



CONSTITUTION

OF

Macarthur District Football Referees Association Incorporated

REGISTERED NO Y 2045935

July 2025

TABLE OF AMENDMENTS

Date	Amendment
November 2015	Repeal and replace whole of constitution.
November 2016	Addition of sub-rule 48(9) confirming there is no maximum number of consecutive terms an officer may hold office. Amendment of sub 68(4) to prohibit electronic voting.
November 2017	Addition of sub-rule 50(5) to prohibit members who hold a MFA position holding an elected position Amendment to sub-rule 18(1) to allow the Disciplinary Committee to issue an interim suspension.
October 2023	Deletion of Rule 36 (Football NSW Delegates) and consequential amendments.
November 2023	Reduction of quorum for Management Committee Meetings; increase of notice period for meetings where the business at the meeting requires a Special Resolution; abolishment of monthly General Meetings and consequential amendments.
July 2025	Amendment to permit ex-gratia payment to Appointments Officer; Amendment to alter composition of Technical Sub-Committee; and to abolish Branch Coach and Convenor of Assessors positions; Amendment to enable suspension or termination of Membership for child protection; and Amendment to align Membership Year with Football Australia registration period.

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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 this Constitution and the By-Laws (unless the context or subject matter otherwise indicates or requires):

"Act" means the *Associations Incorporation Act 2009*.

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

"Appeals Chairperson" means the *Appeals Chairperson* of the Association, as described in Rule 43.

"Appeals Committee" means the *Committee* of the Association constituted under Rule 26.

"Appeals Committee Member" means an *Appeals Committee Member* of the Association, as described in Rule 44.

"Appointed Officer" means an *Officer* listed in sub-Rule 22(3) .

"Appointments Officer" means an *Appointments Officer* of the Association, as described in Rule 39.

"Assistant Secretary" means the *Assistant Secretary* of the Association, as described in Rule 35.

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

"Auditor" means the *Auditor* of the Association, as described in Rule 74.

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

"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.

"Committee" means a *Committee* listed in sub-Rule 21(1).

“Constitution” means this document and includes both the Objects and the Rules.

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

“Director-General” has the same meaning as under the *Act*.

“Disciplinary Chairperson” means the Disciplinary Chairperson of the Association, as described in Rule 41.

“Disciplinary Committee” means the Committee of the Association constituted under Rule 25.

“Disciplinary Committee Member” means a Disciplinary Committee Member, as described under Rule 42.

“Elected Officer” means an Officer listed in sub-Rule 22(2).

“Equipment Officer” means the Equipment Officer of the Association, as described in Rule 38.

“Executive Committee” means the Committee of the Association constituted under Rule 23.

“Female Liaison Officer” means the Female Liaison Officer of the Association, as described in Rule 47.

“FIFA” means the Federation Internationale de Football Association.

“Financial Year” means the period specified in Rule 73.

“Football NSW” means Football New South Wales Limited.

“General Meeting” means a Special General Meeting or Annual General Meeting of the Association.

“Life Member” means a Life Member duly elected in accordance with Rule 16.

“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 24.

“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.

"MFA" means the Macarthur Football Association Inc.

"MFA Delegate" means a *MFA Delegate* of the *Association*, as described in Rule 37.

"MPIO" means the *Member Protection Information Officer* of the *Association*, as described in Rule 46.

"NSWSLFR" means New South Wales State League Football Referees Inc.

"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 30.

"Public Officer" means the person appointed to this office under these Rules and in accordance with the *Act*.

"Qualified Referee" means a person holding a referee's certificate issued by *FFA*.

"Referee" includes assistant referee, additional 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 34.

"Regulations" means regulations made under the *Act*.

"Secretary" means the *Secretary* of the *Association*, as described in Rule 31, or, where no person holds that office, such other member of the *Executive Committee* as appointed by the *Executive Committee*.

"Serve", in relation to a notice, means serve in accordance with Rule 79.

"Special Resolution" means a resolution carried in accordance with Rule 67.

"Sub-Committee" means a *Sub-Committee* listed in sub-Rule 21(2).

"Technical Sub-Committee" means the *Sub-Committee* of the *Association* constituted under Rule 27.

“*Treasurer*” means the *Treasurer* of the *Association*, as described in Rule 32.

“*Vice-President*” means the *Vice-President* of the *Association*, as described in Rule 33.

