

Constitution

Football Queensland – Gold Coast

A Company Limited by Guarantee

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1 Objects of Company

1.1 Objects

The objects for which the Company is established are:

- (a) to be the member of FQ in respect of the Zone and to comply with the constitution and by-laws of FQ;
- (b) to govern Football throughout the Zone and maintain relationships with key stakeholders to develop the game throughout the Zone;
- (c) to work positively with Clubs to promote the development of Football throughout the Zone;
- (d) prevent infringement of the constitution and by-laws of FQ to the extent that it is able to do so;
- (e) to foster positive relations among the officials and players of Football by encouraging Football games in the Zone;
- (f) to take all reasonable steps to ensure that discrimination does not occur among Football participants on any grounds regulated under any Equal Opportunity Law;
- (g) to promote, provide for, regulate and manage Football tournaments and games in the Zone;
- (h) to promote, provide for, regulate and manage Football players representing the Zone;
- (i) to co-operate with FQ, other members of FQ 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; and
- (j) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the Zone.
- (k) to transfer and manage the assets, liabilities and property of Football Gold Coast Inc

2 Income and payments

2.1 Company's application of income

All the Company'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 Company's profits or other income or property may be paid or transferred to the Members, directly or indirectly, by any means.

2.3 Payments in good faith

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

- (a) of remuneration for services to the Company;
- (b) for goods supplied to the Company in the ordinary course of business;

- (c) of interest on money borrowed from them by the Company at a rate not exceeding the rate fixed for the purposes of this article 2.3 by the Company in general meeting; or
- (d) of reasonable rent for premises let by them to the Company.

3 Membership

3.1 First Members

- (a) Ordinary Members: those football clubs registered and participating in leagues under the jurisdiction of Football Gold Coast Inc during 2016.
- (b) Life Members of Football Gold Coast Inc

3.2 Registered Participants

Each Member:

- (a) must procure that each Registered Participant who participates in Football competitions in the Zone for that Member:
 - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations, 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) agrees to pay the fees and subscriptions set out in, or determined under, the Relevant By-laws;
 - (iii) agrees to be bound by the Grievance Procedure and the dispute resolution process set out in article 8.2:
 - (A) while a Registered Participant; and
 - (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, the Football Code of Conduct, the Relevant By-laws and the Grievance Procedure can be obtained; and
- (b) who does not comply with article 3.5(a), may, at the absolute discretion of the Directors:
 - (i) have their membership terminated by the Directors; or
 - (ii) have their voting rights suspended under article 6.2.

3.3 Zone Advisory Committee

Each Ordinary Member shall be entitled to nominate one person from their Executive Committee to represent their Club at meetings of the Zone Advisory Committee.

There will be a minimum of three Zone Advisory Committee meetings per year, one of which will be the Annual General Meeting.

The purpose of these meetings will be to discuss and agree on recommendations to the General Manager on operation issues, including conduct of fixtures. The General Manager will take those recommendations to the Board for consideration.

3.4 Working Groups

- (a) The Directors may elect to establish at any time specific Working Groups to assist in the achievement of the Company objects. These may include for example
- a referees' Working Group;
 - a coaches' Working Group;
 - a women's Working Group;
 - a futsal Working Group;
- (b) In respect of each Working Group, the Directors will provide for its functions, membership, operation and dissolution within written terms of reference.

3.5 Admission of Members

- (a) Before admission as a Member, a club 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; and
 - (iv) the Grievance Procedure and the dispute resolution process set out in article 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.

3.6 Ceasing to be a Member

- (a) A club ceases to be a Member on:
- (i) becoming bankrupt or insolvent or making an arrangement composition or compromise with creditors of the clubs joint or separate estate generally;
 - (ii) the termination of their membership under this Constitution; or
- (b) For the purposes of this constitution a Member may resign as a member of the Company by giving 14 days written notice to the Directors.

3.7 No claim against the Company

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

3.8 Limited liability

Members have no liability in that capacity except as set out in article 20.1.

4 General meetings

4.1 Annual general meeting

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

4.3 Notice of general meeting

- (a) Notice of a meeting of Members must be given according to article 18 and the Corporations Act.
- (b) A club may waive notice of any general meeting by notice in writing to the Company, where permitted to do so by the Corporations 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 to attend and speak at general meetings.
- (c) The Directors may invite other persons to attend and speak at general meetings.

