



FOOTBALL FEDERATION
**NORTHERN
TERRITORY**

Constitution

Football Federation Northern Territory Incorporated



FOOTBALL
FEDERATION
AUSTRALIA

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1 Objects of Association

1.1 Objects

The objects for which the Association is established are:

- (a) to be the member of FFA in respect of the Territory and to comply with the constitution and by-laws of FFA;
- (b) to govern Football throughout the Territory and protect Football from abuse;
- (c) to provide and promote Football as an undertaking which benefits communities within the Territory through enhancement of and improvement in, the health and general well-being of participants;
- (d) to provide and promote education of Football players, coaches, referees and administrators;
- (e) to provide and promote a healthy lifestyle in schools, and communities generally, through Football education;
- (f) prevent infringement of the constitution and by-laws of FFA to the extent that it is able to do so;
- (g) to foster friendly relations among the officials and players of Football by encouraging Football games in the Territory;
- (h) to take all reasonable steps to ensure that discrimination or distinction does not occur among Football participants on any grounds regulated under any Equal Opportunity Law;
- (i) to promote, provide for, regulate and manage Football tournaments and games in the Territory;
- (j) to promote, provide for, regulate and manage Football players representing the Territory;
- (k) to co-operate with FFA, other members of FFA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (l) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the Territory so that Registered Participants and communities, in general, enjoy safe environments; and
- (m) any other object which, in the opinion of the Directors, is in the best interests of Football.

1.2 Variation of objects and purposes

Without limiting clause 1.1, the objects or purposes of the Association may be altered in accordance with the mechanism specified in clause 7.4.

2 Income and payments

2.1 Application of income

All the Association's profits (if any), other income and property, however derived, must be applied only to promote its objects.

2.2 No dividends, bonus or profit to be paid to Members

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

2.3 Payments in good faith

Subject to rule 10.18, rule 2.2 does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a Association of which an officer or Member is a director or shareholder:

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

3 Membership

3.1 First Members

The First Members are:

- (a) Zikorad Ilic;
- (b) John Boyd Orr Keirs;
- (c) Douglas Frank Denniss;
- (d) Kym Alwyn Handberg;
- (e) Terry John Dent.

When the last of the individuals referred to in rule 3.2 is admitted to membership, the membership of the each of the First Members automatically ceases.

3.2 Members

The Directors must invite:

- (a) chair and deputy chair of each Zone Council together with one other member of each Zone Council nominated by the council from amongst its members; and
- (b) the chair of each Standing Committee,

to apply for membership.

The Directors must admit to membership under this rule 3.2 each of those individuals who accept the invitation according to rule 3.9.

3.3 Duration of membership

An individual admitted to membership according to rule 3.2(a) will cease to be a Member according to the By-laws adopted under rule 3.5.

3.4 Zones

- (a) The Territory must be divided into Zones.
- (b) Zone boundaries will initially be those fixed by FFA and defined in the By-laws. With the consent of FFA, Zone boundaries may be redrawn by the Directors from time to time.
- (c) The Directors must adopt a By-law which defines the Zone boundaries.

3.5 Zone Councils

- (a) The Directors must establish a Zone Council for each Zone.
- (b) A Zone Council is to comprise a minimum of 6 and a maximum of 10 persons elected by the Registered Participants resident in the relevant Zone, although a Zone Council may operate with less than the minimum number of councillors if less than six eligible persons are available to act in that position.
- (c) The Directors must adopt By-laws which provide for the membership, functions and operation of Zone Councils and the election of, vacation of office by, and removal of, Zone Councillors. The By-law must be in a form approved by FFA.

3.6 Registered Participants in Zones

Each Zone Council Member:

- (a) must cause the Zone Council by which they were elected to procure that each Registered Participant registered in the Zone administered by that Zone Council:

- (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations, by-laws of FFA enforced from time to time, the Football Code of Conduct and those of the By-laws expressed to apply to or in relation to Registered Participants (**Relevant By-laws**);
 - (ii) without limiting rule 3.6(a)(i), agrees to pay the fees and subscriptions set out in, or determined according to, those of the By-laws expressed to apply to or in relation to Registered Participants;
 - (iii) agrees to be bound by the Grievance Procedure and the dispute resolution process set out in rule 8.2:
 - (A) while a Registered Participant;
 - (B) after ceasing to be a Registered Participant, in respect of disputes relating to a matter arising while they were a Registered Participant;
 - (iv) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations, by-laws of FFA enforced from time to time, the Football Code of Conduct, the Grievance Procedure and the Relevant By-laws can be obtained; and
- (b) who does not comply with rule 3.6(a), may, at the absolute discretion of the Directors:
- (i) have their membership terminated by the Directors; or
 - (ii) have their voting rights suspended according to rule 6.4.