- (2) In this *Constitution* and the *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 this *Constitution*, and *By-Laws*, in the same manner as those provisions would so apply if this *Constitution*, and the *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 has applied to be a *Member* under Rule 4 and the application has been approved; or
 - (b) 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 paid the annual subscription payable under Rule 13 and:
 - (a) the *Management Committee* is satisfied that:
 - (i) the applicant intends to referee matches, assess or instruct referees for the *Association* during the *Membership Year*; or
 - (ii) where the applicant has previously refereed matches, assessed or instructed referees for the *Association* but, due to injury or any other reason, is not likely to referee matches, assess or instruct referees for the *Association* during the *Membership Year*—the applicant intends to referee matches, assess or instruct referees 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 January each calendar year and concludes on 31 December in the same calendar year.

6. Cessation of membership

- (1) A person ceases to be a *Member* if the person:
 - (a) dies; or

- (b) resigns their membership in accordance with Rule 8; or
- (c) does not renew their membership by 31 January after the expiration of a *Membership Year*;
- (d) is expelled from the *Association*; or
- (e) has their membership terminated under Rule 11A.

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*, the *Executive Committee*, the *Disciplinary 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* or *Football NSW* 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.

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* or *Football NSW*.
- (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* or *Football NSW*.
- (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 *Member* who is accepting appointments to referee matches, or assessing or instructing referees for the *Association*; or
 - (b) non-active—a *Member* who is not an active member; or
 - (c) dual—a *Member* who is also a member of another football refereeing organisation in New South Wales (including, but not limited to, the *NSWSLFR*).

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 this *Constitution* and the *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.

11A. Suspension or termination of *Membership* for child protection

- (1) A *Member* who is aged 18 years or older is required to hold a working with children check clearance (issued under the force of the *Child Protection (Working with Children) Act 2012*) that authorises the *Member* to engage in paid and unpaid child-related work.
- (2) The *Management Committee* may suspend or terminate the *Membership* of a *Member* who, being aged 18 years or older, does not hold a clearance referred to in sub-Rule (1), unless there is a current application by the *Member* for such a clearance under the provisions of the *Child Protection (Working with Children) Act 2012*.
- (3) In addition to the power conferred by sub-Rule (2), the *Management Committee* may suspend or terminate the *Membership* of a *Member* who is subject to an interim bar under section 17 of the *Child Protection (Working with Children) Act 2012*.
- (4) The *Management Committee* may exercise its powers under this Rule without prior notice to the *Member* and without affording the *Member* an opportunity to be heard.
- (5) It is not necessary that a suspension imposed under this Rule have a specified end date, and, where the suspension does not have a specified end date, the *Management Committee* may, at any time, end the suspension.
- (6) The exercise by the *Management Committee* of a power under this Rule in relation to a *Member* does not prevent the further exercise of the power under this Rule in relation to the *Member*.

12. Unfinancial Members

- (1) An *Unfinancial Member* is a *Member* who has been deemed to be an *Unfinancial Member* pursuant to sub-Rule 13(6) or sub-Rule 14(5).
- (2) An *Unfinancial Member* shall not be entitled to the benefits of membership, including the right to attend training, general meetings and the right to receive appointments from the *Association*.
- (3) A member ceases to be an *Unfinancial Member* upon payment of all amounts outstanding in respect of their membership (including the annual subscription and levies).

13. Annual subscription

- (1) *Members* agree to pay an annual subscription to the *Association*.
- (2) The annual subscription shall be determined by ordinary resolution at an *Annual General Meeting*, or by *Special Resolution* at a *Special 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 *Special 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 has not paid his or her annual subscription for the current *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.

14. 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), or by such other date as approved by the *Management Committee*, shall be deemed to be an *Unfinancial Member*.

15. 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 13 and 14).

16. 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* is not an *Unfinancial Member*; 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*, other than an *Unfinancial 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*.

- (8) All *Life Members* are entitled to all rights and privileges of membership of the *Association*.
- (9) A *Life Member* may only have their life membership revoked by *Special Resolution*.
- (10) A *Life Member* whose life membership is revoked ceases to be a *Life Member*.