4.5 Cancellation, change of venue or postponement of general meeting

- (a) 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.
- (b) If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

4.6 Written notice of cancellation, change of venue or postponement of general meeting

Notice of cancellation of, change of venue for, or postponement of, a general meeting must state the reason for doing so and be given to:

- (a) each Member individually; and
- (b) each other person entitled to notice of general meetings under the Corporations 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 Corporations 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 or attorney 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,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Company 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 notice of a general meeting (or postponed or cancelled meeting) or proxy form by, or a failure to give notice of a general meeting (or postponed or cancelled meeting) or a proxy form to, any club entitled to receive notice of a general meeting does not invalidate the general meeting (or postponed or cancelled meeting) or any act, matter or thing done or resolution passed at the general meeting (or postponed or cancelled meeting) if:

- (i) the non-receipt or failure occurred by accident or error; or
- (ii) before or after the meeting, the club waives notice of the meeting under article 4.3(b) where permitted to do so by the Corporations Act, or notifies the Company of the club's agreement to that act, matter, thing or resolution by notice in writing to the Company.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to article 5.4, 60% by number of those clubs who are Members and who are entitled 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 chairman 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 chairman of the meeting (on his or her 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 the 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 article 5.3(b), 40% by number of those clubs who are Members and who are entitled 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 Chairman to preside over general meetings

- (a) The Chairman is entitled to preside at general meetings.
- (b) If a general meeting is convened and there is no Chairman, or the Chairman 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):
 - (i) the Deputy Chairman (if any);
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member chosen by a majority of the Members present.

5.6 Conduct of general meetings

The chairman of a general meeting:

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

A decision by the chairman under this article is final.

5.7 Adjournment of general meeting

- (a) The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (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 chairman may, but need not, seek any approval for the adjournment.
- (d) Unless required by the chairman, 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 Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

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 Corporations 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 chairman

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

5.11 Declaration of results

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is properly demanded (and the demand is not withdrawn):
 - (i) by the chairman of the meeting; or
 - (ii) by at least one Member present and having the right to vote on the resolution.
- (b) Unless a poll is properly demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.12 Poll

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

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

A demand for a poll may be withdrawn.

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

5.13 Objection to voting qualification

An objection to the qualification of a club to attend or vote at the meeting or adjourned meeting:

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

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

5.14 Chairman to determine any poll dispute

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

6 Votes of Members

6.1 Votes of Members

- (a) At a general meeting, on a show of hands and on a poll, each Member has one vote.
- (b) On a show of hands, where a club present at a general meeting represents personally or by proxy or attorney more than one Member who is entitled to vote, the club is entitled to only one vote despite the number of Members the club represents.
- (c) On a poll, each club present who is a proxy or attorney of a Member has (in addition to any vote or votes to which they are themselves entitled if they are also a Member), for each Member they represent, the number of votes that Member is entitled to cast on a poll.

6.2 Suspension of voting rights

- (a) The voting rights of a Member may be suspended while the payment of any amount determined under article 3.2(a)(ii) is in arrears.
- (b) No other rights of the Member are affected.

6.3 Right to appoint proxy

- (a) Subject to the Corporations Act, a Member entitled to attend a meeting of the Company or of any class of Members is entitled to appoint another club as their proxy to attend the meeting in their place.
- (b) 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.

6.4 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 Company 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 Company at least 48 hours before the meeting.

7 Obligations to FQ

7.1 Constitution and By-laws

- (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 FQ 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 FQ.
- (c) Any amendment to this Constitution and any adoption, revocation or amendment of any By-law in breach of article 7.1(b) will be invalid.

7.2 Enforcement of rules

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

7.3 Register of participants

- (a) The Company must maintain a database of each club registered with it in any capacity.
- (b) The database is to be established and maintained in the format prescribed by FQ.
- (c) The Company must provide FQ with a copy of its database by 1 March and 1 September each year, certified by the General Manager to be true and correct as at the previous 31 December and 30 June respectively.
- (d) The Company must permit FQ to audit, or to appoint a third party to audit, a database maintained under this article at its discretion and the Company must co-operate with FQ and its auditor and do everything reasonably required by FQ or its auditor to facilitate the audit.
- (e) In fulfilling its obligations under this article 7.3, the Company must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Commonwealth), whether or not the Company is otherwise bound to comply with them.
- (f) The Directors may adopt a By-law regulating the steps to be taken by the Company in relation to the disclosure of Personal Information collected by it. A By-law adopted under this article 7.3 must be in the format prescribed by FQ.

