



# OBJECTS AND RULES

OF

# Macarthur District Football Referees Association Incorporated

REGISTERED NO Y 2045935

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## OBJECTS

The *Association's* Objects are:

- (1) to foster football refereeing;
- (2) to provide referees to officiate in all games recognised by the *Association*;
- (3) to encourage *Members* and other interested persons to be well versed in the Laws of the Game as promulgated by *FIFA*, and to develop *Members* to become proficient as referees;
- (4) to seek and maintain affiliations to those organisations appropriate to the *Association's* interests;
- (5) to ensure that *Members* receive just and fair treatment; and
- (6) to represent the *Association's* interests to such football bodies as may be necessary for the advancement of the game and the interests of referees and refereeing generally.



# RULES

## CHAPTER 1 – PRELIMINARIES

### 1. Name

The Association's name is the "**Macarthur District Football Referees Association Incorporated**".

### 2. Interpretation

(1) In these Objects and Rules and *By-Laws* (unless the context or subject matter otherwise indicates or requires):

"**Act**" means the *Associations Incorporation Act 1984*.

"**Annual General Meeting**" means the *Annual General Meeting* of the Association held under Part 4.1.

"**Appeal Chairperson**" means the *Appeal Chairperson* of the Association, as described in Rule 38.

"**Appeals Committee**" means the *Committee* of the Association constituted under Rule 23.

"**Appointed Officer**" means an *Officer* listed in sub-Rule 20(3).

"**Appointments Officer**" means the *Senior Appointment Officer, Junior Appointment Officer, Mini Appointment Officer, and External Appointment Officer*.

"**ASRF (NSW)**" means the Australian Soccer Referees' Federation (NSW Division) Inc.

"**Association**" means the Macarthur District Football Referees Association Incorporated.

"**Auditor**" means the *Auditor* of the Association, as described in Rule 67.

"**Branch Coach**" means the *Branch Coach* of the Association, as described in Rule 40.

"**Branch Assessor**" means a *Branch Assessor*, as described in Rule 37.

"**By-Law**" means a *By-Law* made under these Rules.

"**Child Protection Officer**" means the *Child Protection Officer* of the Association, as described in Rule 40A.

“**Clearance**” means a statement issued by one football refereeing organisation to another football refereeing organisation stating that a person does not owe the first-mentioned organisation money.

“**Commissioner**” means the Commissioner for Fair Trading, Department of Commerce New South Wales.

“**Committee**” means a *Committee* listed in sub-Rule 19(1).

“**Delegate**” means a person appointed to represent the Association to another body.

“**Elected Officer**” means an *Officer* listed in sub-Rule 20(2).

“**Equipment Officer**” means the *Equipment Officer* of the *Association*, as described in Rule 35.

“**Executive Committee**” means the *Committee* of the *Association* constituted under Rule 21.

“**External Appointment Officer**” means the *External Appointment Officer* of the *Association*, as described in Rule 36.

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

“**Financial Year**” means the period specified in Rule 66.

“**Football NSW**” means Football New South Wales Limited.

“**General Meeting**” includes a *Special General Meeting*, or *Annual General Meeting* of the *Association*.

“**Junior Appointment Officer**” means the *Junior Appointment Officer* of the *Association*, as described in Rule 36.

“**Life Member**” means a *Life Member* duly elected in accordance with Rule 15.

“**Majority**”, in relation to a vote, means a majority of eligible votes cast by *Members* who are present at the vote.

“**Management Committee**” means the *Committee* of the *Association* constituted under Rule 22.

“**MDSFA Delegate**” means a *MDSFA Delegate* of the *Association*, as described in Rule 34.

“**MDSFA**” means the Macarthur District Soccer Football Association Inc.

“**Member**” means any person admitted to membership of the *Association* from time to time under these Rules, and includes a *Life Member*.

“**Membership Application Form**” means the form prescribed by the *Management Committee* for the purposes of Rule 4.

“**Membership Year**” means the period specified in Rule 5.

“**Mini Appointment Officer**” means the *Mini Appointment Officer* of the *Association*, as described in Rule 36.

“**NSWSRI Delegate**” means a *NSWSRI Delegate* of the *Association*, as described in Rule 33.

“**NSWSRI**” means New South Wales Soccer Referees Incorporated.

“**Officer**” means an *Elected Officer* or an *Appointed Officer*.

“**Poll**” means secret voting by ballot.

“**President**” means the *President* of the *Association*, as described in Rule 27.

“**Public Officer**” means the person appointed to this office under these Rules and in accordance with Sections 22 and 23 of the Act.

“**qualified referee**” means a person holding a referee's certificate issued by the *ASRF (NSW)*, *NSWSRI*, or *FFA*.

“**referee**” includes assistant referee and fourth official.

“**Register of Members**” means the register described in Rule 9.

“**Registrar**” means the *Registrar* of the *Association*, as described in Rule 31.

“**Regulations**” means regulations made under the Act.

“**Secretary**” means the *Secretary* of the *Association*, as described in Rule 28, or, where no person holds that office, such other member of the *Executive Committee* as appointed by the *Executive Committee*.

“**Senior Appointment Officer**” means the *Senior Appointment Officer* of the *Association*, as described in Rule 36.

“**Serve**”, in relation to a notice, means serve in accordance with Rule 72.

“**Special Resolution**” means a resolution carried in accordance with Rule

61.

“**Sub-Committee**” means a *Sub-Committee* listed in sub-Rule 19(2).

“**Technical Sub-Committee**” means the *Sub-Committee* of the *Association* constituted under Rule 24.

“**Treasurer**” means the *Treasurer* of the *Association*, as described in Rule 29.

“**Vice-President**” means the *Vice-President* of the *Association*, as described in Rule 30.

- (2) In these Rules and *By-Laws* (unless the context or subject matter otherwise indicates or requires):
- (a) a reference to a function includes a reference to a power, authority and duty;
  - (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
  - (c) a reference to a gender includes all other genders; and
  - (d) a reference to a singular includes the plural, and vice-versa.
- (3) The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules, and *By-Laws*, in the same manner as those provisions would so apply if these Rules, and *By-Laws*, were instruments made under the *Act*.

## CHAPTER 2 – MEMBERSHIP

### 3. Membership qualifications

- (1) A natural person is qualified to be a *Member* of the *Association* if, and only if:
- (a) the person is a person referred to in paragraph 15(1) (a), (b), or (c) of the *Act* and the person has not ceased to be a *Member* of the *Association* at any time after incorporation of the *Association* under the *Act*; or
  - (b) the person has:
    - (i) applied for membership of the *Association* as provided by Rule 4; and

- (ii) been approved for membership of the *Association* as provided by Rule 4; and
  - (iii) paid, or has agreed to pay, the sum payable under Rule 11 by a *Member* as annual subscription; or
- (c) the person is a duly elected *Life Member*.

#### 4. **Application for membership**

- (1) Any person seeking admission (or re-admission) as a *Member* shall complete the *Membership Application Form* and lodge it with the *Secretary*.
- (2) As soon as practicable after receiving a *Membership Application Form*, the *Secretary* shall refer the application to the *Management Committee* for approval or rejection.
- (3) Upon receiving a *Membership Application Form*, the *Management Committee* shall consider the application and either admit the applicant as a *Member*, or refuse to admit the applicant as a *Member*.
- (4) Where the *Management Committee* admits a person as a *Member* under sub-Rule (3), the *Secretary* shall, if the applicant has requested notification of the outcome of their application for membership, notify the applicant of the outcome of their application for membership.
- (5) The *Management Committee* may refuse to admit as a *Member* a person who has applied for membership if the *Management Committee* considers that admitting the applicant as a *Member* would be inconsistent with the *Association's* Objects or not in the *Association's* best interests.
- (6) Sub-Rule (5) does not limit the grounds on which the *Management Committee* may refuse to admit as a *Member* a person who has applied for membership.
- (7) The *Management Committee* shall not admit a person as a *Member* under sub-Rule (3) unless the applicant has complied with sub-Rule 3(1)(b)(iii) and:
  - (a) the *Management Committee* is satisfied that:
    - (i) the applicant intends to referee matches for the *Association* during the *Membership Year*; or
    - (ii) where the applicant has previously refereed matches for the *Association* but, due to injury or any other reason, is not likely to referee matches for the *Association* during the *Membership Year*—the applicant intends to referee matches for the *Association* in a future *Membership Year*; or

- (b) the applicant is an *Officer*.
  - (8) The *Management Committee* is not obliged to give reasons for its decision, either verbally or in writing, to an applicant who the *Management Committee* refuses to admit to membership.
  - (9) *Management Committee* decisions made under sub-Rule (3) are final and no further correspondence will be considered.
- 5. Membership Year**
- (1) The *Association's Membership Year* commences on 1 April each calendar year, and concludes on 31 March the following calendar year.
- 6. Cessation of membership**
- (1) A person ceases to be a *Member* if the person:
    - (a) dies; or
    - (b) resigns their membership; or
    - (c) does not renew their membership once the *Membership Year* has expired; or
    - (d) is expelled from the *Association*.
- 7. Membership entitlements not transferrable**
- (1) A right, privilege or obligation that a person has by reason of being a *Member*.
    - (a) is not capable of being transferred or transmitted to another person; and
    - (b) terminates on cessation of the person's membership.
- 8. Resignation of membership**
- (1) A *Member* is not entitled to resign their membership except in accordance with this Rule.
  - (2) A *Member* who has paid all amounts to the *Association* in respect of their membership may resign their membership by first giving notice, being not less than one month (or such other period as the *Management Committee* may determine), in writing to the *Secretary* of the member's intention to

resign and, upon the expiration of the period of notice, their membership ceases.