17. Disciplining of Members

- (1) Where the *Management Committee* suspects on reasonable grounds that a *Member* may have committed a *Disciplinary Offence*, the *Management Committee* may refer the matter to the *Disciplinary Committee*.
- (2) Upon receiving a referral from the *Management Committee*, the *Disciplinary Committee* shall investigate the matter as it thinks fit and determine whether or not to charge the *Member* with a *Disciplinary Offence*.
- (3) Where the *Disciplinary Committee* determines to charge a *Member* with a *Disciplinary Offence*, the *Disciplinary Committee* shall cause to be served on the *Member* a *Notice of Charge*.
- (4) A *Notice of Charge* must:
 - (a) specify the *Disciplinary Offence* with which the *Member* is charged;
 - (b) provide particulars of the conduct said to constitute the *Disciplinary Offence*;
 - (c) inform the *Member* that the *Disciplinary Committee* will be holding a *Disciplinary Hearing* to determine:
 - (i) whether or not the charge is proven; and
 - (ii) the *Disciplinary Action* to be imposed against the *Member*, if the charge be proven;
 - (d) inform the *Member* of the time, date and place of the *Disciplinary Hearing*;
 - (e) inform the *Member* of the *Disciplinary Action* that the *Disciplinary Committee* may impose, if the charge be proven;
 - (f) inform the *Member* of the *Member's* right to:
 - (i) attend, and make oral submissions at, the *Disciplinary Hearing*;

- (ii) provide written submissions for consideration at the *Disciplinary Hearing*; and
 - (iii) present relevant evidence and call relevant witnesses at the *Disciplinary Hearing*; and
- (g) be served on the *Member* no fewer than five days before the *Disciplinary Hearing*.
- (5) At a *Disciplinary Hearing*, the *Disciplinary Committee* shall provide the charged *Member* with a reasonable opportunity to present his or her case, including a reasonable opportunity to:
 - (a) make oral submissions;
 - (b) present relevant evidence and call relevant witnesses;
 - (c) respond to any evidence to which the *Disciplinary Committee* proposes to have regard in reaching its decision.
- (6) A *Disciplinary Hearing* may proceed notwithstanding the absence of the charged *Member*.
- (7) The *Disciplinary Committee* may, in its discretion, allow a person to appear at or attend a *Disciplinary Hearing* by telephone or any other means of communication.
- (8) After holding a *Disciplinary Hearing* in relation to a *Notice of Charge*, the *Disciplinary Committee* shall, having regard to all relevant evidence and submissions, determine:
 - (a) whether or not the charge was proven; and
 - (b) where the charge was found to be proven, the *Disciplinary Action* to be imposed against the *Member*.
- (9) The standard of proof that applies when determining whether a charge is proven is the balance of probabilities.
- (10) After making its decision in relation to a *Disciplinary Hearing*, the *Disciplinary Committee* shall cause to be served on the charged *Member* a *Notice of Outcome of Disciplinary Hearing*.
- (11) A *Notice of Outcome of Disciplinary Hearing* must:
 - (a) include the decision made by the *Disciplinary Committee* (including, where relevant, the *Disciplinary Action* imposed) and a statement of the reasons for the decision;

- (b) inform the Member of his or her right of appeal under Rule 19 (where the charge was found to be proven); and
 - (c) be served on the *Member* within 14 days after the decision is made.
- (12) Disciplinary Action imposed in accordance with this Rule takes effect upon service of the Notice of Outcome of Disciplinary Hearing.
- (13) A *Member* who is charged with a *Disciplinary Offence* may waive any right that he or she has under this Rule (including the notice period required by paragraph (4)(g)).
- (14) In this Rule, "conduct" includes an act, an omission to act, and a state of affairs.
- (15) The following are the *Disciplinary Offences* for the purposes of these Rules:
 - (a) bringing the *Association*, any other *Member* or football into disrepute;
 - (b) acting in a manner unbecoming of a *Member*, or prejudicial to the purposes and interests of the *Association* or football; and
 - (c) failing, refusing or neglecting to comply with, or breaching, a provision of:
 - (i) these *Rules*;
 - (ii) any *By-Law* made pursuant to these *Rules*; and
 - (iii) an applicable *Football NSW* or *FFA* regulation, policy, code of conduct or similar document.
- (16) Disciplinary Action means one or more of the following:
 - (a) a censure;
 - (b) a fine;
 - (c) a suspension from specified activities for a specified period;
 - (d) a suspension from Membership of the *Association* for a specified period;
 - (e) an expulsion from the *Association*; and
 - (f) any other reasonable action.