7.4 Financial Statements

The Company 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 FQ with a copy of the audited Financial Statements no later than 3 months after the end of the Company's financial year.

8 FIFA, AFC, FFA and FQ

8.1 Compliance and co-operation

The Company must:

- (a) comply with this Constitution, all By-laws, the constitution of FQ and all by-laws of FQ;
- (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 FQ in all matters relating to the organisation of state Football competitions, the Company's own Football competitions and Football in general;
- (d) comply with all written notices given to the Company by FQ pursuant to article 7 of the constitution of FQ; and
- (e) comply with directions given to the Company by FQ pursuant to article 8 of the constitution of FQ

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 ensure that its Affiliates refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must ensure that its Affiliates do not commence any suit or proceeding in any court or tribunal.
- (c) This article 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 Company.

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 article 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.
 - (iii) The Directors must admit existing life members of Football Queensland – Gold Coast at the time of incorporation.
- d) Notwithstanding 9.5 (a), (b) and (c) the directors of FGC may, in their absolute discretion, admit Life Members, subject to a members nomination at the last meeting of Directors occurring prior to the FGC Annual Awards

9.6 Admission of Life Members by Directors

Despite Rule 9.4, 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 article 5.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with the Company 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 less than six Directors and no more than eight Directors comprised as follows:

- (a) six Directors who, subject to article 10.2, are to be elected under article 10.7 (each an **Elected Director**); and
- (b) up to two other Directors appointed under article 10.16 (each an **Appointed Director**).

10.2 First Directors

The First Directors are:

- (a) Jeff Kemp
Steven Kazmer
Geoffrey Oberg
John White
Gillian Austin
Andrew Parkes
Dennis Milling
- (b) On incorporation the Directors will comprise those persons named as First Directors pursuant to Article 10.2(a).
- (c) The First Directors will convene the First Annual General Meeting within one month of the resolution to adopt this constitution. At the First Annual General Meeting the voting members may appoint up to six (6) Directors. Each First Director will cease to hold the office of Director at the close of the First Annual General Meeting. Directors appointed at the First Annual General Meeting will hold office from the close of the First Annual General Meeting. Voting on the election of Directors at the First Annual General Meeting and all subsequent meetings will be in accordance with the procedures set out in article 10.15.

10.3 Term of office

Subject to article 10.4, an Elected Director will hold office for a term of three (3) years.

10.4 Rotation of Directors

Despite article 10.3, at the Annual General Meeting in 2017 and at each subsequent Annual General Meeting one-third of the Elected Directors must retire from office.

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

10.5 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.

10.6 Office held until end of meeting

A retiring Elected Director holds office until the end of the meeting at which that Elected Director retires but, subject to article 10.8, is eligible for re-election.

10.7 Director elected at general meeting

At a general meeting:

- (a) at which an Elected Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed under article 10.16),

the Members will fill the vacancy by electing someone to that office in accordance with the procedures in articles 10.15. Each Member is entitled to vote in an election for Directors except a Member whose voting rights have been suspended by the Board.

A Director elected under this article takes office at the end of the meeting at which they are elected.

10.8 Maximum term of office

- (a) An Elected Director may not serve more than three (3) consecutive terms as a Director.
- (b) A first Director holding office until the first Annual General Meeting shall not be considered to have served a term for the purpose of article 10.8 (a)
- (c) If an Elected Director has served three 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.

10.9 Chairman

- (a) The Elected Directors will elect one of their number to the office of Chairman of directors (and a Director participating in such a vote will not have a casting vote).
- (b) The person elected to the office of Chairman of directors under article 10.19(a) will take office at the end of the meeting at which they are elected and will remain Chairman until the end of the next annual general meeting at which an election of directors takes place.

10.10 Deputy Chairman

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

However, a person may hold the office of Deputy Chairman only for as long as they are a Director.

10.11 Removal of Deputy Chairman from office

The Directors at their absolute discretion may remove a Deputy Chairman from that office.