- (3) Where a *Member* ceases to be a *Member* pursuant to this Rule, and in every other case where a *Member* ceases to hold membership, the Registrar shall make an appropriate entry in the *Register of Members* recording the date on which the *Member* ceased to be a *Member*.
- (4) Any *Member* who resigns in accordance with this Rule and who has any outstanding matters that are required to be dealt with by the *Management Committee*, *Executive Committee* or the *Appeals Committee* shall not be granted a *Clearance* by the *Association* until such matters are finalised.

## 9. **Register of Members**

- (1) The Registrar shall establish and maintain a *Register of Members* that contains the name, address, telephone number, date of birth, membership number, membership category and class of certificate held for each *Member*, together with the date on which the person became a *Member* and all other information relating to the *Member* that *FFA*, *Football NSW* or *NSWSRI* requires.
- (2) The *Register of Members* shall be kept at the *Association's* principal place of administration or at the Registrar's place of residence, and shall be open for inspection, free of charge, by any *Member* at any reasonable hour after giving due notice.
- (3) The *Registrar* shall maintain a register of suspended members and keep *NSWSRI* advised of suspensions for periods exceeding one month.

## 10. **Classification of Members**

- (1) *Members* who are *Qualified Referees* shall be classified according to referee grading schedules issued from time to time by *FFA*, *Football NSW*, and *NSWSRI*.
- (2) A *Member* who is a *Qualified Referee* may apply to be regraded in accordance with the referee grading schedules issued from time to time by *FFA*, *Football NSW*, and *NSWSRI*.
- (3) The *Management Committee* may make *By-Laws*, not inconsistent with these Rules, that are necessary or convenient for carrying out or giving effect to sub-Rule (2).
- (4) *Members* shall be further categorised as follows:
  - (a) active—a *qualified referee* who is accepting appointments to referee matches for the *Association*; or

- (b) non-active—a *Member* who is not accepting appointments to referee matches for the *Association*; or
- (c) registered—a *Member* who is not a *Qualified Referee*, but who is at least 12 years of age; or
- (d) dual—a *Member* who is also a member of another football refereeing organisation in New South Wales (including, but not limited to, the **ASRF (NSW)**).

#### **11. Members' obligations and restrictions**

- (1) A *Member* shall referee games only with the *Association's* prior approval.
- (2) A *Member* shall not take any action that may adversely affect the *Association* or any other *Member*.
- (3) *Members* are bound by these Rules, and *By-Laws*, as they apply from time to time.
- (4) A *Member* must not be a member of, nor apply for membership of, any other football refereeing organisation in New South Wales without the *Management Committee's* approval.
- (5) Each *Member* must attend at least 5 *General Meetings* during the *Membership Year*.

#### **12. Annual subscription**

- (1) Upon being admitted to membership, a *Member* must pay or agree to pay to the *Association* the annual subscription for the *Membership Year*.
- (2) The annual subscription shall be determined by ordinary resolution at an *Annual General Meeting*, or by *Special Resolution* at a *General Meeting* (other than the *Annual General Meeting*).
- (3) The annual subscription determined under sub-Rule (2) remains in force until such time as it is varied at a later *Annual General Meeting* or *General Meeting* in accordance with sub-Rule (2).
- (4) Prior to each *Annual General Meeting*, the *Management Committee* shall consider the *Association's* financial requirements, including affiliation fees payable by the *Association*, and determine the annual subscription that the *Management Committee* recommends be approved by the *Annual General Meeting*.

- (5) The *Management Committee* shall submit to the *Annual General Meeting* a proposed ordinary resolution setting the annual subscription at the amount that the *Management Committee* determined in accordance with sub-Rule (4).
- (6) A *Member* who fails to pay his or her annual subscription by May 31 in the *Membership Year* shall be deemed to be an unfinancial member.
- (7) The *Management Committee* may reduce the annual subscription payable by a *Member* (or a class of *Members*) at its absolute discretion.

### **13. Levies**

- (1) The *Association* may, by *Special Resolution*, impose a levy on match fees received by *Members*.
- (2) The *Management Committee* may, at any time, consider the *Association's* financial requirements, including affiliation fees payable by the *Association*, and determine that:
  - (a) a levy of a specified percentage ought to be imposed on match fees received by *Members*; and
  - (b) a proposed *Special Resolution* imposing the levy determined under paragraph (a) be put to *Members* for approval.
- (3) Any levy imposed under sub-Rule (1) remains in force until such time as it is varied or revoked by a later *Special Resolution*.
- (4) Where a levy is in force, the levy becomes due and payable on the last day of the calendar month that follows the month in which the match fee on which the levy is payable was received.
- (5) A *Member* who fails to pay his or her levies by the due date specified in sub-Rule (4) shall be deemed to be an unfinancial member.

### **14. Members' liabilities**

- (1) The liability of a *Member* to contribute towards the payment of the *Association's* debts and liabilities, or the cost, charges and expenses of the winding up of the *Association*, is limited to the amount, if any, unpaid by the member in respect of their membership (as determined by Rules 12 and 13).

### **15. Life membership**

- (1) A *Member* may be appointed as a *Life Member* only in accordance with this Rule.

- (2) The *Association* may, by *Special Resolution* at an *Annual General Meeting*, appoint a *Member* as a *Life Member*.
- (3) Only one *Member* may be appointed as a *Life Member* at each *Annual General Meeting*.
- (4) A *Member* is eligible to be nominated for appointment as a *Life Member* if, and only if, at the time of nomination:
  - (a) the *Member* does not have any unpaid amounts in respect of their membership (as determined by Rules 12 and 13); and
  - (b) the *Member* has:
    - (i) been a *Member* for not less than 10 *Membership Years* (a portion of which may have been served as a non-active *Member*); and
    - (ii) provided outstanding service to the *Association*.
- (5) A *Member* may nominate another *Member* for life membership by submitting a letter of nomination in writing to the Secretary not less than 60 days prior to the date notified for the next *Annual General Meeting*.
- (6) If one or more valid nominations for life membership are received, the *Management Committee* shall consider those valid nominations and determine which nominee, if any, will be put to the *Annual General Meeting* for appointment by *Special Resolution* as a *Life Member*.
- (7) The *Management Committee* shall perform its obligations (if any) under sub-Rule (6):
  - (a) not more than 59 days prior to the date notified for the next *Annual General Meeting*; and
  - (b) sufficiently before the date notified for the next *Annual General Meeting* to allow the Secretary to give *Members* the required notice of the proposed *Special Resolution* appointing the nominee as a *Life Member*.
- (7) All *Life Members* are entitled to all rights and privileges of membership of the *Association*.
- (8) A *Life Member* may only have their life membership revoked by *Special Resolution*.
- (9) A *Life Member* whose life membership is revoked ceases to be a *Life Member*.

**16. Disciplining of Members**

- (1) The *Association* is empowered to take action against a *Member* in accordance with this Rule.
- (2) If the *Secretary* receives a complaint in writing in regards to a *Member's* conduct, the *Management Committee* shall consider the complaint and, if the *Management Committee* deems it necessary, require the *Member* to show cause as to why action should not be taken in accordance with this Rule.
- (3) Where the *Management Committee* determines that a *Member* must show cause as to why action should not be taken in accordance with this Rule, the *Secretary* shall notify the *Member*, in writing:
  - (a) that a complaint has been received in regard to the *Member's* conduct (enclosing the written complaint); and
  - (b) that the *Management Committee* has determined that the *Member* must show cause as to why action should not be taken in accordance with this Rule; and
  - (c) that the *Management Committee* will be meeting to determine whether action will be taken in accordance with this Rule against the *Member* (and informing the *Member* of the date, time, and location of the meeting); and
  - (d) that the *Member* must show cause as to why action should not be taken in accordance with this Rule by doing either or both of the following:
    - (i) attending and speaking at the meeting referred to in paragraph (c); and/or
    - (ii) submitting written representations to the *Secretary* (prior to the meeting referred to in paragraph (3)(c)) for consideration at that meeting.
- (4) A *Member* who receives a letter referred to in sub-Rule (3) must show cause as to why action should not be taken in accordance with this Rule by doing either or both of the following:
  - (a) attending and speaking at the meeting referred to in paragraph (3)(c); and/or
  - (b) submitting written representations to the *Secretary* (prior to the meeting referred to in paragraph (3)(c)) for consideration at that meeting.