18. Interim suspension

- (1) Where the *Management Committee*, having referred a matter to the *Disciplinary Committee* under Rule 17, or the *Disciplinary Committee*, after a matter is referred

to them under Rule 17, is of the view that it is necessary, in order to protect the *Association's* interests or reputation, to immediately suspend the *Member* from *Membership* of the *Association*, the *Management Committee* or the *Disciplinary Committee* may suspend the *Member* from *Membership* of the *Association* on an interim basis.

- (2) An interim suspension from *Membership* of the *Association* does not affect a *Member's* rights and liabilities under Rule 17, Rule 19 or Rule 20.
- (3) An interim suspension from *Membership* of the *Association* comes to an end at the earlier of:
 - (a) a decision of the *Disciplinary Committee* not to charge the *Member*;
 - (b) a decision of the *Disciplinary Committee* or the *Appeals Committee* to dismiss the charge;
 - (c) the taking effect of *Disciplinary Action* imposed in accordance with this Rule; and
 - (d) revocation of the interim suspension by the *Management Committee*.

19. *Members' right of appeal to Appeals Committee*

- (1) A *Member* may appeal against *Disciplinary Action* imposed by the *Disciplinary Committee* under Rule 17 by lodging a *Notice of Appeal* with the Secretary within 7 days of being served with the *Notice of Outcome of Disciplinary Hearing*.
- (2) An appeal is not valid unless the prescribed appeal fee has been paid within 7 days of the *Member* being served with the *Notice of Outcome of Disciplinary Hearing*.
- (3) The effect of any *Disciplinary Action* imposed under Rule 17 shall be stayed upon lodgement of a *Notice of Appeal* and payment of the prescribed appeal fee within the time periods provided for by sub-Rules (1) and (2).
- (4) The stay referred to in sub-Rule (3) ceases to have effect upon service of the *Notice of Outcome of Appeal Hearing* in accordance with this Rule.
- (5) The Secretary shall, within a reasonable time of receiving a valid appeal, forward the *Notice of Appeal* to the *Appeals Chairperson*.
- (6) The *Appeals Chairperson* shall, within a reasonable time of receiving a *Notice of Appeal*, convene a meeting of the *Appeals Committee* (the *Appeal Hearing*), and inform the Secretary of the date, time and location of that meeting.
- (7) The Secretary shall, after receiving notification of the date, time and location of the *Appeal Hearing*, write to the *Member* who submitted the *Notice of Appeal*, informing the *Member*:
 - (a) that the *Appeals Committee* will be meeting to hear the *Member's* appeal (and informing the *Member* of the date, time and location of the *Appeal Hearing*); and
 - (b) that he or she must do either or both of the following:

- (i) attend, and make oral submissions at, the *Appeal Hearing*; and/or
 - (ii) provide written submissions for consideration at the *Appeal Hearing*.
- (8) A *Member* who lodges an appeal must do either or both of the following:
 - (a) attend, and make oral submissions at, the *Appeal Hearing*; and/or
 - (b) provide written submissions for consideration at the *Appeal Hearing*.
- (9) The *Appeals Committee* may, in its discretion, allow a person to appear at or attend an *Appeal Hearing* by telephone or any other means of communication.
- (10) At an *Appeal Hearing*, the *Appeals Committee* shall provide the *Member* with a reasonable opportunity to present his or her case (including a reasonable opportunity to make oral submissions).
- (11) Provided that the *Member* has complied with sub-Rule (8), the *Appeals Committee* shall, after having considered the *Disciplinary Committee*'s reasons and any oral and written submissions made by the *Member*, determine whether to allow or dismiss the appeal.
- (12) If the *Member* fails to comply with sub-Rule (8), the *Appeals Committee* must dismiss the appeal.
- (13) Where the *Appeals Committee* allows an appeal, the *Appeals Committee* shall make the decision which, in its opinion, the *Disciplinary Committee* ought to have made.
- (14) After making its decision in relation to an *Appeal Hearing*, the *Appeals Committee* shall cause to be served on the charged *Member* a *Notice of Outcome of Appeal Hearing*.
- (15) A *Notice of Outcome of Appeal Hearing* must:
 - (a) include the decision made by the *Appeals Committee* (including, where relevant, the *Disciplinary Action* imposed);
 - (b) include a statement of the reasons for the decision;
 - (c) be served on the *Member* within a reasonable time after the decision is made.

20. 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 19, a *Member* against whom disciplinary action has been taken under Rules 17 and 19 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

21. 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*;
 - (b) the *Disciplinary Committee*;
 - (c) the *Appeals Committee*; and
 - (d) such other *Sub-Committees* as the *Management Committee* creates.