3.7 Standing Committees

- (a) The Directors must, as soon as practicable, establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a women's Standing Committee;
 - (iv) a futsal Standing Committee; and
 - (v) a juniors' Standing Committee.
- (b) In addition to the Standing Committees referred to in rule 3.7(a), the Directors may, with the consent of FFA, establish any other Standing Committee they think fit.
- (c) A Standing Committee is established by a By-law made by the Directors. The By-law must be in a form approved by FFA.

- (d) In respect of each Standing Committee the By-law must provide for its functions, membership and operation and the election of, vacation of office by, and removal of, members of the standing committee.
- (e) The Directors or the Association may with the consent of the FFA dissolve any Standing Committee established under rule 3.7(b) by repealing the By-law under which it is established.

3.8 Election By-law

The Directors must adopt a By-law which regulates the election or appointment of Zone Councillors and members of Standing Committees.

3.9 Admission of Members

- (a) Before admission as a Member, a person invited by the Directors to apply for membership must sign an application agreeing to be bound by:
 - (i) this Constitution;
 - (ii) the By-laws;
 - (iii) the Statutes and Regulations;
 - (iv) the Grievance Procedure and the dispute resolution process set out in rule 8.2:
 - (A) while a Member; and
 - (B) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.
- (b) Subject to rule 3.2, on receipt by the Secretary of the signed application, the applicant becomes a Member.

3.10 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
 - (iv) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;

- (v) the termination of their membership according to this Constitution;
 - (vi) the expiry of the term of their membership according to rule 3.1 or 3.3;
 - (vii) in the case of a Member admitted according to rule 3.2(b), their ceasing to be the chair of the relevant Standing Committee; or
 - (viii) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.
 - (ix) in the case of a Member referred to in rule 3.2(a):
 - (A) the Member ceases to be able to pay its debts as they become due;
 - (B) the Member ceases to carry on business; or
 - (C) any step is taken to appoint an administrator, a liquidator, a provisional liquidator or other like person of the whole or any part of the assets or business of the Member.
- (b) For the purposes of rule 3.10(a)(i), a Member may resign as a Member by giving 14 days written notice to the Directors.

3.11 No claim against the Association

A Member whose membership ceases has no claim in their capacity as a Member or former Member against the Association or the Directors for damages or otherwise.

3.12 Limited liability

Members have no liability in that capacity except as set out in rule 21.1.

3.13 Members subscriptions

There are no membership fees, subscriptions or other amounts payable by the Members as Members.

3.14 Disciplining Members

Except as provided for in this Constitution, the Directors have no right to discipline a Member.

4 General meetings

4.1 Annual general meeting

Annual general meetings of the Association are to be held according to the Act.

4.2 Power to convene general meeting

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

4.3 Notice of general meeting

- (a) Notice of a meeting of Members must be given according to rule 19 and the Act.
- (b) A person may waive notice of any general meeting by notice in writing to the Association, where permitted to do so by the Act.

4.4 Attendance at general meetings

- (a) Each Member is entitled to receive notice of and to attend and speak at general meetings.
- (b) A Director is entitled to receive notice of and attend and speak at all general meetings.
- (c) The Directors may invite other persons to attend and speak at general meetings.

4.5 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting, change the venue for the meeting or postpone the meeting to a date and time they determine.

4.6 Written notice of cancellation or postponement of general meeting

Notice of cancellation, change of venue or postponement of a general meeting must state the reason for doing so and be given to each Member individually and each other person entitled to notice of general meetings under the Act.