- (5) The meeting referred to in paragraph (3)(c) shall be held:
  - (a) not less than 7 days after *Service* on the *Member* of the letter referred to in sub-Rule (3); and
  - (b) not more than 28 days after *Service* on the *Member* of the letter referred to in sub-Rule (3).
- (6) The *Management Committee* may suspend the *Member* who is the subject of the complaint from the *Association* pending the holding of the meeting referred to in paragraph 3(c).
- (7) At the meeting referred to in paragraph (3)(c) (whether or not the *Member* who is the subject of the complaint attends or has made written submissions), the *Management Committee* shall:
  - (a) consider any oral and written submissions made by the *Member* who is the subject of the complaint; and
  - (b) determine whether the *Member* has:
    - (i) refused, or neglected, to comply with a Rule, or a *By-Law* (as they apply from time to time); or
    - (ii) persistently or wilfully acted in a manner prejudicial to the *Association's* interests or Objects.
- (8) The *Management Committee* may do one or more of the things listed in sub-Rule (9) if the *Management Committee*, pursuant to paragraph (7)(b), determines that the *Member* who is the subject of the complaint has:
  - (a) refused, or neglected, to comply with a Rule, or a *By-Law* (as they apply from time to time); or
  - (b) persistently or wilfully acted in a manner prejudicial to the *Association's* interests or Objects.
- (9) The things referred to in sub-Rule (8) are:
  - (a) censure the *Member*; and/or
  - (b) fine the *Member* a specified amount; and/or
  - (c) suspend the *Member* from specified activities for a specified period; and/or

- (d) suspend the *Member* from the *Association* for a specified period; and/or
  - (e) expel the *Member* from the *Association*; and/or
  - (f) take any other disciplinary action that the *Management Committee* deems appropriate.
- (10) The *Management Committee*, at the meeting referred to in paragraph (3)(c), may, at its discretion:
- (a) receive further evidence; and/or
  - (b) hear from witnesses.
- (11) Where the *Management Committee* does one of the things listed in sub-Rule (9), the disciplinary action taken does not take effect:
- (a) where the *Member* exercises his or her right of appeal in accordance with Rule 17—unless and until the *Appeal Committee*, in accordance with sub-paragraph 17(8)(b)(i), confirms the disciplinary action taken by the *Management Committee* (or the disciplinary action is deemed to be confirmed by the application of paragraph 17(10)(a)); or
  - (b) where the *Member* does not exercise his or her right of appeal in accordance with Rule 17—until the eighth day after the *Member* is *Served* the letter referred to in sub-Rule (12).
- (12) Where the *Management Committee* does one of the things listed in sub-Rule (9), the *Secretary* shall, within 7 days of the meeting referred to in paragraph (3)(c), *Serve* a letter on the *Member*, informing the *Member* of:
- (a) the disciplinary action imposed by the *Management Committee*; and
  - (b) the right of appeal that the *Member* has under Rule 17.
- (13) Where the *Management Committee* does not do one of the things listed in sub-Rule (9), the *Secretary* shall, within 7 days of the meeting referred to in paragraph (3)(c), *Serve* a letter on the *Member*, informing the *Member* that the *Management Committee* is not imposing any disciplinary action on the *Member*.

**17. Members' right of appeal to Appeal Committee**

- (1) A *Member* may appeal against disciplinary action taken by the *Management Committee* under Rule 16 in accordance with this Rule.

- (2) A *Member* may appeal against disciplinary action taken by the *Management Committee* under Rule 16 by writing to the *Secretary* within 7 days of receiving the letter referred to in sub-Rule 16(12).
- (3) The letter of appeal must specify the *Member's* grounds of appeal, and be accompanied by the prescribed appeal fee.
- (4) The *Secretary* shall, upon receiving a letter of appeal, forward the letter to the *Appeal Chairperson*.
- (5) The *Appeal Chairperson*, upon receiving the letter of appeal under sub-Rule (4), shall convene a meeting of the *Appeal Committee*, and inform the *Secretary* of the date, time, and location of that meeting.
- (6) The *Secretary*, after receiving notification of the date, time and location of the meeting of the *Appeal Committee*, shall write to the *Member* who submitted the letter of appeal, informing that *Member*:
  - (a) that the *Appeal Committee* will be meeting to hear the *Member's* appeal (and informing the *Member* of the date, time, and location of the meeting); and
  - (b) that the *Member* must do either or both of the following:
    - (i) attend and speak at the meeting; and/or
    - (ii) submit written representations to the *Secretary* (prior to the meeting) for consideration by the *Appeal Committee* at the meeting.
- (7) A *Member* who receives a letter referred to in sub-Rule (6) must do either or both of the following:
  - (a) attend and speak at the meeting referred to in the letter; and/or
  - (b) submit written representations to the *Secretary* (prior to the meeting) for consideration by the *Appeal Committee* at the meeting referred to in the letter.
- (8) At the meeting of the *Appeal Committee*, the *Appeal Committee* shall, if, and only if, the *Member* has complied with sub-Rule (7):
  - (a) consider any oral and written submissions made by the *Member*; and
  - (b) either:
    - (i) confirm the disciplinary action taken by the *Management Committee*; or

- (ii) set-aside the disciplinary action taken by the *Management Committee* and do one of the things referred to in sub-Rule (9).
- (9) The things referred to in sub-paragraph (8)(b)(2) are:
  - (a) resolve that no disciplinary action be imposed on the *Member*, or
  - (b) do one or more of the following:
    - (a) censure the *Member*, and/or
    - (b) fine the *Member* a specified amount; and/or
    - (c) suspend the *Member* from specified activities for a specified period; and/or
    - (d) suspend the *Member* from the *Association* for a specified period; and/or
    - (e) expel the *Member* from the *Association*; and/or
    - (f) take any other disciplinary action that the *Appeal Committee* deems appropriate.
- (10) If the *Member* fails to comply with sub-Rule (7):
  - (a) the disciplinary action taken by the *Management Committee* is confirmed and takes immediate effect; and
  - (b) the *Appeal Committee* has no power to set-aside the disciplinary action taken by the *Management Committee* nor to do any of the things referred to in sub-Rule (9).
- (11) The *Appeal Committee Chairperson* shall inform the *Secretary* in writing of the outcome of the meeting of the *Appeal Committee* within 7 days of the meeting.
- (12) The *Secretary* shall, within 7 days of receiving advice from the *Appeal Committee Chairperson* on the outcome of the meeting of the *Appeal Committee*, write to the *Member* informing the *Member* of the outcome of the meeting of the *Appeal Committee*.
- (13) A quorum of the *Appeal Committee* for the purposes of the exercise of functions under this Rule is at least 3 members of the *Appeal Committee*.

**18. Members' right of appeal outside Association**

- (1) Where an organisation to which the *Association* is affiliated (or of which the *Association* is a member) confers a right of appeal on a *Member* additional to the right of appeal conferred by Rule 17, a *Member* against whom disciplinary action has been taken under Rules 16 and 17 may exercise that additional right of appeal in accordance with the requirements of the other organisation.
- (2) The *Association* is bound by the outcome of any appeal of the kind referred to in sub-rule (1) to the extent that it is valid.

**CHAPTER 3 – COMMITTEES, SUB-COMMITTEES, AND OFFICERS****PART 3.1 – PRELIMINARIES****19. Committees and Sub-Committees**

- (1) The *Association's Committees* consist of:
  - (a) the *Executive Committee*; and
  - (b) the *Management Committee*.
- (2) The *Association's Sub-Committees* consist of:
  - (a) the *Technical Sub-Committee*; and
  - (b) such other *Sub-Committees* as the *Management Committee* creates.

**20. Officers**

- (1) The *Association's Officers* consist of the *Elected Officers* and the *Appointed Officers*.
- (2) The following *Officers* are the *Association's Elected Officers*:
  - (a) the *President*;
  - (b) the *Secretary*;
  - (c) the *Treasurer*;
  - (d) the *Vice-President*;
  - (e) the *Registrar*;
  - (f) the *Assistant Secretary*;

- (g) the *NSWSRI Delegates*;
  - (h) the *MDSFA Delegates*;
  - (i) the *Appeal Chairperson*; and
  - (j) the *Appeal Committee Members*.
- (3) The following *Officers* are the *Association's Appointed Officers*:
- (a) the *Equipment Officer*;
  - (b) the *Senior Appointment Officer*;
  - (c) the *Junior Appointment Officer*;
  - (d) the *Mini Appointment Officer*;
  - (e) the *External Appointment Officer*;
  - (f) the *Branch Assessors*;
  - (g) the *Branch Coach*; and
  - (h) the *Child Protection Officer*.
- (4) A person is not eligible to be nominated for, or hold office as, *President, Secretary, Treasurer, Vice-President, Registrar, or Appeal Chairperson* unless he or she has attained 18 years of age.
- (5) A person is not eligible to be nominated for, or hold office as, *Assistant Secretary, NSWSRI Delegate, MDSFA Delegate, or Appeal Committee Member* unless he or she has attained 16 years of age.
- (6) A person is not eligible to be appointed as, or hold office as, a *Branch Assessor, Branch Coach, or Child Protection Officer* unless he or she has attained 18 years of age.
- (7) A person is not eligible to be appointed as, or hold office as, *Equipment Officer, Senior Appointment Officer, Junior Appointment Officer, Mini Appointment Officer, or External Appointment Officer* until he or she has attained 16 years of age.
- (8) A person is not eligible to be nominated for, or hold office as, an *Elected Officer* unless he or she is a *Member*.

**PART 3.2 – COMMITTEES****21. The Executive Committee**

- (1) The *Executive Committee* consists of:
  - (a) the *President*;
  - (b) the *Secretary*;
  - (c) the *Treasurer*;
  - (d) the *Vice-President*; and
  - (e) the *Registrar*.
- (2) The *Executive Committee*, subject to the *Act*, *Regulations*, these Rules, and any resolutions passed by the *Association* in *General Meeting*:
  - (a) shall control and manage the *Association's* affairs; 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 the *Association* in *General Meeting* or by some other person or *Committee*);
  - (c) has power to perform all such acts and do all such things as appear to the *Executive Committee* to be necessary or desirable for the proper management of the affairs of the *Association*; and
  - (d) shall report promptly on its actions to the *Members* at *General Meetings*.