22. 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) [deleted]
 - (h) the *MFA Delegates*;

- (i) the *Appeals Chairperson*; and
 - (j) the *Appeals Committee Members*.
- (3) The following *Officers* are the *Association's Appointed Officers*:
 - (a) the *Equipment Officer*;
 - (b) the *Appointments Officers*;
 - (c) [deleted]
 - (d) [deleted]
 - (e) the *MPIO*;
 - (f) the *Female Liaison Officer*;
 - (g) the *Disciplinary Chairperson*; and
 - (h) the *Disciplinary Committee Members*.
- (4) A person is not eligible to hold office as an *Elected Officer* or an *Appointed Officer* unless he or she has attained 18 years of age.
- (5) 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

23. 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*.

24. 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*; and
- (g) [deleted]
- (h) the *MFA 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) [deleted]
- (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 28.

25. The *Disciplinary Committee*

- (1) The *Disciplinary Committee* consists of:
 - (a) the *Disciplinary Chairperson*; and
 - (b) the *Disciplinary Committee Members*.
- (2) The *Disciplinary Committee* shall meet and perform functions as required by Rule 17.
- (3) In the performance of its functions, the *Disciplinary Committee*:
 - (a) may regulate the conduct of its proceedings as it thinks fit and is not bound to act in a formal manner; and
 - (b) may inform itself on any matter in such manner as it thinks fit and is not bound by the rules of evidence.
- (4) The *Disciplinary Chairperson* shall convene such meetings of the *Disciplinary Committee* as he or she considers necessary for the efficient performance of its functions.
- (5) Meetings of the *Disciplinary Committee* shall be held at such times and places as the *Disciplinary Chairperson* determines.
- (6) The *Disciplinary Chairperson* shall preside at all meetings of the *Disciplinary Committee* at which he or she is present.
- (7) If the *Disciplinary Chairperson* is not present at a meeting of the *Disciplinary Committee*, another *Member* of the *Disciplinary Committee* nominated by the *Disciplinary Chairperson* shall preside at the meeting.
- (8) The *Disciplinary Committee* shall keep minutes of its meetings.
- (9) At a meeting of the *Disciplinary Committee* (including a *Disciplinary Hearing*):
 - (a) two members of the *Disciplinary Committee* constitute a quorum;
 - (b) all questions shall be decided by a majority of votes of the members of the *Disciplinary Committee* present and voting; and
 - (c) the member of the *Disciplinary Committee* presiding has a deliberative vote and, in the event of an equality of votes, also has a casting vote.
- (10) The *Appeals Chairperson* and the *Appeals Committee Members* are not eligible to be appointed as, or hold the position of, *Disciplinary Chairperson* or *Disciplinary Committee Member*.
- (11) Where, in performing its functions under Rule 17, the *Disciplinary Committee* forms a suspicion on reasonable grounds that a *Member* has committed a

Disciplinary Offence that was not the subject of a referral by the *Executive Committee* or the *Management Committee*, the *Disciplinary Committee* shall have the same powers and functions in relation to that matter as if that matter had been referred to the *Disciplinary Committee* by the *Executive Committee* or the *Management Committee*.

26. The Appeals Committee

- (1) The *Appeals Committee* consists of:
 - (a) the *Appeals Chairperson*;
 - (b) the *Appeals Committee Members*.
- (2) The *Appeals Committee* shall meet and perform functions as required by Rule 19.
- (3) In the performance of its functions, the *Appeals Committee*:
 - (a) may regulate the conduct of its proceedings as it thinks fit and is not bound to act in a formal manner; and
 - (b) may inform itself on any matter in such manner as it thinks fit and is not bound by the rules of evidence.
- (4) The *Appeals Chairperson* shall convene such meetings of the *Appeals Committee* as he or she considers necessary for the efficient performance of its functions.
- (5) Meetings of the *Appeals Committee* shall be held at such times and places as the *Appeals Chairperson* determines.
- (6) The *Appeals Chairperson* shall preside at all meetings of the *Appeals Committee* at which he or she is present.
- (7) If the *Appeals Chairperson* is not present at a meeting of the *Appeals Committee*, another *Member* of the *Appeals Committee* nominated by the *Appeals Chairperson* shall preside at the meeting.
- (8) The *Appeals Committee* shall keep minutes of its meetings.
- (9) At a meeting of the *Appeals Committee* (including an *Appeal Hearing*):
 - (a) three members of the *Appeals Committee* constitute a quorum;
 - (b) all questions shall be decided by a majority of votes of the members of the *Appeals Committee* present and voting; and
 - (c) the members of the *Appeals Committee* presiding has a deliberative vote and, in the event of an equality of votes, also has a casting vote.

