

HILLS HORNETS TOUCH FOOTBALL ASSOCIATION INCORPORATED

CLUB CONSTITUTION

Under the Associations Incorporation Act 2009 (NSW) together
with the Associations Incorporation Regulation 2022 (NSW)



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Part 1 Preliminary

1. Name

The name of the Association is Hills Hornets Touch Football Association

2. Mission Statement

The Association's mission is to provide opportunity for individuals and families to play touch in the Hills area through effective promotion, recruitment, coaching and development, retention of players and obtaining referees of the highest possible standard.

3. Objects

1. The Association is established to:
 - (a) promote, foster, and encourage the growth of touch football within the area
 - (b) administer a non-for-profit organization, and act at all times on behalf of, and in the interest of the Members and touch football in the local area
 - (c) provide community competition as well as representative pathway opportunities to its members
 - (d) affiliate, co-operate with, and adopt the rules of New South Wales Touch Association and Touch Football Australia
 - (e) maintain the playing fields allocated by Hills Shire Council
 - (f) encourage and enhance Hills Hornets representative teams through effective skills development and coaching programs
 - (g) abide by the overriding Constitution, Policy and Regulations of the New South Wales Touch Association Inc. and Touch Football Australia Inc.

4. The association's powers

1. The association has the legal capacity of an individual and the power to do anything that helps it to achieve its objects.
2. Subject to the Act and Regulations, the association may only:
 - exercise its powers; and
 - use its income and assets (including any surplus),for its objects.

5. Affiliation

The Hills Hornets Touch Association must be affiliated with the New South Wales Touch Association.

6. Definitions

Association means the body namely Hills Hornets Touch Association.

By-Law means any policy, regulation or guideline developed and or implemented by the Committee under Rule 57

Committee member means an office-bearer or ordinary (general) committee member.

Executive means the elected group of office-bearers, namely the President, Vice-President, Treasurer, and Secretary.

Member means a member of the Association

Office-bearer means a committee member who is elected to an office referred to in clause 19(1)(a)(i)-(iv).

Ordinary (general) committee member means a member of the committee who is not an office-bearer of the association.

Secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no person holds that office - the public officer of the association.

Special general meeting means a general meeting of the association other than an annual general meeting.

Subcommittee means a subcommittee established under clause 25.

The Act means the *Associations Incorporation Act 2009*.

The Regulation means the *Associations Incorporation Regulation 2022*.

Touch means the sport played under the rules determined by Touch Football Australia Inc.

Part 2 Membership

7. Membership qualifications

A person is eligible to be a member of the association if:

- (a) the person is a natural person, and
- (b) the person satisfies membership criteria as outlined in clause 8.

8. Membership categories

1. The members of the Club shall consist of:
 - (a) Active Members - All registered and financial players (or parent/legal guardian if u18 years), referees, coaches, and officials as at the date of the previous competition.
 - (b) Life Members / Hall of Fame Members - Long serving members who have been elected to this category in accordance with clause 9 of this constitution.
 - (c) Honorary Members / Club Patrons - Honorary membership may be bestowed on any person at the discretion of the Association. Honorary members may not hold a Board position and are not entitled to vote at any Association meeting.

9. Nomination for life membership / hall of fame

1. A member may be nominated for Life Membership / Hall of Fame of the Association who qualifies under the following criteria:
 - (a) Shall be a person directly associated with the Association and is regarded to have worked towards the objectives of the Association.
 - (b) Shall be a person who is regarded to be above reproach.
 - (c) Has been involved as a registered player, referee, coach, and/or manager of the Association for a minimum period of 10 full years.
2. A nomination of a person for Life Membership / Hall of Fame of the Association:
 - (a) Must be moved and seconded by two financial members of the Association outlining reasons for nomination.
 - (b) Must be lodged with the Chairperson.
 - (c) Must be submitted within 28 days of the date of the Annual General Meeting.
3. The Executive will, if deemed acceptable, put forward the recommendation for Life Membership / Hall of Fame at the Annual General Meeting.
4. A nomination for Life Membership / Hall of Fame is endorsed if it achieves a 75% majority in a secret ballot at the Annual General Meeting.
5. A maximum of 2 Life Members / Hall of Fame inductees are nominated each year.

10. Membership (Registration) fees

1. The committee can set or change club membership (registration) fees.
2. Members must pay membership (registration) fees as applicable within the timeframe specified by the Committee, and in accordance with competition conditions of entry.
3. If a member does not pay in timeframes specified, their membership will be:
 - (a) suspended until such time that payment is made, or
 - (b) terminated in accordance with rule 16.
4. When membership is suspended, members' rights such as voting at the Annual General Meeting (AGM) or representation for the club, is also suspended.

11. Register of members

1. All active members shall complete online registration in accordance with competition conditions of entry as determined by the Committee. Details of registration of membership include:
 - the member's full name, and
 - a residential, postal or email address, and
 - the date on which the person became a member, and
 - if the person ceases to be a member, the date on which the person ceased to be a member.
2. The register of members is kept in New South Wales at the association's official address in electronic form and may be converted to hard copy where required.
3. Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Member, shall be available for inspection (but not copying) by members upon reasonable request.
4. If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
5. A member must not use information about a person obtained from the register to contact or send material to the member, unless:
 - (a) The information is used to send the member:
 - i. a newsletter, or
 - ii. a notice for a meeting or other event relating to the association,or
 - iii. other material relating to the association, or
 - (b) it is necessary to comply with a requirement of the Act or the Regulation.