**22. The Management Committee**

- (1) The *Management Committee* consists of:
  - (a) the *President*;
  - (b) the *Secretary*;
  - (c) the *Treasurer*;
  - (d) the *Vice-President*;
  - (e) the *Registrar*;
  - (f) the *Assistant Secretary*;

- (g) the *NSWSRI Delegates*; and
  - (h) the *MDSFA Delegates*.
- (2) The *Management Committee* shall:
- (a) attend to any matters as directed by the *Members* in *General Meeting* or the *Executive Committee*; and
  - (b) prepare future development programs; and
  - (c) consider matters that are of general concern to the *Association* and its *Members*; and
  - (d) report promptly on its actions to the *Members* at *General Meetings*; and
  - (e) perform all other functions that these Rules require be performed by the *Management Committee*; and
  - (f) preferably meet monthly (and as required).
- (3) Nothing in paragraph (2)(e) limits the power of the *Management Committee* to delegate any of its functions under Rule 25.

**23. The Appeal Committee**

- (1) The *Appeal Committee* consists of:
- (a) the *Appeal Chairperson*;
  - (b) the *Appeal Committee Members*.
- (2) The *Appeal Committee* shall meet and perform functions as required by Rule 17.

**PART 3.3 – SUB-COMMITTEES**

**24. The Technical Sub-Committee**

- (1) The *Technical Sub-Committee* consists of:
- (a) the *Vice-President* (who shall be the Chairperson of the *Technical Sub-Committee*);
  - (b) the *Senior Appointment Officer*;
  - (c) the *Junior Appointment Officer*;

- (d) the *Mini Appointment Officer*;
  - (e) the *External Appointment Officer*;
  - (f) the *Branch Assessors*;
  - (g) the *Branch Coach*; and
  - (h) any other *Members* appointed by the *Management Committee*.
- (2) The *Technical Sub-Committee* shall:
- (a) arrange for *Branch Assessors* to conduct field assessments for new referees;
  - (b) provide the *Secretary* with any *Membership Application Forms* that it collects at refereeing courses;
  - (c) provide the *Registrar* with theory examination results and field assessment results for new referees to the *Secretary*;
  - (d) arrange the inspection of members' field performance on a regular basis;
  - (e) arrange and conduct mandatory lecture sessions for Class 1 and Class 2 regrading applicants;
  - (f) arrange and conduct theory examinations for Class 2 regrading applicants;
  - (g) provide assistance to the *NSWSRI Examination Committee*, as necessary, for the conduct of Class 1 theory examinations;
  - (h) prepare and conduct sessions for the technical education of member referees including those forming part of *General Meetings* and other sessions;
  - (i) recommend to the *Executive Committee* various planned activities for the development of referees for the short and longer terms;
  - (j) recommend those *Members* proposed for regrouping;
  - (k) provide reports to the *Management Committee* on *Technical Sub-Committee* activities;
  - (l) provide reports to each *General Meeting* on matters pertaining to examinations and technical education; and

- (m) inform the members of the *Executive Committee* as soon as practicable on important matters relating to examination and education activities, and report immediately regarding all matters that may be prejudicial to the *Association*.

**25. Delegation by *Management Committee* to *Sub-Committees***

- (1) The *Management Committee* may, if it considers it necessary or convenient to do so:
  - (a) create a *Sub-Committee*; and/or
  - (b) appoint any *Member* to a *Sub-Committee*;
- (2) The *Management Committee* may, by instrument in writing, delegate to a *Sub-Committee* the exercise of such of the *Management Committee*'s functions as are specified in the instrument to a *Sub-Committee*, other than:
  - (a) this power of delegation; and
  - (b) a duty that is imposed on the *Management Committee* by the *Act* or by any other law.
- (3) 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.
- (4) A delegation under this Rule may be subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (5) Despite any delegation under this Rule, the *Management Committee* may continue to exercise any function delegated.
- (6) Any act or thing done or suffered by a *Sub-Committee* acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the *Management Committee*.
- (7) The *Management Committee* may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- (8) A *Sub-Committee* may meet and adjourn as it thinks proper.

**PART 3.4 – GENERAL****26. Voting and decisions of *Committees* and *Sub-Committees***

- (1) Questions arising at a meeting of any *Committee* or *Sub-Committee* shall be determined by a *Majority* of the votes cast by members of the *Committee* or *Sub-Committee* present at the meeting.
- (2) Each member of a *Committee* or *Sub-Committee* who is present at a meeting of the *Committee* or *Sub-Committee* (including the person presiding at the meeting) is entitled to one vote (unless specifically excluded by these Rules) but, in the event of an equality of votes on any question, the person presiding as chairperson may exercise a second or casting vote (as the case may be).
- (3) A *Committee* or *Sub-Committee* may act notwithstanding any vacancy on that *Committee* or *Sub-Committee*.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by any *Committee* or *Sub-Committee* is valid and effective notwithstanding any defect that might afterwards be discovered in the appointment or qualification of any member of the *Committee* or *Sub-Committee*.

**PART 3.5 – OFFICERS****27. The *President***

- (1) The *President* shall:
  - (a) preside over all meetings that he or she attends (except the *Appeals Committee*, and *Technical Sub-Committee*);
  - (b) conduct meetings in accordance with the Rules;
  - (c) when presiding as chairperson—have the right to exercise a casting vote only;
  - (d) ensure that all *Members* are made aware of the *Association's* Objects;
  - (e) use his or her best endeavours to achieve the *Association's* Objects;
  - (f) exercise a watching brief over the whole of the administration of the *Association*; and
  - (g) be responsible for the good order and discipline of the *Association*.

**28. The Secretary**

- (1) The *Secretary* shall:
  - (a) administer the *Association's* affairs as directed by the *Executive Committee, Management Committee, and Members*, and as the Rules direct;
  - (b) exercise such other duties as may come within the province of *Secretary*;
  - (c) sign all outgoing correspondence and receive all incoming correspondence, and generally advance details of all written matters dealt with by the *Executive Committee and Management Committee* and report on any other matters;
  - (d) act as Public Officer and have custody of the common seal;
  - (e) effect printing and distribution to all *Members* and other persons as directed; and
  - (f) prepare and update as necessary member group listings for use by the *Technical Sub-Committee*.

**29. The Treasurer**

- (1) The *Treasurer* shall:
  - (a) ensure that all money due to the *Association* is collected and received;
  - (b) hold all financial assets of the *Association* in the *Association's* name in an authorised account with a financial institution that is licensed by the Reserve Bank of Australia, and as approved by the *Management Committee* or a *General Meeting* from time to time;
  - (c) ensure that all payments authorised by the *Association* are made;
  - (d) ensure that correct records and accounts are kept showing the *Association's* financial affairs, including full details of all receipts and payments connected with the *Association's* activities;
  - (e) prepare and present reports on the *Association's* financial status to each *General Meeting* and *Management Committee* meeting;
  - (f) prepare a financial report covering the *Financial Year* for audit and submission to the *Annual General Meeting*;
  - (g) prepare a budget of projected income and expenditure for the following year for approval of the *Management Committee* and submission at the *General Meeting* in September;

- (h) detail for each member the disbursement of all referee match expense reimbursements distributed by the *Association*; and
- (i) detail for each member the membership fees, affiliation fees, levies, regrading fees and other charges payable to the *Association*.

**30. The Vice-President**

- (1) The *Vice-President* shall:
  - (a) in the absence of the *President*, preside all meetings that he or she attends, (except the *Appeals Committee*);
  - (b) assist the *President*;
  - (c) chair the *Technical Sub-Committee*; and
  - (d) report back to the *Management Committee* on all matters relating to the *Technical Sub-Committee*.

**31. The Registrar**

- (1) The *Registrar* shall:
  - (a) establish and maintain the *Register of Members* (as required by Rule 9);
  - (b) supply a timely and up-to-date *Register of Members* to the *Executive Committee*; and
  - (c) prepare and submit information to *FFA*, *Football NSW*, and *NSWSRI* in a timely manner as required.

**32. The Assistant Secretary**

- (1) The *Assistant Secretary* shall:
  - (a) record the proceedings at all *General Meetings*, *Special General Meetings*, *Annual General Meetings* and *Management Committee* meetings;
  - (b) prepare minutes for all *General Meetings* and *Management Committee* Meetings for the official record of the *Association* and for distribution to *Members* and other persons;
  - (c) effect printing and distribution of minutes to all current members and other persons as directed by the *Secretary*; and

- (d) maintain a record of the names of persons in attendance at *General Meetings* and *Management Committee* meetings.

**33. The NSWSRI Delegates**

- (1) There shall be 2 *NSWSRI Delegates*.
- (2) The *NSWSRI Delegates* shall:
  - (a) attend general meetings of *NSWSRI*;
  - (b) ensure that the views of the *Association* on relevant matters are communicated to *NSWSRI* meetings and that the *Association's* interests are preserved and defended generally;
  - (c) provide reports to each *General Meeting* and *Management Committee* meeting on relevant matters arising at *NSWSRI* meetings; and
  - (d) inform the members of the *Executive Committee* as soon as practicable on important matters arising at *NSWSRI* meetings and report immediately regarding all matters that may be prejudicial to the *Association*.