Part 3.3 – SUB-COMMITTEES**27. 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*); and
 - (b) [deleted]
 - (c) [deleted]
 - (d) any other *Members* appointed by the *Management Committee*.
- (2) The *Technical Sub-Committee*:
 - (a) is responsible for referee education, training and development, and the selection of referees for matches;
 - (b) shall provide reports to the *Management Committee* on its activities;
 - (c) shall inform the members of the *Management Committee* as soon as practicable on important matters relating to its functions and responsibilities, and report immediately regarding all matters that may be prejudicial to the *Association*.
- (3) The *Vice President* shall convene such meetings of the *Technical Sub-Committee* as he or she considers necessary for the efficient performance of its functions.
- (4) Meetings of the *Technical Sub-Committee* shall be held at such times and places as the *Vice President* determines.
- (5) The *Vice President* shall preside at all meetings of the *Technical Sub-Committee* at which he or she is present.
- (6) If the *Vice President* is not present at a meeting of the *Technical Sub-Committee*, another *Member* of the *Technical Sub-Committee* nominated by the *Vice President* shall preside at the meeting.
- (7) The *Technical Sub-Committee* shall keep minutes of its meetings.
- (8) At a meeting of the *Technical Sub-Committee*:
 - (a) three members of the *Technical Sub-Committee* constitute a quorum;
 - (b) all questions shall be decided by a majority of votes of the members of the *Technical Sub-Committee* present and voting; and
 - (c) the member of the *Technical Sub-Committee* presiding has a deliberative vote and, in the event of an equality of votes, also has a casting vote.

28. 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**29. 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

30. The *President*

- (1) The *President* shall:
 - (a) preside over all meetings that he or she attends (except the *Appeals Committee*, *Disciplinary Committee* (unless they hold the role of *Disciplinary Chairperson*), 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*.

31. 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.

32. 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 *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*;
- (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*.

33. The Vice-President

(1) The *Vice-President* shall:

- (a) in the absence of the *President*, preside over all meetings that he or she attends (except the *Disciplinary Committee* (unless they hold the role of *Disciplinary Chairperson*), and *Appeals Committee*);

- (b) assist the *President*;
- (c) chair the *Technical Sub-Committee* and oversee its activities; and
- (d) report back to the *Management Committee* on all matters relating to the *Technical Sub-Committee*.

34. 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* and *Football NSW* in a timely manner as required.
 - (d) prepare and update as necessary member group listings for use by the *Technical Sub-Committee*

35. The Assistant Secretary

- (1) The *Assistant Secretary* shall:
 - (a) record the proceedings at all *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.

36. [Deleted]

37. The MFA Delegates

- (1) There shall be two *MFA Delegates*.
- (2) The *MFA Delegates* shall:

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

38. 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 *Management Committee* meeting on equipment matters.

39. The *Appointments Officers*

(1) The *Management Committee* may:

- (a) appoint any number of *Appointments Officers* as it thinks fit; and
- (b) determine the terms of those *Appointments Officers'* appointments.

(2) The *Appointments Officers* 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 *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 *Football NSW*, and inform the Appointments Officer of any other relevant *Football NSW* branch of the game details; and send written notices to the designated assessor(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) provide the *Management Committee* and *Technical Sub-Committee* with recommendations and other information pertinent to the grading and/or grouping of *Member* referees;
- (i) provide reports to the *Technical Sub-Committee* on appointments matters;
- (j) 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
- (k) follow guidelines as set down in the *By-Laws*.

40. [Deleted]

41. The Disciplinary Chairperson

- (1) The *Disciplinary Chairperson* shall preside over all meetings of the *Disciplinary*

Committee that he or she attends, and exercise the functions conferred on him or her by Rule 17.

42. The Disciplinary Committee Members

- (1) There shall be two *Disciplinary Committee Members*.
- (2) The *Disciplinary Committee Members* shall attend meetings of the *Disciplinary Committee*, and determine disciplinary matters as required by Rule 17.

43. The Appeals Chairperson

- (1) The *Appeals Chairperson* shall preside over all meetings of the *Appeals Committee* that he or she attends, and exercise the functions conferred on him or her by Rule 19.