4.7 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and

- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

4.8 Number of clear days for postponement of general meeting

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

4.9 Business at postponed general meeting

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

4.10 Proxy, attorney or Representative at postponed general meeting

Where:

- (a) a proxy or attorney is by the terms of the instrument of appointment authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument, or the venue for the meeting is changed,

then that later date is substituted for the date specified in the instrument or the changed venue is substituted for the venue specified in the instrument (as the case may be), unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

4.11 Non-receipt of notice

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

5 Proceedings at general meetings

5.1 Number for a quorum

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

5.2 Requirement for a quorum

- (a) An item of business may not be transacted at a general meeting, except the election of a President and the adjournment of the

meeting, unless a quorum of Members is present when the meeting proceeds to consider it.

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

5.3 Quorum and time

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

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

5.4 Adjourned meeting

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

5.5 President to chair general meetings

The President is entitled to chair general meetings.

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

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present.

5.6 Conduct of general meetings

The chair of a general meeting:

- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;

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

A decision by the chair of a general meeting under this rule is final.

5.7 Adjournment of general meeting

- (a) The chair of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The chair may, but need not, seek any approval for the adjournment.
- (d) Unless required by the chair, a vote may not be taken or demanded in respect of any adjournment.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Act.

5.8 Notice of adjourned meeting

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

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

5.9 Questions decided by majority

Subject to the requirements of the Act and this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes casting vote for chair

Except on a resolution to elect a Director, if there is an equality of votes, whether on a show of hands or on a poll, the chair of the meeting is entitled to a casting vote in addition to any votes to which the chair is otherwise entitled.

5.11 Declaration of results

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

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

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

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chair and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chair or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll has been demanded.

5.13 Objection to voting qualification

An objection to the right of a person to attend or vote at the meeting (including an adjourned meeting):

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

A vote not disallowed by the chair of a meeting under this rule 5.13 is valid for all purposes.

5.14 Chair to determine any poll dispute

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

6 Votes of Members**6.1 Votes on show of hands**

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

6.2 Votes on a poll

On a poll each Member present has one vote and each person present as a proxy, attorney or Representative of a Member has one vote for each Member that the person represents.

6.3 Relativity of votes

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

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

6.4 Suspension of voting rights

- (a) The voting rights of a Member may be suspended while the payment of any amount determined under rule 3.6(a)(ii) is in arrears.
- (b) No other rights of the Members are affected.

6.5 Right to appoint proxy

- (a) Subject to the Act, a Member entitled to attend a meeting of the Association or of any class of Members is entitled to appoint another person as their proxy to attend the meeting in their place.
- (b) However, in the case of a Standing Committee Member the appointment of a proxy must be approved by the relevant Standing Committee and the proxy must themselves be a member of the relevant Standing Committee.
- (c) A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

6.6 Right to appoint attorney

- (a) A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Association or of any class of Members.
- (b) To be effective, an instrument appointing an attorney, together with any evidence of non-revocation the Directors require, must be received by the Association at least 48 hours before the meeting.

7 Obligations to FFA

7.1 Constitution

- (a) The Members must amend this Constitution, and the Directors must adopt, revoke or amend the By-laws, to promptly adopt changes in the model constitution and by-laws promulgated by FFA from time to time.
- (b) The Members must not otherwise amend this Constitution, and the Directors must not otherwise adopt, revoke or amend any By-laws, without the consent of FFA.
- (c) Any amendment to this Constitution and any adoption, revocation or amendment of any By-law in breach of rule 7.1(b) will be invalid.

7.2 Enforcement of rules

- (a) The Association must promulgate and comply with the Statutes and Regulations.
- (b) The Association must promulgate and enforce the Laws of the Game.

7.3 Register of participants

- (a) The Association must maintain a database of each person registered with it in any capacity.
- (b) The database is to be established and maintained in the form, and contain the details, required by FFA from time to time.
- (c) The Association must provide FFA with a copy of its database by 1 March and 1 September each year, certified by the Chief Executive Officer to be true and correct as at the previous 31 December and 30 June respectively.
- (d) The Association must permit FFA to audit, or to appoint a third party to audit, a database maintained under this rule at its discretion and the Association must co-operate with FFA and do everything reasonably required by FFA to facilitate the audit.
- (e) In fulfilling its obligations under this rule 7.3, the Association must comply with all applicable privacy laws and the National Privacy Principles set out in the *Privacy Act 1988* (Cth), whether or not the Association is otherwise bound to comply with them.
- (f) The Directors may adopt a By-law regulating the steps to be taken by the Association in relation to the disclosure of Personal Information collected by it. A By-law adopted under this rule 7.3 must be consistent with the by-law adopted by FFA on the same subject matter.
- (g) FFA's rights under this rule may be exercised by a representative, 3rd party or other person nominated by FFA.

