b) Accredited referee; or
- (c) Accredited coach.

Representative Member means the person duly elected or sanctioned by their club to represent their club at meetings of the Association.

Football means “Association Football” as recognised by FIFA from time to time. To avoid doubt, at the time of adoption of this

constitution, Football includes the games of football, soccer football, indoor or 5 a side (Futsal) football and beach football.

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

Standing Committee Member means a Member nominated under article 3.5.

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

Zone means the geographical area or member constituency as defined by NNSWF.

Zone Office means the office of the Association from time to time.

22.2 Interpretation

(a) In this Constitution:

- (i) **(Annual General Meeting)** a reference to an Annual General Meeting in a calendar year (for example, in 2007), is a reference to the Annual General Meeting required to be held by the Association in that calendar year under the Incorporations Act; and
- (ii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

(b) In this Constitution unless the contrary intention appears:

- (i) **(gender)** words importing any gender include all other genders;
- (ii) **(person)** the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) **(successors)** a reference to an organisation includes a reference to its successors;
- (iv) **(singular includes plural)** the singular includes the plural and vice versa;
- (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an

electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Executive Committee; and

- (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.
- (ix) **(Act)** “section” means a section of the Incorporations Act.

22.3 Incorporations Act

In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Incorporations Act, the same meaning as in that provision of the Incorporations Act.

22.4 Headings

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

22.5 “Include” etc

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

22.6 Powers

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

APPENDIX I
HUNTER VALLEY FOOTBALL ASSOCIATION INC
2022 MEMBERS

1. Abermain Rams Football Club Inc
2. Bellbird Junior Football Club Inc
3. Bolwarra Lorn Junior Soccer Club Inc
4. Cessnock City Hornets Football Club Inc
5. Cessnock Stingers Football Club Inc
6. Cessnock United Football Club Inc
7. Clarence Town Football Club Inc
8. Dungog Soccer Club Inc
9. Gresford Vacy Football Club Inc
10. Greta Branxton Football Club Inc
11. Hunter Valley Football Association Inc
12. Hunter Valley Football Referees Association Inc
13. Hunter Valley Grammar School Soccer Club
14. Kurri Kurri Junior Football Club Inc
15. Kurri Kurri Senior Soccer Club Inc
16. Kurri Kurri Womens Football Club Inc
17. Largs Football Club Inc
18. Lochinvar Rovers Football Club Inc
19. Maitland Football Club Inc
20. Maitland Football For All Inc
21. Maitland Junior Football Club Inc
22. Metford Cobras Football Club Inc
23. Muswellbrook Football Club Inc
24. North United Wolves Football Club Inc
25. Rutherford Football Club Inc
26. Scone Football Club Inc
27. Singleton Strikers Football Club Inc
28. South Maitland Football Club Inc
29. Tenambit Sharks Football Club Inc
30. Thornton Junior Football Club Inc
31. Thornton Redbacks Football Club Inc
32. Weston Junior Football Club Inc

Hunter Valley Football Association Inc - Constitution

Appendix II – Zones

1 Status

This Appendix is a By-law made by the Directors of Northern NSW Football Ltd under the powers conferred on them by the Constitution of The Northern New South Wales Football Limited (**Constitution**). It details the functions and obligations of all zones and in particular, in this Appendix, applies to the zone known as Hunter Valley Football Association Inc.

2 Interpretation

Words and phrases defined in the Constitution have the same meanings in this By-law, which is to be read in conjunction with (and subject to) the Constitution.

3 Purpose

This By-law prescribes the functions and obligations of Zones.

4 Functions

Zones must:

- (a) levy and collect fees and subscriptions set by NNSWF from Registered Participants in their Zone;
- (b) uphold and promote the objects of NNSWF and the FFA;
- (c) attend all general meetings of NNSWF reasonably practicable;
- (d) in their capacity as a member of NNSWF receive and consider all reports and business discussed at general meetings;
- (e) be represented at all NNSWF functions;
- (f) facilitate the implementation of NNSWF policy, programs and initiatives;
- (g) act as a conduit for the flow of information and issues of relevance from NNSWF to the Zone and from the Zone to NNSWF;
- (h) carry out such other reasonable functions as requested by NNSWF;
- (i) assist the Directors and the Chief Executive Officer in the conduct of all appropriate competitions sanctioned or recognised by NNSWF; and
- (j) collate and submit to NNSWF (in the format required by NNSWF), details of Registered Participants involved in Football in their Zone.

5 Council of Zones

- (a) Membership:

The members of the NNSW Council of Zones will comprise one person from each Zone as elected according to the By-Laws of the respective Zone.

- (b) Proceedings:

- (i) The NNSW Council of Zones must meet at least twice in each year.
- (ii) Chair - The members of the NNSW Council of Zones must elect one of their number as chair and may determine the period for which that person is to hold office.
- (iii) Deputy Chair - The members of the NNSW Council of Zones must elect one of their number as deputy chair and may determine the period for which that person is to hold office.
- (iv) Absence of Chair at meetings -The chair is entitled to preside at meetings of the NNSW Council of Zones. If the chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):
 - (v) the deputy chair;
 - (vi) a member of the NNSW Council of Zones chosen by a majority of the members present.

(c) Functions –

The NNSW Council of Zones is to advise the Directors and Chief Executive Officer on matters relating to the function of the Council of Zones.

The NNSW Council of Zones may give any advice requested of it, and may (whether or not requested) make recommendations to the Chief Executive on:-

- (i) Promotion and development of the game of Football in every way which seems proper to the Council.
- (ii) Planning, development and establishment of, as far as possible, uniformity in the methods of funding, presenting, administering and playing of the game of Football by the Zones.
- (iii) Organisation, control and conduct of competitions between Zone Teams.
- (iv) Promotion and provision for the development and training for the upgrading of qualifications and skills of Administrators, Players and Team officials.