10.12 Nomination of persons for election as Directors

- (a) A Member or a Director may nominate a person to stand for election as a Director (**Proposer**).
- (b) Another Member or Director must second the nomination (**Seconder**).
- (c) A nomination must be in writing and signed by the Proposer and Seconder and delivered to the Company by a date nominated by the Directors.
- (d) A person does not have to be a Member to be nominated.
- (e) The nomination must:
 - (i) be accompanied by a statutory declaration made by the nominee confirming that:
 - (A) to the best of his or her knowledge and belief, he or she has not been involved in any activities which could materially interfere with his or her ability to act in the best interests of the Company;

- (B) to the best of his or her knowledge and belief, he or she are free from any interest or relationship which could materially interfere with his or her ability to act in the best interests of the Company; and
- (ii) provide full details of any Disqualifying Position that the nominee holds.

10.13 Application of nomination procedure

The requirements of nomination of persons for election as a Director under article 10.12 apply to all persons proposing to stand for election or re-election, including a First Director proposing to stand for re-election.

10.14 Eligibility

A person who holds a Disqualifying Position at the time he or she is elected a Director under article 10.7 or appointed a Director under article 10.16 or article 10.17 must cease to hold that Disqualifying Position not more than 7 days after being elected or appointed a Director, or article 10.19(d) shall apply.

A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and article 10.19(e) applies.

10.15 Procedure for Election of Directors

- (a) The Chairman will unless he or she is standing for election as a Director conduct, as returning officer, the election for Directors.
- (b) If the Chairman is ineligible or unable to act as returning officer, the returning officer will be the Deputy Chairman 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 elected each person that has nominated.
- (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 as follows:
 - (i) the returning officer will distribute a ballot paper to each Member entitled to vote that lists each candidate in alphabetical order with a square opposite the name of each candidate;
 - (ii) the ballot paper is to be completed by the Member numbering each candidate square so as to indicate the Member's order of preference of the candidates with consecutive whole numbers starting at '1';
 - (iii) each Member will return his or her completed ballot paper to the returning officer who will scrutinise the ballot papers and declare informal any ballot paper that does not comply with the provisions of article 10.15(e)(ii);
 - (iv) the returning officer will then examine each ballot paper that has not been declared informal and calculate the aggregate vote for each candidate using the Borda Count;

- (v) 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;
- (vi) if the aggregate vote calculated using the Borda Count for two or more candidates is the same and it is necessary to differentiate between the candidates to determine who is elected as a Director, the successful candidate will be determined by the drawing of lots and the returning officer will declare that candidate elected as a Director.

10.16 Appointed Directors

- (a) In addition to the First Directors and the Elected Directors, the Directors may themselves appoint up to two other persons as Appointed Directors.
- (b) Before a person can be appointed as an Appointed Director, the person proposed to be appointed must:
 - (i) deliver to the Company a statutory declaration confirming that, to the best of his or her knowledge and belief, he or she:
 - (A) has not been involved in any activities which could materially interfere with his or her ability to act in the best interests of the Company;
 - (B) is free from any interest or relationship which could materially interfere with his or her ability to act in the best interests of the Company; and
 - (ii) provide full details of any Disqualifying Position that he or she holds.
- (c) An Appointed Director hold office for a term of two years or such shorter term as may be determined by the Directors and is eligible for re-appointment.

10.17 Casual vacancy

- (a) The Directors may at any time appoint a person as a Director to fill a casual vacancy arising when a First Director or an Elected Director ceases to hold office other than at an annual general meeting of the Company.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must:
 - (i) deliver to the Company a statutory declaration confirming that, to the best of his or her knowledge and belief, he or she:
 - (A) has not been involved in any activities which could materially interfere with his or her ability to act in the best interests of the Company;
 - (B) is free from any interest or relationship which could materially interfere with his or her ability to act in the best interests of the Company; and
 - (ii) provide full details of any Disqualifying Position that he or she holds.
- (c) A Director appointed under this article holds office until the end of the term of the Director in whose place they were appointed.

- (d) Service as a Director under this article is a full term of office for the purposes of article 10.8.

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

10.19 Vacation of office

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

- (a) is disqualified under the Corporations Act from being a Director;
- (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 Company;
- (d) does not cease to hold a Disqualifying Position within seven days of being elected or appointed a Director;
- (e) accepts appointment to, or becomes the holder of a Disqualifying Position; and
- (f) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

11 Powers and duties of Directors

11.1 Directors to manage Company

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

11.2 Specific powers of Directors

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

11.3 Appointment of attorney

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

11.4 Provisions in power of attorney

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

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 contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) 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 Chairman's casting vote

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

12.4 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.