7.4 Amendment of Constitution

Without limiting clause 7.1, this Constitution may be modified or replaced by a resolution passed by at least 75% of Members voting at a meeting for which notice of the proposed modification or replacement has been given.

Fourteen days prior written notice is to be given by the Association for the meeting at which any modification or replacement is proposed.

7.5 Financial Statements

The Association must:

- (a) prepare annual Financial Statements in respect of all of its financial activities for the period ending at the end of its financial year and ensure that the Financial Statement are audited; and
- (b) provide FFA with a copy of the audited Financial Statements no later than 3 months after the end of the Association's financial year.

8 FIFA, AFC and FFA

8.1 Compliance and co-operation

The Association must:

- (a) comply with this Constitution, all By-laws, the constitution of FFA and all by-laws of FFA;
- (b) comply with, and do everything within its power to enforce compliance with, the Football Code of Conduct, the Statutes and Regulations and the Laws of the Game;
- (c) co-operate with FFA in all matters relating to the organisation of national Football competitions, the Association's own competitions and Football in general;
- (d) comply with all written notices given to the Association by FFA pursuant to rule 7.4 of the constitution of FFA; and
- (e) comply with directions given to the Association by FFA pursuant to rule 7.6 of the constitution of FFA.

8.2 Referral of disputes

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must itself, and must ensure that its Affiliates, refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure.

- (c) This rule 8.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

9 Patrons and Life Members

9.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Association.

9.2 Rights of Patrons

Patrons are:

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

9.3 Eligibility for Life Membership

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

9.4 Nomination requirements

A nomination under rule 9.3 must:

- (a) be in writing in the form determined by the Directors from time to time; and
- (b) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.

9.5 Admission to Life Membership

- (a) Nominations for admission to Life Membership are to be considered by the Directors at their next meeting after the nomination is received.
- (b) In their absolute discretion, and without the need to give reasons for doing so, the Directors may recommend the nomination, or decide not to recommend or submit the nomination, to the next annual general meeting for approval.
- (c) A nominee is admitted to Life Membership if:
 - (i) the Directors recommend that the nominee be admitted to Life Membership; and
 - (ii) the recommendation is approved by a majority of two-thirds of Members present at the annual general meeting at which the recommendation is considered.

9.6 Admission of Life Members by Directors

Despite rules 9.3 to 9.5, the Directors may admit Life Members, without nomination, at the first meeting of Directors occurring after the adoption of this Constitution.

9.7 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under rule 5.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

9.8 Patrons and Life Members are not Members

Patrons and Life Members are not Members.

10 Directors

10.1 Number of Directors

There are to be no more than eight Directors comprised as follows:

- (a) a President who, is to be elected according to rule 10.9;
- (b) five other Directors who, are to be elected according to rule 10.9; and
- (c) up to two other Directors appointed according to rule 10.15.

10.2 First Directors

The First Directors are:

- (a) Zikorad Ilic;
- (b) John Boyd Orr Keirs;
- (c) Douglas Frank Denniss;
- (d) Kym Alwyn Handberg;
- (e) Terry John Dent.

Subject to the Act and rule 10.19, the First Directors will each remain in office until the completion of the first annual general meeting occurring after the adoption of this Constitution. The First Directors are eligible for re-election.

10.3 Eligibility

A person who holds a Disqualifying Position at the time they are elected a Director under rule 10.9 or appointed a Director under rule 10.14 or rule 10.15 must cease to hold that Disqualifying Position not more than 7 days after being elected or appointed a Director, or rule 10.19(e) shall apply.

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and rule 10.19(d) applies.