**34. The MDSFA Delegates**

- (1) There shall be 2 *MDSFA Delegates*.
- (2) The *MDSFA Delegates* shall:
  - (a) attend meetings of the *MDSFA* meetings;
  - (b) ensure that the views of the *Association* on relevant matters are communicated to *MDSFA* and that the *Association's* interests are preserved and defended generally;
  - (c) provide reports to each *General Meeting* and *Management Committee* meeting on relevant matters arising at *MDSFA* meetings; and
  - (d) inform the members of the *Executive Committee* as soon as practicable on important matters arising at *MDSFA* meetings and report immediately regarding all matters that may be prejudicial to the *Association*.

**35. The Equipment Officer**

- (1) The *Equipment Officer* shall:
  - (a) implement the equipment policy determined by the *Management Committee*;
  - (b) provide recommendations for equipment acquisitions and arrange procurement of items approved by the *Management Committee*;
  - (c) maintain records of equipment purchased by *Members* from the *Association*;
  - (d) provide the *Treasurer* each month, or as required by the *Treasurer*, details of items purchased by *Members*;
  - (e) effect the distribution of equipment issued free of charge to *Members*;
  - (f) arrange the provision, including the engraving or embroidery as appropriate, of items approved by the *Management Committee* as awards to members; and
  - (g) provide reports to each *General Meeting* and *Management Committee* meeting on equipment matters.

**36. The Appointment Officers**

- (1) The *Senior Appointment Officer*, *Junior Appointment Officer*, *Mini Appointment Officer* and *External Appointment Officer* shall, in accordance with the terms of their appointment by the *Management Committee*:
  - (a) appoint suitably qualified *Member* referees to officiate at games approved by the *Management Committee*, and in accordance with any gradings and/or groupings determined by the *Technical Sub-Committee*;
  - (b) appoint members to officiate at games of competitions run by *Football NSW* (as required by *NSWSRI* and *Football NSW*), and provide to such *Members* details of competition rules affecting referees;
  - (c) appoint *Members* to officiate at 'honour games', finals and grand finals in conjunction with the *Technical Sub-Committee*;
  - (d) prepare written notices for appointments made and effect distribution to the members concerned;
  - (e) allocate games for regrading field assessments assigned to the *Association* by *NSWSRI*, and inform the *Appointments Officer* of any other relevant *NSWSRI* branch of the game details; and send written

- notices to the designated inspector(s), and inform the *Secretary* of allocation details;
- (f) inform *Member* referees assigned for regrading field assessments in other referee association areas of relevant game details as provided by or obtained from such other referee associations;
  - (g) receive data on the withdrawal of *Members* from appointments as necessary, and notify other *Members* concerned of such changes;
  - (h) collate data from referee evaluation reports (cards) from clubs, prepare performance summary statements for *Members*, and effect distribution of such statements;
  - (i) receive data from referee assessment reports and from referee inspection reports, and collate information to provide guidance for appointments and/or revised grouping recommendations;
  - (j) provide the *Management Committee* and *Technical Sub-Committee* with recommendations and other information pertinent to the grading and/or grouping of *Member* referees;
  - (k) provide reports to the *Management Committee*, *Technical Sub-Committee*, and *General Meetings* on appointments matters;
  - (l) inform the members of the *Executive Committee* on appointment activities generally and report immediately regarding all matters that may be prejudicial to the *Association*; and
  - (m) follow guidelines as set down in the *By-Laws*.

**37. The *Branch Assessors***

- (1) The *Branch Assessors* shall:
  - (a) carry out assessments of *Member* referees as requested by the *Technical Sub-Committee* or the *Executive Committee*; and
  - (b) provide reports on assessments (including referee evaluation reports where relevant) within 7 days of such inspections to the *Branch Coach*.

**38. The *Appeal Chairperson***

- (1) The *Appeal Chairperson* shall preside over all meetings of the *Appeal Committee*, and exercise the functions conferred on him or her by Rule 18.

**39. The Appeal Committee Members**

- (1) There shall be four *Appeal Committee Members*.
- (2) The *Appeal Committee Members* shall attend meetings of the *Appeals Committee*, and determine appeals as required by Rule 18.

**40. The Branch Coach**

- (1) The *Branch Coach* shall:
  - (a) prepare and present educational session at each *General Meeting*;
  - (b) arrange for football refereeing entrance courses (and other courses) (including the lecture sessions and theory examinations) to be conducted;
  - (c) oversee the education and development of *Member* referees;
  - (d) provide reports to the *Management Committee*, *Technical Sub-Committee*, and *General Meetings* on referee education and development matters; and
  - (e) inform the members of the *Executive Committee* on referee education and development generally and report immediately regarding all matters that may be prejudicial to the *Association*.

**41. The Child Protection Officer**

- (1) The *Child Protection Officer* shall:
  - (a) exercise all functions required to be exercised by the *Association* under the law relating to child protection; and
  - (b) inform the members of the *Executive Committee* on child protection matters generally and report immediately regarding all matters that may be prejudicial to the *Association*.

**PART 3.6 – ELECTION AND APPOINTMENT OF OFFICERS****42. Term of office**

- (1) The *President*, *Secretary*, *Treasurer*, *Vice-President* and *Registrar* shall be elected for a two-year term.
- (2) The *Assistant Secretary*, *NSWSRI Delegates*, *MDSFA Delegates*, *Appeals Chairperson* and *Appeals Committee Members* shall be elected for a term of one-year.

- (3) The *Equipment Officer, Senior Appointment Officer, Junior Appointment Officer, Mini Appointment Officer, External Appointment Officer, Branch Assessors, Branch Coach, and Child Protection Officer* shall be appointed (and removed from office) by the *Management Committee* as and when the *Management Committee* thinks fit (but generally on an annual basis).
- (4) The *President, Treasurer and Registrar* shall be elected at *Annual General Meetings* that occur in years that are even numbers (for example, 2008, 2010, and 2012).
- (5) The *Secretary and Vice-President* shall be elected at *Annual General Meetings* that occur in years that are odd numbers (for example, 2009, 2011, and 2013).
- (6) The *Assistant Secretary, NSWRSRI Delegates, MDSFA Delegates, Appeals Chairperson and Appeals Committee Members* shall be elected at every *Annual General Meeting*.
- (7) The *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, NSWRSRI Delegates, MDSFA Delegates, Appeals Chairperson, and Appeals Committee Members* each hold office until their office is declared vacant at the *Annual General Meeting* applicable to that *Officer's* election.
- (8) The *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, NSWRSRI Delegates, MDSFA Delegates, Appeals Chairperson, and Appeals Committee Members* are each eligible for re-election upon the expiration of their term of office.

#### **43. Nomination for office**

- (1) A nomination for *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, NSWRSRI Delegate, MDSFA Delegate, Appeals Chairperson, or Appeals Committee Member* must:
  - (a) be submitted in writing to the *Secretary* not later than 30 days prior to the date notified for *Annual General Meeting* at which the position is to be elected;
  - (b) nominate the nominee for one office only; and
  - (c) be signed by the proposer, seconder, and nominee, each of whom:
    - (i) must be a *Member*; and
    - (ii) must not have any unpaid amounts in respect of their membership (as determined by Rules 12 and 13).

**44. Election to office**

- (1) In an election for *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, or Appeals Chairperson*:
  - (a) if only one written nomination is received in accordance with Rule 43—that nominee shall be declared elected to the relevant office;
  - (b) if more than one written nomination is received in accordance with Rule 43:
    - (i) a secret ballot shall be held to fill the vacancy; and
    - (ii) the candidate who gets the greatest number of votes in the secret ballot shall be declared elected to the relevant office;
  - (c) if no written nominations are received in accordance with Rule 43—nominations shall be accepted from the floor, and:
    - (i) if only one nomination is received from the floor—that nominee shall be declared elected to the relevant office;
    - (ii) if more than one nomination is received from the floor:
      - (A) a secret ballot shall be held to fill the vacancy; and
      - (B) the candidate who gets the greatest number of votes in the secret ballot shall be declared elected to the relevant office;
    - (iii) if no nominations are received from the floor—the relevant office shall be deemed a casual vacancy.
- (2) In an election for *NSWSRI Delegates or MDSFA Delegates*:
  - (a) if only one written nomination is received in accordance with Rule 43—that nominee shall be declared elected to the relevant office, nominations shall be accepted from the floor for the second position, and:
    - (i) if only one nomination is received from the floor—that nominee shall be declared elected to the second position;
    - (ii) if more than one nomination is received from the floor:
      - (A) a secret ballot shall be held to fill the second position; and

- (B) the candidate who gets the greatest number of votes in the secret ballot shall be declared elected to the second position;
    - (iii) if no nominations are received from the floor—the second position shall be deemed a casual vacancy;
  - (b) if two written nominations are received in accordance with Rule 43—those nominees shall be declared elected to the relevant office;
  - (c) if more than two nominations are received in accordance with Rule 43:
    - (i) a secret ballot shall be held to fill the vacancies; and
    - (ii) the two candidates who get the greatest number of votes in the secret ballot shall be declared elected to the relevant offices;
  - (d) if no written nominations are received in accordance with Rule 43—nominations shall be accepted from the floor, and:
    - (i) if only one nomination is received from the floor—that nominee shall be declared elected to the relevant office, and the second position shall be deemed a casual vacancy;
    - (ii) if two nominations are received from the floor—those nominees shall be declared elected to the relevant office;
    - (iii) if more than two nominations are received from the floor:
      - (A) a secret ballot shall be held to fill the vacancies; and
      - (B) the two candidates who get the greatest number of votes in the secret ballot shall be declared elected to the relevant offices.
    - (iv) if no nominations are received from the floor— the relevant offices shall both be deemed casual vacancies.
- (3) In an election for *Appeals Committee Members*:
- (a) if only one written nomination is received in accordance with Rule 43—that nominee shall be declared elected, nominations shall be accepted from the floor for the second, third and fourth positions, and:

- (i) if only one nomination is received from the floor—that nominee shall be declared elected to the second position, and the third and fourth positions shall be deemed casual vacancies;
  - (ii) if two nominations are received from the floor—those nominees shall be declared elected to the second and third positions, and the fourth position shall be deemed a casual vacancy;
  - (iii) if three nominations are received from the floor—those nominees shall be declared elected to the second, third and fourth positions;
  - (iv) if more than three nominations are received from the floor:
    - (A) a secret ballot shall be held to fill the second, third and fourth positions; and
    - (B) the three candidates who get the greatest number of votes in the secret ballot shall be declared elected to the second, third and fourth positions;
  - (v) if no nominations are received from the floor—the second and third positions shall be deemed casual vacancies;
- (b) if two written nominations are received in accordance with Rule 43—those nominees shall be declared elected, nominations shall be accepted from the floor for the third and fourth position, and:
- (i) if only one nomination is received from the floor—that nominee shall be declared elected to the third position, and the fourth position shall be deemed a casual vacancy;
  - (ii) if two nominations are received from the floor—those nominees shall be declared elected to the third and fourth positions;
  - (iii) if more than two nominations are received from the floor:
    - (A) a secret ballot shall be held to fill the third and fourth positions; and
    - (B) the two candidates who get the greatest number of votes in the secret ballot shall be declared elected to the third and fourth positions;

- (iii) if no nominations are received from the floor—the third and fourth positions shall be deemed casual vacancies;
- (c) if three written nominations are received in accordance with Rule 43—those nominees shall be declared elected, nominations shall be accepted from the floor for the third position, and:
  - (i) if only one nomination is received from the floor—that nominee shall be declared elected to the fourth position;
  - (ii) if more than one nomination is received from the floor:
    - (A) a secret ballot shall be held to fill the fourth position; and
    - (B) the candidate who gets the greatest number of votes in the secret ballot shall be declared elected to the fourth position;
- (d) if four written nominations are received in accordance with Rule 43—those nominees shall be declared elected;
- (e) if more than four written nominations are received in accordance with Rule 43:
  - (i) a secret ballot shall be held to fill the vacancies; and
  - (ii) the four candidates who get the greatest number of votes in the secret ballot shall be declared elected;
- (e) if no written nominations are received in accordance with Rule 43—nominations shall be accepted from the floor, and:
  - (i) if only one nomination is received from the floor—that nominee shall be declared elected, and the second, third and fourth positions shall be deemed casual vacancies;
  - (ii) if two nominations are received from the floor—those nominees shall be declared elected, and the third and fourth positions shall be deemed casual vacancies;
  - (iii) if three nominations are received from the floor—those nominees shall be declared elected, and the fourth position shall be deemed a casual vacancy;
  - (iv) if four written nominations are received from the floor—those nominees shall be declared elected;

- (v) if more than four nominations are received from the floor:
    - (A) a secret ballot shall be held to fill the vacancies; and
    - (B) the four candidates who get the greatest number of votes in the secret ballot shall be declared elected;
  - (vi) if no nominations are received from the floor—all four positions shall be deemed casual vacancies.
- (4) Any secret ballot required to be conducted under this Rule shall be conducted in such usual and proper manner as the returning officer may direct.
- (5) The declaration of the *Poll* by the returning officer shall be final.
- (6) No person who holds an executive, management or committee position with the *MDSFA* shall be eligible to hold office as *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, NSWRSI Delegate, MDSFA Delegate, Appeals Chairperson, or Appeals Committee Member*.
- (7) A *Member* is eligible to hold only one of the following offices at any one time:
- (a) *President*;
  - (b) *Secretary*;
  - (c) *Treasurer*;
  - (d) *Vice-President*;
  - (e) *Registrar*;
  - (f) *Assistant Secretary*;
  - (g) *NSWRSI Delegate*;
  - (h) *MDSFA Delegates*;
  - (i) *Appeal Chairperson*;
  - (j) *Appeal Committee Member*.

#### 45. **Casual vacancies**

- (1) A casual vacancy arises if:
- (a) an *Officer*.

- (i) dies; or
  - (ii) ceases to be a *Member*; or
  - (iii) resigns office by notice in writing given to the *Secretary* (or, in the case of the *Secretary*, by notice in writing given to the *President*); or
  - (iv) is removed from office under Rule 46; or
  - (v) is, or becomes, of unsound mind, or a person whose estate is liable to be dealt with in any way under the law relating to mental health; or
  - (vi) is absent without reasonable excuse from three consecutive meetings of any *Committee* of which the *Officer* is a member without the *Committee's* consent of the *Committee*; or
- (b) a casual vacancy is declared under Rule 44.
- (2) Where a casual vacancy occurs or is declared:
- (a) where the position is normally elected at an *Annual General Meeting*:
    - (i) the casual vacancy may be filled at any *General Meeting*; and
    - (ii) the *Member* elected to fill the casual vacancy holds office until the *Annual General Meeting* at which that office is scheduled to be vacated.
  - (b) where the position is normally appointed by the *Management Committee*—the casual vacancy may be filled at any meeting of the *Management Committee*.

#### **46. Removal of an *Officer***

- (1) An *Elected Official* may only be removed from office by a *Special Resolution*.
- (2) Any casual vacancy created by the passing of a *Special Resolution* under sub-Rule (1) may be filled at the same *General Meeting* by ordinary resolution.
- (3) An *Elected Officer* who is the subject of a proposed *Special Resolution* under sub-Rule (1) may make written representations (not exceeding a reasonable length) to the *Secretary*, and request that *Members* be informed of the representations.

- (4) Where the *Secretary* receives written submissions as described in sub-Rule (3), the *Secretary* must either:
  - (a) provide all *Members* with a copy of the representations; or
  - (b) cause the representations to be read out at the *General Meeting* at which the proposed *Special Resolution* is considered.

#### **47. Acting appointments**

- (1) Where, due to illness, incapacity, or any other reason, an *Officer* is temporarily unable to perform his or her functions, the *Executive Committee* may appoint a *Member* to act as that *Officer*.
- (2) Sub-Rule 44(7) does not prevent an *Elected Officer* who holds one of the offices listed in that sub-Rule from being appointed under sub-Rule (1) to act as another *Officer* who is also listed in sub-Rule 44(7).
- (3) A *Member* appointed as an acting *Officer* under sub-Rule (1) may exercise all of the functions of the office in which they are acting, under the direction of the *Executive Committee*.
- (4) The appointment of a *Member* under sub-Rule (1) as an acting *Officer* terminates at the earlier of:
  - (a) the original *Officer* becoming able to discharge his or her functions again; and
  - (b) the *Executive Committee* revoking the appointment.
- (5) Despite any appointment under this Rule, the original *Officer* may continue to exercise any of the functions of his or her office.

### **CHAPTER 4 – GENERAL MEETINGS**

#### **PART 4.1 – ANNUAL GENERAL MEETINGS**

#### **48. Holding of Annual General Meetings**

- (1) With the exception of the first *Annual General Meeting*, the *Association* shall, once in each calendar year, and within the period of two (2) months after the expiration of each *Financial Year*, convene an *Annual General Meeting* of its *Members*.
- (2) The *Association* shall hold its first *Annual General Meeting*:
  - (a) within the period of 18 months after its incorporation under the *Act*; and

- (b) within the period of 2 months after the expiration of the first *Financial Year* of the *Association*.
- (3) Sub-Rules (1) and (2) have effect subject to any extension or permission granted by the Commission under subsection 26(3) of the *Act*.

**49. Calling of *Annual General Meetings***

- (1) The *Annual General Meeting* of the *Association* shall, subject to the *Act* and to Rule 48, be convened on such reasonable date and at such reasonable place and time as the *Executive Committee* thinks fit, provided that it is held no later than November 30 each year.
- (2) *Members* shall be given not less than 21 days' written notice (*Served* in accordance with these Rules) of the date, time and location of the *Annual General Meeting*.

**50. Business at *Annual General Meetings***

- (1) In addition to any other business that may be properly transacted at an *Annual General Meeting*, the order of business of an *Annual General Meeting* shall be:
  - (a) to receive and accept apologies;
  - (b) to confirm the minutes of the previous *Annual General Meeting* and of any *Special General Meeting* held since that meeting;
  - (c) to receive and deal with correspondence relevant to the *Annual General Meeting*;
  - (d) to receive from the *Committees* and *Officers* annual reports upon the activities of the *Committees* and *Officers* during the preceding *Financial Year*;
  - (e) to receive and consider the annual statement on financial matters which is required to be submitted to members pursuant to Section 26(6) of the *Act*;
  - (f) to elect a Returning Officer;
  - (g) to elect *Elected Officers* of the *Association* whose term of office has expired under Rule 42;
  - (h) to elect an *Auditor*;
  - (i) to elect a *Life Member* (if applicable);

- (j) to consider Notices of Motion of which previous notice has been given;
  - (k) to consider alterations to the Objects and Rules, by *Special Resolution*, (if applicable);
  - (l) to consider the annual subscription (and any levies) for the forthcoming *Membership Year* (under Rules 12 and 13); and
  - (m) to consider any general business properly brought forward.
- (2) The order of business at an *Annual General Meeting* may be altered by a *Majority* of votes cast by those *Members* present and entitled to vote.
- (3) In order to vote at an *Annual General Meeting*, a *Member* must:
- (a) have signed the attendance record; and
  - (b) not be an unfinancial *Member* (as explained in sub-Rules 12(6) and 13(5)).