12.5 Effect of vacancy

- (a) If there is a vacancy in the office of a Director then, subject to article 12.5(b), the remaining Director or 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.

12.6 Alternate directors

- (a) A Director may, with the approval of the Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.
- (b) An alternate director must not hold a Disqualifying Position.
- (c) A person may not act as alternate director to more than one Director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of Directors, to attend and vote in place of and on behalf of the appointer.
- (e) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (f) The office of an alternate director is vacated if and when the appointer vacates office as a Director.
- (g) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the Director who makes or made the appointment and does not take effect unless and until the Company has received notice in writing of the appointment or termination.
- (i) An alternate director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (j) An alternate director, while acting as a Director, is responsible to the Company for his or her own acts and defaults and is not to be taken to be the agent of the Director by whom he or she was appointed.

12.7 Convening meetings

A Director may, and the Secretary on the request of a Director must, convene a Directors' meeting.

12.8 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:
 - (i) a Director, other than a Director on leave of absence approved by the Directors; or
 - (ii) an alternate director appointed under article 12.6 by a Director on leave of absence approved by the Directors.
- (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 or alternate director may waive notice of any meeting of Directors by notifying the Company 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 or an alternate director appointed by the Director waives notice of that meeting under article 12.8(c), notifies the Company 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 or an alternate director appointed by the Director attended the meeting.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, an alternate director of a Director on leave of absence approved by the Directors 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 alternate director or the Director who appointed the alternate director waives notice of that meeting under article 12.8(c) or notifies the Company 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 alternate director or the Director who appointed the alternate director attended the meeting.

- (f) Attendance by a person at a meeting of Directors waives any objection that person and:
 - (i) if the person is a Director, an alternate director appointed by that person; or
 - (ii) if the person is an alternate director, the Director who appointed that person as alternate director,may have to a failure to give notice of the meeting.

12.9 Chairman to preside at Directors' meeting

- (a) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chairman at each meeting of Directors.
- (b) If at a meeting of Directors:
 - (i) there is no Chairman;
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairman is present within that time but is not willing to act as chairman of the meeting,the following may preside (in order of entitlement):
 - (iv) the Deputy Chairman (if any); or
 - (v) a Director chosen by a majority of the Directors present.

12.10 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one or more Directors.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

12.11 Powers delegated to persons or committees

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

12.12 Committee meetings

The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of Directors.

12.13 Circulating resolutions

- (a) If all of the Directors, other than:
- (i) any Director on leave of absence approved by the Directors;
 - (ii) any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (iii) any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,
- assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
- (iv) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,
- then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.
- (b) For the purposes of article 12.13(a):
- (i) the resolution is passed on the day on which, and at the time on which, the document was last assented to by a Director;
 - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
 - (iii) a Director may signify assent to a document by signing the document or by notifying the Company of the Director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

12.14 Validity of acts of Directors

An act done by a person acting as a Director or by a meeting of Directors or a Committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment, election or qualification of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the Directors or Committee of Directors (as the case may be) when the act was done.

12.15 Interested Directors

- (a) A Director may be or may become a non-executive director of a related body corporate of the Company and is not accountable to the Company for any remuneration or other

benefits received by the Director as a non-executive director of that related body corporate.

- (b) A Director who is required to disclose a material personal interest under the Corporations Act must disclose that interest to the other Directors in accordance with the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of Directors may be present at that meeting, and may vote on that matter, only if permitted by the Corporations Act.
- (d) A contract made by a Director with the Company or a contract or arrangement entered into by or on behalf of the Company in which any Director may be in any way interested is not avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- (e) Subject to the Corporations Act, a Director contracting with or being interested in any arrangement involving the Company is not liable to account to the Company for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

13 General Manager

13.1 Appointment of General Manager

The Directors must appoint a General Manager.

The first General Manager will be Damien Bresic

13.2 Powers, duties and authorities of General Manager

- (a) The General Manager 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 General Manager is subject at all times to the control of the Directors.

13.3 Suspension and removal of General Manager

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the General Manager from that office.