10.4 Nomination of persons for election as Directors

- (a) Two Members or a Member and a Director may nominate a person for election as a Director, including as a President (**Proposers**).
- (b) Another Member or Director must second the nomination (**Secunder**).
- (c) A nomination must be in writing and signed by the Proposers and Secunder and delivered to the Association by a date nominated by the Directors in any year in which an election of Directors will be held in accordance with this Constitution.
- (d) The nomination must be accompanied by a statutory declaration made by the nominee confirming that:
 - (i) to the best of their knowledge and belief, they have not been involved in any activities which could materially interfere with their ability to act in the best interests of the Association; and
 - (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of the Association; and
 - (iii) if they hold a Disqualifying Position, full details of that Disqualifying Position.

10.5 Application of nomination procedure

The requirements of nomination of persons for election as a Director under rule 10.4 apply to all persons proposing to stand for election or re-election, including a Director named in rule 10.2 proposing to stand for re-election.

10.6 Rotation of Directors

At the annual general meeting in 2008 and at each second subsequent annual general meeting one-half of the Elected Directors must retire from office.

If the number of Elected Directors is not a whole number which is a multiple of two, the number of Directors is to be rounded down to the next whole number.

10.7 Directors to retire

The Elected Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

As between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

10.8 Office held until end of meeting

A retiring Director (including a President) holds office until the end of the meeting at which that Director retires subject to the Director being re-elected.

10.9 Director elected at general meeting

At a general meeting:

- (a) at which a Director (including a President) retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to rule 10.15),

the Association shall fill the vacancy by electing someone to that office in accordance with the provisions in rules 10.10 and 10.11.

A Director (including a President) elected under this rule takes office at the end of the meeting at which they are elected a Director and will hold office for a term of four years.

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

Each Member is entitled to vote in an election for Directors except a Member whose voting rights have been suspended by the Board.

10.10 Procedure for Election of President

- (a) The President will unless he or she is standing for re-election as President conduct, as returning officer, the election for President.
- (b) If the President is ineligible or unable to act as returning officer, the returning officer will be the Vice-President or if he or she is also standing for re-election, a Director not seeking re-election chosen by a majority of the Members present to be the returning officer.
- (c) If only one person stands for election as President, the returning officer will declare the person that has nominated elected.

- (d) If more than one person has nominated for election as President, an election for the position will be conducted within the annual general meeting amongst the Members entitled to vote.
- (e) The election will be conducted by secret ballot conforming to the modified preferential voting system specified in rule 9.7 of By-law 1 and using the Borda Count.
- (f) The returning officer will scrutinise the ballot papers in accordance with rule 9.9 of By-law 1.
- (g) The returning officer will count the ballot papers and calculate the aggregate vote for each candidate using the Borda Count.
- (h) The returning officer will declare elected as a President the candidate who receives the largest aggregate vote calculated using the Borda Count.

10.11 Procedure for Election of Directors

- (a) The President will unless he or she is standing for election as a non-President Director conduct, as returning officer, the election for Directors.
- (b) If the President is ineligible or unable to act as returning officer, the returning officer will be the Vice-President or if he or she is also standing for re-election, a Director not seeking re-election chosen by a majority of the Members present to be the returning officer.
- (c) If the number of persons who have nominated for election as a Director is equal or less than the number of Directors to be elected, the returning officer will declare each person that has nominated elected.
- (d) If the number of persons who have nominated for election as a Director is greater than the number of persons to be elected, an election for the positions to be filled will be conducted within the annual general meeting amongst the Members entitled to vote.
- (e) The election will be conducted by secret ballot conforming to the modified preferential voting system specified in rule 9.7 of By-law 1 and using the Borda Count.
- (f) The returning officer will scrutinise the ballot papers in accordance with rule 9.9 of By-law 1.
- (g) The returning officer will count the ballot papers and calculate the aggregate vote for each candidate using the Borda Count.
- (h) The returning officer will declare elected as a Director the candidate who receives the largest aggregate vote calculated using the Borda Count and will then progressively declare elected as a Director each candidate who has the next highest aggregate vote until all the vacant elected Director positions have been filled.

10.12 Maximum term of office

Subject to rule 10.13, a Director may not serve more than two consecutive terms as a Director.