44. The Appeals Committee Members

- (1) There shall be four *Appeals Committee Members*.
- (2) The *Appeals Committee Members* shall attend meetings of the *Appeals Committee*, and determine appeals as required by Rule 19.

45. [Deleted]

46. The Member Protection Information Officer

- (1) The *MPIO* shall:
 - (a) exercise all functions required to be exercised by the *Association* under the law relating to child protection;
 - (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*; and
 - (c) have, or be in the process of attaining, the qualifications required of a member protection information officer by relevant government authorities.

47. The Female Liaison Officer

- (1) The *Female Liaison Officer* shall:
 - (a) act as a contact point for *Members*, particularly female *Members*;
 - (b) foster and encourage communication between *Members*, particularly female *Members*, and the *Management Committee*;

- (c) provide reports to the *Management Committee* on any grievances that *Members*, particularly female *Members*, may have;
- (d) foster and encourage the career development of *Members*, particularly female *Members*, and advise the *Technical Sub-Committee* of any *Members*, particularly female *Members*, who have development potential;
- (e) advise the *MPIO* on any matters relating to child protection that come to the attention of the *Female Liaison Officer*; and
- (f) assist *Members*, particularly female *Members*, at training where available.

Part 3.6 – ELECTION AND APPOINTMENT OF OFFICERS

48. Term of office

- (1) The *President*, *Secretary*, *Treasurer*, *Vice-President* and *Registrar* shall be elected terms of two years.
- (2) The *Assistant Secretary*, *MFA Delegates*, *Appeals Chairperson* and *Appeals Committee Members* shall be elected for terms of one year.
- (3) The *Appointed Officers* 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*, *MFA 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*, *MFA 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*, *MFA Delegates*, *Appeals Chairperson*, and *Appeals Committee Members* are each eligible for re-election upon the expiration of their term of office.

- (9) There is no maximum number of consecutive terms for which an Officer may hold office.

49. Nomination for office

- (1) A nomination for *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, MFA 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 13 and 14).

50. Election to office

- (1) In any election for an *Elected Officer*:
 - (a) if the number of written nominations received in accordance with Rule 49 is equal to the number of vacant positions, that/those nominee/s shall be declared elected to the relevant office;
 - (b) if the number of written nominations received in accordance with Rule 49 is more than the number of vacant positions;
 - (i) a *Poll* shall be held to fill the vacant position(s); and
 - (ii) the nominee with the greatest number of votes shall be declared elected to the relevant office;
 - (iii) if there is more than one vacant position in the relevant office, paragraphs (i) and (ii) shall be repeated until all the vacant positions are filled for the relevant office.
 - (c) if the number of written nominations received in accordance with Rule 49 is fewer than the number of vacant positions, that/those nominee/s shall be declared elected to the relevant office and nominations shall be accepted from the floor; and

- (i) if the number of nominations received from the floor is equal to the number of vacant positions in the relevant office then that/those nominee/s shall be declared elected to the relevant office;
 - (ii) if the number of nominations received from the floor is more than the number of vacant positions in the relevant office;
 - (A) a *Poll* shall be held to fill the vacant position(s); and
 - (B) the nominee with the greatest number of votes shall be declared elected to the relevant office;
 - (C) if there is more than one vacant position in the relevant office, sub-paragraphs (A) and (B) shall be repeated until all the vacant positions are filled for the relevant office.
 - (iii) if the number of nominations received from the floor is fewer than the number of vacant positions in the relevant office, that/those nominee/s shall be declared elected to the relevant office and the remaining unfilled position/s shall be declared a casual vacancy.
- (2) An *Elected Officer* who accepts a nomination for an office elected at an *Annual General Meeting* (other than a casual vacancy) is deemed to have resigned from their current office at the commencement of the election or, where there is no election, immediately before they are declared elected.
- (3) An *Elected Officer* who accepts a nomination to fill a casual vacancy is not required to resign prior to a *Poll* and is deemed to have resigned from their current office, if they are declared elected, immediately before that declaration.
- (4) 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) [deleted]

- (h) *MFA Delegates;*
 - (i) *Appeals Chairperson;*
 - (j) *Appeals Committee Member.*
- (5) No person who holds an executive, management or committee position with the *MFA* shall be eligible to hold office as *President, Secretary, Treasurer, Vice-President, Registrar, Assistant Secretary, MFA Delegate, Appeals Chairperson, or Appeals Committee Member.*

51. 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 52; or
 - (v) is, or becomes, a mentally incapacitated person; or
 - (vi) is absent from three consecutive meetings of any *Committee* of which the *Officer* is a member without the *Committee's* consent; or
 - (vii) is deemed to have resigned by operation of sub-Rule 50(2); or
 - (viii) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth; or
 - (ix) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months, or
 - (x) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth, or
 - (xi) becomes ineligible to hold office under sub-Rule 50(5).