#### **PART 4.2 – SPECIAL GENERAL MEETINGS**

##### **51. Holding of *Special General Meetings***

- (1) The *Secretary* shall convene a *Special General Meeting* upon:
- (a) a resolution of the *Executive Committee*; or
  - (b) a resolution of the *Management Committee*; or
  - (c) a resolution of a *General Meeting*; or
  - (d) a requisition in writing of not less than 10 *Members*.
- (2) A resolution of the *Executive Committee*, *Management Committee* or a *General Meeting* to convene a *Special General Meeting* under sub-Rule (1) shall state the purpose or purposes of the meeting.
- (3) A requisition of *Members* for a *Special General Meeting*:
- (a) shall state the purpose or purposes of the meeting;
  - (b) shall be signed by the 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 Members making the resolution.
- (4) If the *Secretary* fails to convene a *Special General Meeting* to be held within 1 month after the date of the lodgement of the requisition under sub-Rule (1), any one or more of the *Members* who made the requisition may convene a *Special General Meeting* to be held not later than 3 months after that date.
- (5) A *Special General Meeting* convened by a *Member* or *Members* under sub-Rule (4) shall be convened as nearly as practicable in the same manner as *General Meetings* are convened by the *Executive Committee*, and any *Member* who thereby incurs expense is entitled to be reimbursed by the *Association* for any expense so incurred.

#### **52. Business at *Special General Meetings***

- (1) The only business that may be conducted at a *Special General Meeting* is business relating to the purpose or purposes for which the *Special General Meeting* was called.
- (2) In order to vote at a *Special General Meeting*, a *Member* must:
  - (a) have signed the attendance record; and
  - (b) not be an unfinancial *Member* (as explained in sub-Rules 12(6) and 13(5)).

### **PART 4.3 – GENERAL MEETINGS**

#### **53. Holding of *General Meetings***

- (1) *General Meetings* of the *Association* shall be held at least once per calendar month during the period from February to September, at such reasonable time and place as the *Management Committee* may determine.

#### **54. Business at *General Meetings***

- (1) The order of business for a *General Meeting* shall be:
  - (a) to receive and accept apologies;
  - (b) to confirm the minutes of the previous *Management Committee* meeting
  - (c) to deal with any business arising from the minutes;
  - (d) to receive and deal with any correspondence;

- (e) to receive the *Treasurer's* financial statement, and deal with any business arising from the statement;
  - (f) to approve the payment of accounts received;
  - (g) to receive reports from *Officers, Committees, and Sub-Committees*, and deal with any business arising from those reports;
  - (h) to deal with Notices of Motion (if any); and
  - (i) to deal with any General Business properly brought forward.
- (2) *General Meetings* shall include a technical portion, which shall preferably take place at the beginning of the meeting or at such other time during the meeting, at the discretion of the Chairperson.
- (3) The order of business at a *General Meeting* may be altered by a majority of votes cast by those *Members* present and entitled to vote.
- (4) In order to vote at a *General Meeting*, a *Member* must:
- (a) have signed the attendance record; and
  - (b) not be an unfinancial *Member* (as explained in sub-Rules 12(6) and 13(5)).

#### **PART 4.4 – MISCELLANEOUS PROVISIONS RELATING TO MEETINGS**

##### **55. *Management Committee* meetings**

- (1) The quorum of the *Management Committee* shall comprise 5 members of the *Management Committee*, at least 1 of whom must be a member of the *Executive Committee*.
- (2) Where the *Management Committee* is unable to convene with a quorum, any business shall be held over until the next *Management Committee* meeting.
- (3) The order of business for a *Management Committee* meeting shall be:
  - (a) to receive and accept apologies;
  - (b) to confirm the minutes of the previous *Management Committee* meeting;
  - (c) to deal with any business arising from the minutes;
  - (d) to receive and deal with any correspondence;

- (e) to receive the *Treasurer's* financial statement, and deal with any business arising from the statement;
- (f) to approve the payment of accounts received;
- (g) to receive reports from *Officers, Committees, and Sub-Committees*, and deal with any business arising from those reports;
- (h) to deal with Notices of Motion (if any); and
- (i) to deal with any General Business properly brought forward.

## 56. Notice

- (1) The *Secretary* shall, at least 7 days before the date fixed for the holding of a *General Meeting*, cause to be *Served* on each *Member* a notice specifying the place, date and time of the meeting, and any information pertaining especially to that meeting, except where the nature of the business proposed to be dealt with at the *General Meeting* requires a *Special Resolution*.
- (2) Where the nature of the business proposed to be dealt with at a *General Meeting* requires a *Special Resolution*, the *Secretary* shall, at least 14 days before the date fixed for the holding of the *General Meeting*, cause to be *Served* on each *Member* a notice specifying the place, date and time of the meeting, the nature of the business proposed to be dealt with at the meeting, and the intention to propose a *Special Resolution*.
- (3) A *Member* desiring to bring any business before a *General Meeting* may give notice in writing of that business to the *Secretary*, who, provided reasonable time is available after receiving the notice, shall arrange for the inclusion of that business in the next notice calling for a *General Meeting* given after receipt of the notice from the *Member*.
- (4) Any notices of motion or *Special Resolutions* for the *Annual General Meeting* shall be submitted in writing to the *Secretary* no later than 30 days prior to the date notified for the next *Annual General Meeting*.
- (5) A *General Meeting* is not invalidated solely by reason of the accidental failure to give a *Member* the required notice unless greater than 25 percent of all *Members* are not given the notice in time.

## 57. Procedure

- (1) No item of business shall be transacted at a *General Meeting* unless a quorum of *Members* entitled under these Rules to vote is present during the time the meeting is considering that item.

- (2) The quorum of a *General Meeting* shall comprise 10 *Members* who are present at the meeting and entitled to vote, provided that at all times 2 of the 10 *Members* present are members of the *Executive Committee*.
- (3) If, within 30 minutes after the appointed time for the commencement of a *General Meeting*, a quorum is not present, the meeting, if convened upon the requisition of *Members*, shall be dissolved and, in any other case, shall stand adjourned to the time and place as specified at the time of the adjournment by the person presiding at the meeting.
- (4) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the commencement of the meeting, the *Members* present being not less than 7 shall constitute a quorum, provided that 2 of the 7 *Members* present are members of the *Executive Committee*.

#### **58. Presiding Member**

- (1) The *President* or, in the *President's* absence, the *Vice-President*, shall preside as chairperson at each *General Meeting* of the *Association*.
- (2) If the *President* and *Vice-President* are absent from a *General Meeting* or be unwilling to preside as chairperson, the *Members* present shall elect one of the remaining members of the *Executive Committee* or *Management Committee* in attendance to preside as chairperson at the meeting.

#### **59. Adjournment**

- (1) The chairperson of a *General Meeting* at which a quorum is present may, with the consent of the majority of *Members* present at the meeting who vote on the question of a proposed adjournment, adjourn the meeting from time to time and place to place, but no new 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 14 days or more, the *Secretary* shall arrange for written or oral notice of the adjourned meeting to each *Member* stating the place, date and time of the meeting and the nature of the business to be transacted at the adjourned meeting.
- (3) Except as provided in sub-Rule (2), notice of an adjournment of a *General Meeting* or of business to be transacted at an adjourned meeting is not required to be given.

#### **60. Making of decisions**

- (1) A resolution arising at a *General Meeting* may be determined by the chairperson on the strength of the voices for and against the resolution.

- (2) Notwithstanding sub-Rule (1), if there is any doubt as to the outcome of the question based on the strength of the voices, the chairperson shall call for a show of hands to determine the question.
- (3) A declaration by the chairperson that a resolution has, on the voices or 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 minute book 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.
- (4) A *Poll* shall be taken if, before the chairperson has declared the result of a vote on the strength of voices or a vote on the show of hands:
  - (a) the chairperson orders a *Poll* be taken; or
  - (b) at least 3 *Members* who are present at the meeting request a *Poll* be taken.
- (5) Where a *Poll* is demanded at a *General Meeting*, the *Poll* shall be taken:
  - (a) in the case of a *Poll* that relates to the election of the chairperson or to the question of an adjournment—immediately; or
  - (b) in any other case—in such manner and at such time before the close of the meeting as the chairperson directs.
- (6) The resolution of the *Poll* on a matter shall be deemed to be the resolution of the meeting on that matter.
- (7) A resolution shall not be rescinded at the same *General Meeting* at which it has been determined, unless the motion to rescind is carried by three-quarters of *Members* present and entitled to vote who vote on the question.