If a Director has served two consecutive terms, they may not be elected as a Director again until the second annual general meeting after the end of their second term of office.

Any period served as a First Director is not a term for the purposes of this rule.

10.13 Exception to rule 10.12

Despite rule 10.12, if a Director has served two consecutive terms as a Director but has not served as President, or has served only one of those terms as President, that person is eligible for election as President for one further consecutive four year term. After the end of that further term, they may not be elected again as a Director until the second subsequent annual general meeting.

10.14 Casual vacancy

- (a) The Directors may at any time appoint a person as a Director to fill a casual vacancy arising when an Elected Director ceases to hold office other than at an annual general meeting of the Association.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to the Association a statutory declaration confirming that, to the best of their knowledge and belief, they:
 - (i) have not been involved in any activities which could materially interfere with their ability to act in the best interests of the Association; and
 - (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of the Association; and
 - (iii) if they hold a Disqualifying Position, full details of that Disqualifying Position.
- (c) A Director appointed under this rule holds office until the end of the term of the Director in whose place they were appointed. For the avoidance of doubt, before the Director can stand for election at an annual general meeting, the nomination procedure under rule 10.4 must be complied with.
- (d) Service as a Director under this rule is a full term of office for the purposes of rules 10.6 and 10.12.

10.15 Appointed Directors

- (a) In addition to the Elected Directors, the Directors may themselves appoint up to two other persons as Appointed Directors.
- (b) Before a person can be appointed as a Director under this rule the person proposed to be appointed as a Director must deliver to the Association a statutory declaration confirming that, to the best of their knowledge and belief, they:
 - (i) have not been involved in any activities which could materially interfere with their ability to act in the best interests of the Association; and
 - (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of the Association; and
 - (iii) if they hold a Disqualifying Position, full details of that Disqualifying Position.
- (c) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and is eligible for re-appointment.

10.16 Vice-President

The Directors may elect from amongst their number a Vice-President and may also determine the period for which the person elected is to hold that office.

However, a person may hold the office of Vice-President only for as long as they are a Director.

10.17 Removal of Vice-President from office

A Vice-President may be removed from that office by the Directors at their absolute discretion.

10.18 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - (ii) otherwise engaged on the affairs of the Association.

10.19 Vacation of office

The office of a Director becomes vacant when the Act says it does and also if the Director:

- (a) is disqualified by the Act from being a committee member;
- (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (c) resigns office by notice in writing to the Association;
- (d) accepts appointment to, or becomes the holder of a Disqualifying Position;
- (e) fails to comply with rule 10.3; or
- (f) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

10.20 All Directors are committee members

For the purposes of the Act:

- (a) the board of the Association is its committee; and
- (b) all Directors are committee members.

11 Powers and duties of Directors**11.1 Directors to manage Association**

The Directors are to manage the Association's business and may exercise to the exclusion of the Association in general meeting all the powers of the Association that are not required, by the Act or by this Constitution, to be exercised by the Association in general meeting.

11.2 Specific powers of Directors

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

11.3 Appointment of attorney

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

11.4 Provisions in power of attorney

A power of attorney granted under rule 11.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the

Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

11.5 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Act.

11.6 Signing Cheques

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

12 Proceedings of Directors

12.1 Directors meetings

- (a) The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors consent, by accepting nomination as a Director, to meetings being held using any technology that gives the Directors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone, video conferencing or other electronic means. A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (c) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

12.2 Questions decided by majority

- (a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote and any such decision is for all purposes a determination of the Directors.

12.3 Proxy and voting

A person who is present at a Directors' meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

12.4 Chair's casting vote

In the case of an equality of votes upon any proposed resolution, the chair of the meeting has a casting vote.

12.5 Quorum

- (a) Business may not be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (i) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (ii) in any other case, four Directors (at least two of whom are entitled to vote),

present at the meeting of Directors.

12.6 Effect of vacancy

- (a) If there is a vacancy in the office of a Director then, subject to rule 12.6(b), the remaining Directors may act.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting for that purpose,

and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

12.7 Director attending and voting by proxy

A Director may attend and vote by proxy at a Directors' meeting if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment must be for a particular meeting.

12.8 Convening meetings

Any 3 Directors may, and the Secretary on the request of said Directors must, convene a Directors' meeting.