13.4 General Manager to attend Directors' meetings

The General Manager is entitled to notice of and to attend all meetings of the Company, the Directors and any Committees and may speak on any matter, but does not have a vote.

14 Secretary

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 General Manager.

The first Secretary will be Ashley Leighton

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.

15 By-laws

15.1 Making and amending By-laws

Subject to article 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 Company'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
 - (c) when in force, is binding on all Members.
-

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

If the Company 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 Inspection of records

17.1 Inspection by Members

Subject to the Corporations 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 Company or any of them will be open for inspection by the Members (other than a Members who are also Directors).

17.2 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 Company except as provided by law or authorised by the Directors or by the Company in general meeting.

18 Service of documents

18.1 Document includes notice

In this Part 18, **document** includes a notice.

18.2 Methods of service

The Company may give a document to a Member:

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

18.3 Methods of service on the Company

A Member may give a document to the Company:

- (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 Company.

18.4 Post

A document sent by post (to an address in Australia), will be sent by Express post and is taken to have been received within 2 days after the date of its posting.

18.5 Fax or electronic transmission

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

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

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a General Manager; or
- (c) a Secretary,

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

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

unless:

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

19.2 Insurance

The Company 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 or General Manager against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

20 Winding up

20.1 Contributions of Members on winding up

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

This contribution is for:

- (a) payment of the Company'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.

20.2 Excess property on winding up

If on the winding up or dissolution of the Company, 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 Company; 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 Company under this Constitution.

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

21 Accounts

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

22 Definitions and interpretation

22.1 Definitions

In this Constitution unless the contrary intention appears:

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

AFC means the Asian Football Federation.

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

Appointed Director is defined in article 10.1.

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

- (b) a first preference vote will score n points with n being the number of candidates;
- (c) a second preference vote will score $n-1$ points; and
- (d) 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 Part 15 and a reference to a specific by-law means that by-law as amended from time to time.

Chairman means the person elected to the office of chairman of directors from time to time under article 10.19.

Club means any club within the Zone boundary that is registered by FFA.

Committee means a committee established under article 12.10.

Company means Football Queensland – Gold Coast

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

Corporations Act means the Corporations Act 2001 (Cth).

Deputy Chairman means the person (if any) elected to the office of deputy chairman of directors from time to time under article 10.10.

Director means a director of the Company (an Elected Director or Appointed Director) and includes the Chairman and any Deputy Chairman.

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

Disqualifying Position means a position as an employee of the Company or of FQ, paid administrator of a member club, a person that hold and executive position (President, Vice President, Secretary or Treasurer) of a member club.

Elected Director is defined in article 10.1.

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), Anti-Discrimination Act 1977 (NSW), Anti-Discrimination Act 1991 (Qld), Equal Opportunity Act 1984 (SA), Anti-Discrimination Act 1998 (Tas), Equal Opportunity Act 1995 (Vic), Equal Opportunity Act 1984 (WA), Discrimination Act 1991 (ACT) and Anti-Discrimination Act 1992 (NT), and any regulations made under any of those Acts.

FFA means Football Federation Australia Limited.

FIFA means Federation Internationale de Football Association.

FQ means Football Queensland Limited.

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 Directors means the persons named in article 10.2.

First Members means the clubs named in article 3.1.

Football means “Association Football” as recognised by FIFA from time to time. Football includes the games of football, soccer football, indoor or 5 a side (futsal) football and beach football.

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

General Manager means a person appointed as general manager by the Directors under article 13.1.

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 members of FFA, as amended from time to time.

Independent Competition Manager means a manager of competitions staged within the Zone that are incorporated associations but are independent of the Company.

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

Member means a member (club) of the Company.

Part means a Part of this Constitution.

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

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

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

- (a) player (including junior players) in any competition recognised by FQ;
- (b) Accredited referee; or

- (c) Accredited coach.

Relevant By-Laws is defined in article 3.5(a)(i).

Secretary means a person appointed from time to time as a secretary of the Company, 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 Company.

Working Group means a Working Group established by the Directors under article 3.6.

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

Zone means Football Queensland – Gold Coast or geographical area determined by FQ from time to time.

22.2 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) **(agm)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Company in that calendar year under section 250N(2); 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; and

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

22.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

22.4 Headings

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

22.5 “Include” etc

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

22.6 Powers

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