#### **61. *Special resolutions***

- (1) A resolution of the *Association* is a *Special Resolution* if:
  - (a) 21 days written notice specifying the intention to propose the resolution as a *Special Resolution* was *Served* on each *Member* in accordance with these Rules; and
  - (b) it is passed by a majority comprising not less than three-quarters of such *Members* as, being entitled under these Rules so to do, vote in person at a *General Meeting*.
- (2) Where it is made to appear to the Commissioner that it is not possible or practicable for the resolution to be passed in the manner specified in sub-Rule (1), a resolution is a *Special Resolution* if it is passed in a manner

specified by the Commissioner.

## **62. Voting**

- (1) Upon any question arising at a *General Meeting*, a *Member* has one vote only.
- (2) All votes shall be given personally by the *Member*.
- (3) There shall be no voting by proxy.
- (4) In the case of an equality of votes on a question at a *General Meeting* or at a meeting of any *Committee* or *Sub-Committee*, the chairperson of the meeting is entitled to exercise a casting vote.
- (5) A *Member* who is present at any *General Meeting* is entitled to vote at that meeting if, and only if, they:
  - (a) have signed the attendance record; and
  - (b) are not an unfinancial *Member* (as explained in sub-Rules 12(6) and 13(5)).

## **CHAPTER 5 – MISCELLANEOUS**

### **63. Insurance**

- (1) The *Association* shall effect and maintain insurance pursuant to section 44 of the *Act*.
- (2) In addition to the insurance required under sub-Rule (1), the *Association* may effect and maintain other insurance.

### **64. Source of funds**

- (1) The funds of the *Association* shall be derived from course fees, *Members'* subscriptions, *Members'* levies, donations, equipment sales, and, subject to any resolution passed by the *Association* in a *General Meeting*, such other sources as the *Association* determines.
- (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.
- (3) The *Association* shall, as soon as practicable after receiving any money, issue an appropriate receipt if requested.

**65. Management of funds**

- (1) Subject to any resolution passed by the *Association* in a *General Meeting*, the assets and income of the *Association* shall be applied solely to the pursuance of the *Association's* Objects, and no portion shall be distributed directly or indirectly for the personal benefit of *Members* (other than as bona fide reimbursement of expenses for services rendered or expenses approved by the *Management Committee* or *Members* and properly incurred on behalf of the *Association*).
- (2) The funds of the *Association* shall be held in such financial institutions that are licensed by the Reserve Bank of Australia as approved by the *Management Committee* or by the *Members*.
- (3) Members of the *Executive Committee* shall be the signatories of the *Association's* accounts with such financial institutions as are mentioned in sub-Rule (2).
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any 2 members of the *Executive Committee*.
- (5) Where members of the *Executive Committee* are related persons as determined by the Corporations Law:
  - (a) only 1 member of that related group shall be an authorised signatory of the *Association's* account(s); and
  - (b) all members of that related group (other than the 1 member mentioned in paragraph (a)) are not authorised to be signatories and shall not be authorised signatories; and
  - (b) 1 other member of the *Management Committee* shall be appointed as a signatory on the accounts for each member of the *Executive Committee* excluded from being a signatory under paragraph (b).
- (6) In the event of the *Association* being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities and the costs, charges and expenses of the winding up of the *Association*, shall be paid, pursuant to section 53(2) of the *Act*, and applied by the *Executive Committee* in accordance with their powers to any fund, institution or authority which is a non-profit organisation associated with the development of football referees.

**66. Financial Year**

- (1) The *Association's* *Financial Year* commences on 1 October each calendar year, and concludes on 30 September the following calendar year.

**67. Auditor**

- (1) An *Auditor*, preferably being a registered company auditor, who need not be member of the *Association*, shall be appointed by the *Members* each year at the *Annual General Meeting*.
- (2) The *Auditor* shall conduct such audit as is necessary to allow him or her to express an opinion on the *Association's* financial statement as to whether such financial statement represents a true and fair view of the *Association's* financial affairs.
- (3) The *Auditor* shall submit the audited financial statements mentioned in sub-Rule (2) to the *Management Committee* for distribution to *Members* at the *Annual General Meeting*.

**68. Alteration of Objects and Rules**

- (1) The statement of Objects and these Rules may be altered, rescinded or added to only by a *Special Resolution* of the *Association*.

**69. Common Seal**

- (1) The *Association's* common seal shall be kept in the *Public Officer's* custody.
- (2) The common seal shall not be affixed to any instrument except by the authority of the *Executive Committee* and the affixing of the common seal shall be attested by the signatures of 2 members of the *Executive Committee*.
- (3) A register of the use of the common seal shall be confirmed by the *Management Committee* at the *Management Committee* meeting preceding the *Annual General Meeting*.

**70. Custody of records**

- (1) Except as otherwise provided by these Rules, the *Public Officer* shall keep in his or her custody or under his or her control all records, and other documents relating to the *Association's* affairs.

**71. Inspection of records**

- (1) The records, books and other documents of the *Association* shall be open to inspection, free of charge, by a *Member* at any reasonable hour after giving due notice.

**72. Service of notices**

- (1) For the purpose of these Rules, a notice may be *Served* by or on behalf of the *Association* upon any *Member* either:

- (a) personally; or
  - (b) by sending it by prepaid post to the *Member's* postal address (as it appears in the *Register of Members* from time to time); or
  - (c) where the *Member* has provided facsimile number to the *Association* (and also consents to being *Served* by facsimile)—by sending the notice to the *Member's* facsimile number (as it appears in the *Register of Members* from time to time); or
  - (d) where the *Member* has provided an electronic mail address to the *Association* (and also consents to being *Served* by electronic mail)—by sending the notice to the *Member's* electronic mail address (as it appears in the *Register of Members* from time to time).
- (2) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or *Served*:
- (a) in the case of a notice *Served* under paragraph (1)(a)—on the date on which it is received by the addressee;
  - (b) in the case of a notice *Served* under paragraph (1)(b)—on the date on which it would normally be delivered in the ordinary course of post;
  - (c) in the case of a notice *Served* under paragraphs (1)(c) or (1)(d)—on the date on which it is sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **73. Surplus property**

- (1) In the event of the winding-up or cancellation of the incorporation of the *Association*, all surplus property (within the meaning given to that term in section 53(1) of the *Act*) of the *Association* shall be vested in the *Executive Committee* who shall dispose of such surplus property in accordance with sub-Rule 65(6).

### **74. Reimbursement of expenses**

- (1) The *Association* may, by appropriate resolution carried at an *Annual General Meeting*, approve the reimbursement of expenses to any *Officer* or *Officers* of the *Association*.
- (2) No honoraria or ex-gratia payments shall be made.

**75. Resolution of internal disputes**

- (1) Disputes between *Members* (in their capacity as *Members*), and disputes between *Members* and the *Association*, are to be determined in accordance with any relevant mechanisms made available by *FFA*, *Football NSW*, or *NSWSRI*.
- (2) Where no mechanisms for determining disputes between *Members* (in their capacity as *Members*), and disputes between *Members* and the *Association* are made available by either *FFA*, *Football NSW*, or *NSWSRI*, such a dispute is to be referred to a community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.
- (3) Where a dispute is referred to a community justice centre under sub-Rule (2), the parties shall, at least 7 days before a mediation session is to commence (where this is practicable), exchange statements of the issues that are in dispute between them and supply copies to the mediator.

**76. Power to make By-Laws**

- (1) The *Management Committee* may make *By-Laws*, not inconsistent with these Rules, for or with respect to any matter that is required or permitted by these Rules to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to these Rules and, in particular, for or with respect to:
  - (a) the *Membership Application Form*;
  - (b) grading and grouping referees;
  - (c) compliance with any requirements imposed by *FFA*, *Football NSW*, or *NSWSRI* upon the *Association*;
  - (d) referees' uniforms;
  - (e) referees' conduct;
  - (f) appointments;
  - (g) referees' reporting of send-offs and match incidents;
  - (h) appeal and legal fees;
  - (i) technical development of *Member* referees;
  - (j) privacy; and
  - (k) ensuring compliance with the requirements of the constitutions (and any by-laws and regulations made under those constitutions) of *FFA*

and *Football NSW*.

**77. Effect of FFA and Football NSW Constitutions**

- (1) The *Association* and *Members* are bound by the following:
  - (a) *Football NSW's* constitution;
  - (b) *Football NSW's* by-laws;
  - (c) policies and directions of the *Football NSW* directors and executive;
  - (d) regulations made pursuant to *Football NSW's* by-laws;
  - (e) the laws of football;
  - (f) *FFA's* constitution, by-laws, regulations and policies;
  - (g) any agreement between *FFA*, *Football NSW* or the *Association* and their respective sponsors or with any other person made for the benefit of *FFA*, *Football NSW*, *Football NSW* members or in the general interests of football; and
  - (h) any alteration, revocation or addition to any of the above made from time to time.
- (2) Where there is any inconsistency between the *Association's* Objects, Rules and *By-Laws* (on the one hand) and *Football NSW's* constitution, by-laws and regulations (on the other hand), then, to the extent of such inconsistency, *Football NSW's* constitution, by-laws and regulations shall apply.
- (3) *Members* agree to be bound and submit to the jurisdiction of *FFA*, *Football NSW* and the *Association*.
- (4) Each *Member* and the *Association* submits exclusively to the jurisdiction of a commission or tribunal established pursuant to *Football NSW's* by-laws to determine any complaint or dispute that arises between *Football NSW*, a *Member* or the *Association* or a combination of any of them and will not commence or pursue any proceedings in a court of law until as such time as the internal resolution process of the complaint or dispute has been exhausted.