12.9 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax or other electronic means ; and
 - (v) will be taken to have been given to an alternate director if it is given to the Director who appointed that alternate director.
- (c) A Director may waive notice of any meeting of Directors by notifying the Association to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waives notice of that meeting under rule 12.9(c), notifies the Association of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the Director attended the meeting.
 - (iv) Attendance by a person at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting.

12.10 President to preside at Directors' meeting

- (a) The President is entitled to chair Directors' meetings.
 - (i) If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):
 - (ii) the Vice-President (if any);
 - (iii) a Director chosen by a majority of the Directors present.

12.11 Committees

The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.

12.12 Powers delegated to committees

- (a) The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.
- (b) A Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.
- (c) Powers delegated to and exercised by a committee are taken to have been exercised by the Directors.

12.13 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

12.14 Circulating resolutions

- (a) The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.
- (b) The resolution is passed when the last Director signs.

12.15 Validity of acts of Directors

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

13 Chief Executive Officer**13.1 Appointment of Chief Executive Officer**

The Directors must appoint a Chief Executive Officer.

13.2 Powers, duties and authorities of Chief Executive Officer

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

- (b) The exercise of those powers and authorities and the performance of those duties, by the Chief Executive Officer is subject at all times to the control of the Directors.

13.3 Suspension and removal of Chief Executive Officer

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

13.4 Chief Executive Officer to attend Directors' meetings

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

14 Secretary & Public Officer

14.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors. The Secretary may also be the Chief Executive Officer.

14.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

14.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

14.4 Appointment of Public Officer

There must be a Public Officer of the Association who:

- (a) must be resident in the Northern Territory; and
- (b) is to be appointed by the Directors.

14.5 Suspension and removal of Public Officer

The Directors may suspend or remove a Public Officer from that office.

14.6 Powers, duties and authorities of Public Officer

A Public Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, as determined by the Directors

14.7 One person may occupy both offices

An individual may simultaneously hold the offices of Secretary and Public Officer.

15 By-laws

15.1 Making and amending By-laws

Subject to rule 7.1, the Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Association's affairs and may amend, repeal and replace those By-laws.

15.2 Effect of By-law

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution, and if not, the Constitution prevails to the extent of the inconsistency; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

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

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

17 Funds

17.1 Source of Funds

The funds of the Association are to be derived from fees paid by Registered Participants and, subject to any resolution passed by the Association in general meeting, any other sources the Directors determine.

17.2 Funds management

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the purposes specified in rule 2.1 in any manner the Directors determine.

18 Inspection of records

18.1 Inspection by Members

Subject to the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Association or any of them will be open for inspection by the Members (other than Members who are also Directors).

18.2 Right of a Member to inspect

A Member (other than a Member who is also a Director) does not have the right to inspect any document of the Association except as provided by law or authorised by the Directors or by the Association in general meeting.

19 Service of documents

19.1 Document includes notice

In this rule 19, **document** includes a notice.

19.2 Methods of service

The Association may give a document to a Member:

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

19.3 Methods of service on the Association

A Member may give a document to the Association:

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

19.4 Post

A document sent by post:

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

and in either case is taken to have been received 5 working days after the date of its posting.

19.5 Fax or electronic transmission

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

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

20 Indemnity

20.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer;
- (c) a Public Officer; or
- (d) a Secretary,

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

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

unless:

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

20.2 Insurance

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

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or

- (b) the contract would, if the Association paid the premium, be made void by statute.

21 Winding up

21.1 Contributions of Members on winding up

Each Member must contribute to the Association's property if the Association is wound up while they are a Member or within one year after their membership ceases.

This contribution is for:

- (a) payment of the Association's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00.

21.2 Excess property on winding up

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

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

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

22 Accounts

The Directors must cause the accounts of the Association to be audited as required by the Act.

23 Definitions and interpretation

23.1 Definitions

In this Constitution unless the contrary intention appears:

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

Act means the *Associations Act 2003* (NT), or a law or a provision of a law that amendment, re-enactment or replaces of that legislation.

AFC means Asian Football Confederation.

Affiliate means any body or person who is a member of or is affiliated or registered with the Association, including without limitation a director, officer, employee, club, committee, referee, manager, coach, player or Registered Participant.