- (b) a casual vacancy is declared or arises under Rule 50.
- (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*.

52. Removal of an Officer

- (1) An *Elected Officer* 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.

53. Acting appointments

- (1) Where, due to illness, incapacity, or any other reason, an *Officer* is temporarily unable to perform his or her functions, or a casual vacancy has arisen, the *Management Committee* may appoint a *Member* to act as that *Officer*.
- (2) Sub-Rule 50(4) 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 50(4).

- (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 *Management 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 *Management Committee* revoking the appointment; and
 - (c) in the case of a member appointed to act as an *Officer* of a casual vacancy, the filling of the casual vacancy.
- (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

54. 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 *Director-General* under paragraph 37(2)(b) of the *Act*.

55. Calling of *Annual General Meetings*

- (1) The *Annual General Meeting* of the *Association* shall, subject to the *Act* and to Rule 54, 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*.

56. 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 any financial statement or report which is required to be submitted to members under the *Act*;
 - (f) to elect a Returning Officer;
 - (g) to elect *Elected Officers* of the *Association* whose term of office has expired under Rule 48;
 - (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 Constitution, by *Special Resolution*, (if applicable);
 - (l) to consider the annual subscription (and any levies) for the forthcoming *Membership Year* (under Rules 13 and 14); 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*.

Part 4.2 – SPECIAL GENERAL MEETINGS**57. 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.

58. 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*.

Part 4.3 – [DELETED]

59. [Deleted]

60. [Deleted]

Part 4.4 – MISCELLANEOUS PROVISIONS RELATING TO MEETINGS

61. *Management Committee Meetings*

- (1) The quorum of the *Management Committee* shall comprise four members of the *Management Committee*, at least one 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.

62. Notice

- (1) The *Secretary* shall, at least 7 days before the date fixed for the holding of a

Special 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 *Special General Meeting* requires a *Special Resolution*.

- (2) Where the nature of the business proposed to be dealt with at a *Special General Meeting* requires a *Special Resolution*, the *Secretary* shall, at least 21 days before the date fixed for the holding of the *Special 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% of all *Members* are not given the notice in time.

63. 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 ten *Members* who are present at the meeting and entitled to vote, provided that at all times two of the ten *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 seven shall constitute a quorum, provided that two of the seven *Members* present are members of the *Executive Committee*.

64. 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.

65. 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.

66. 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 three *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.

67. 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.

68. 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) There shall be no voting by postal or electronic ballot.
- (5) 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.

- (6) 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*.

69. Technology

- (1) Any meeting of a *Committee* or *Sub-Committee* (not including a *General Meeting*) may be held at two or more venues using any technology that gives any member of that *Committee* or *Sub-Committee* a reasonable opportunity to participate.

CHAPTER 5 – MISCELLANEOUS

70. Insurance

- (1) The *Association* may effect and maintain insurance.

71. 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.

72. 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
 - (c) 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 65(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.

73. Financial Year

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

74. 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*.

75. Alteration of Constitution

- (1) This Constitution may be altered, rescinded or added to only by a *Special Resolution* of the *Association*.

76. 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*.

77. 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.

78. 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.

79. 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.

80. 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 65(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 72(6).

81. Reimbursement of expenses

- (1) The *Association* may, by appropriate resolution, approve the reimbursement of expenses to any *Officer* or *Officers* of the *Association*.
- (2) Subject to sub-Rules (3) and (4), no honoraria or ex-gratia payments shall be made.
- (3) The *Association* may, by ordinary resolution at an *Annual General Meeting*, determine to pay an *Appointments Officer* an ex-gratia payment of no greater than \$2,500.
- (4) The total amount of any ex-gratia payments approved under sub-Rule (3) at a single *Annual General Meeting* shall not exceed \$2,500.

82. 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* or *Football NSW*.
- (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* or *Football NSW*, 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.

83. 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* or *Football NSW* on 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*.

84. 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.