Appointed Director is defined in rule 10.15.

Association means the Football Federation Northern Territory Incorporated.

Borda Count means the translation of preferences shown on ballot papers into points as follows:

- (a) a first preference vote will score n points with n being the number of candidates;
- (b) a second preference vote will score $n-1$ points; and
- (c) each successive preference vote will score one point less than the preceding preference vote,

and calculating the points received by a candidate as the sum of the points that the candidate received for each preference vote.

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

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

Club means:

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

Committee means a committee established under rule 12.11.

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

Director means a director of the Association and includes the President and any Vice President.

Directors means all or some of the directors of the Association acting as a board.

Disqualifying Position means:

- (a) a position as an employee of the Association, of a Zone Council, of an Association or of FFA; or
- (b) any Official Position.

Elected Director is a Director elected pursuant to rule 10.9.

Equal Opportunity Law means the *Sex Discrimination Act 1984 (Cth)*, *Racial Discrimination Act 1975 (Cth)*, *Disability Discrimination Act 1992 (Cth)*, *Age Discrimination Act 2004 (Cth)*, *Human Rights and Equal Opportunity Act 1986 (Cth)* and *Anti-Discrimination Act 1992 (NT)*, and any regulations made under any of those Acts.

FFA means Football Federation Australia Limited ACN 106 478 068.

FIFA means Federation Internationale de Football Association.

Financial Statements means a statement of financial performance, a statement of financial position, a statement of cash flows and notes to each of those statements.

First Members means the persons named in rule 3.1.

Football means “Association Football” as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Association, Football includes the games of soccer, soccer football, indoor or 5 a side (Futsal) soccer and beach soccer.

Football Code of Conduct means the code of conduct published by FFA and notified to members of FFA, as amended from time to time.

Grievance has the meaning given to that term in the Grievance Procedure.

Grievance Procedure means the procedures dealing with Grievances published by FFA and notified to the Association, as amended from time to time.

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

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

Member means a member of the Association.

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

- (a) president, vice-president, secretary, treasurer, director, committee member or member of the governing body (however described) of a Club, association (incorporated or unincorporated) or other entity (including any Member or another or State Body or its members) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) a member of a Standing Committee; or
- (c) a member of a Zone Council.

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

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

President means the President from time to time of the Association.

Public Officer has the meaning and functions accorded to that office as set out in the Act.

Registered Office means the registered office of the Association from time to time.

Registered Participant means a person registered by or with the Association in the category of:

- (a) player (including junior players) in any competition recognised by the Association;
- (b) Accredited referee;
- (c) Accredited coach; or
- (d) any other person that the Association recognises as contributing to Football in the Territory.

Relevant By-Laws is defined in rule 3.6(a)(i).

Representative means a person appointed to represent a corporate Member at a general meeting of the Association according to the Act.

Secretary means a person appointed from time to time as a secretary of the Association, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Association.

Standing Committee means a Standing Committee established under clause 3.7.

Standing Committee Member means a chair of a Standing Committee invited to apply for membership under rule 3.2(b) and admitted as a Member under rule 3.9.

State Body has the meaning given to that term in FFA's constitution.

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

Territory means Northern Territory.

Vice-President means the person (if any) elected from time to time under rule 10.15(a).

Zone means a geographical area determined to be a Zone according to rule 3.4.

Zone Council means a Zone Council established under rule 3.5.

Zone Councillor means a member of a Zone Council elected according to the By-law adopted under the Constitution.

Zone Council Member means a Member admitted under rule 3.2(a).

23.2 Interpretation

(a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2008), is a reference to the annual general meeting required to be held by the Association in that calendar year under the Act; and
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

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

- (i) **(gender)** words importing any gender include all other genders;
- (ii) **(person)** the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) **(successors)** a reference to an organisation includes a reference to its successors;
- (iv) **(singular includes plural)** the singular includes the plural and vice versa;
- (v) **(instruments)** a reference to a law includes regulations and instruments made under it;

- (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors;
- (viii) **(Act)** “section” means a section of the Act and
- (ix) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

23.3 Headings

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

23.4 “Include” etc

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

23.5 Powers

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