12. Members' liabilities

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association is limited to any outstanding payment of that member's membership (registration) fees, if any.

13. Resolution of internal disputes

1. If there is a dispute between:
 - a member and the association, or
 - a member and another member,in any matter which relates to the association, the people involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to them all. *For the avoidance of doubt, a member in this rule includes a committee member.*
2. Dispute resolution proceedings will be conducted by Hills Hornets Touch in accordance with Touch Football Australia's member protection policy.

14. Disciplinary action against members

1. A complaint may be made to the committee by any person that a member of the association:
 - (a) has failed to comply with a provision of this constitution and associated club policies and/or the overriding Constitution, Policy and Regulations of New South Wales Touch Association Inc. and Touch Football Australia, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
2. The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
3. If the committee decides to deal with the complaint, the committee:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
4. The committee can discipline a member of the association if it considers the member has breached this constitution, or if the member's behaviour is causing (or has caused) damage or harm to the association.
5. Disciplinary proceedings will be conducted by Hills Hornets Touch with consideration to Touch Football Australia's disciplinary regulations.
6. The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering

the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.

7. If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 15.
8. The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 16, whichever is the later.

15. Right of appeal of disciplined member

1. A member may appeal to the association in general meeting against a resolution of the committee under clause 14, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
2. The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
3. On receipt of a notice from a member under subclause (1), the secretary must notify the committee, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
4. At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
5. The appeal is to be determined by a simple majority of votes cast by members of the association.

16. Cessation of membership

1. A person ceases to be a member of the association if the person:
 - (a) dies, or
 - (b) resigns membership, or
 - (c) is expelled from the association.

17. Membership entitlements not transferable

A right, privilege or obligation that a person has because the person is a member of the association:

- (a) cannot be transferred to another person, and
- (b) terminates once the person ceases to be a member of the association.

Part 3 The Committee

The association is governed by a management committee (Committee) that is made up of committee members elected in accordance with this constitution.

Division 1 - Constitution

18. Functions of the committee

1. Subject to the Act, the Regulation, this constitution, and any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

19. Composition of the committee

1. The Committee must have 7 members as elected in accordance with clause 20 consisting of:

(a) the following office-bearers (the Executive):

- i. president,
- ii. vice-president
- iii. secretary,
- iv. treasurer, and

(b) at least 3 ordinary / general (non-Executive) committee members.

2. A person is eligible to be elected or appointed to the Executive (office-bearer position) after a min. 2 years' active engagement as an ordinary / general committee member (non-Executive position).

3. A person is eligible to be elected or appointed as an ordinary / general committee member if they:

- (a) Are a member of the association (or parent / legal guardian of a registered member <18 years of age), and
- (b) Are at least 18 years of age, and
- (c) Are entitled to vote at a general meeting of the association.

4. A committee member may hold up to 2 offices (other than both the offices of president and vice-president).

5. Each member of the committee is, subject to this constitution, to hold office until immediately before election of committee members at the applicable annual general meeting and is eligible for re-election.

20. Election of committee members

1. Nominations for office-bearer (Executive) positions of the association:
 - (a) must be made in writing, signed by the candidate, and seconded by a member of the association, and
 - (b) must be forwarded to the secretary of the association at least 48 hours before the date fixed for the holding of the annual general meeting at which the election is to take place.
2. Nominations for ordinary / general committee members (non-Executive positions) can be made in writing per (1) above, or in person at the Annual General Meeting, seconded by an attending member of the association.
3. A person nominated as a candidate for election as an office-bearer (Executive) or as an ordinary (general) committee member of the association must be a member of the association.
4. If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
5. If insufficient further nominations are received, any vacant positions remaining on the Executive are taken to be casual vacancies.
6. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
7. If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
8. The ballot for the election of office-bearer (Executive) and ordinary (general) committee positions (non-Executive) is to be conducted at the Annual General Meeting in any usual and proper manner that the committee directs.

21. Terms of office

1. Terms are 2 years in duration
2. At each AGM:
 - a committee member who has been appointed to fill a casual vacancy under rule 27 automatically retires from their role, and
 - at least half of the remaining committee members automatically retire from their role.
3. The remaining committee members who automatically retire will be those who have been longest in office since last being elected.
4. Subject to this constitution, a committee member holds office from the day the member is elected until immediately before the annual general meeting for which their term has ended.

5. A member is eligible, if otherwise qualified, for re-election.
6. There is no maximum number of consecutive terms for which a committee member may hold office.

22. Public Officer

1. The Committee must appoint a Public Officer who may but does not need to be a member of the Committee.
2. The Public Officer must perform any duty or function required under the Act, the Regulations, or this constitution to be performed by the Public Officer.
3. The Committee must fill any vacancy in the office of Public Officer within 28 days after the vacancy arises.

23. Secretary

1. The Secretary of the Association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
2. It is the duty of the secretary to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of the Executive and members of the committee, and
 - (b) the names of members of the committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
3. Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
4. The signature of the chairperson may be transmitted by electronic means for the purpose of subclause 3.

24. Treasurer

1. It is the duty of the Treasurer of the association to ensure:
 - (a) all money due to the association is collected, and
 - (b) all payments authorised by the association are made, and
 - (c) correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

25. Delegation to subcommittees

1. The committee may:
 - (a) establish 1 or more subcommittee to assist the committee to exercise the committee's functions, and
 - (b) appoint 1 or more members of the association to be members of the subcommittee.

2. The Executive may delegate to one or more sub-committee (consisting of the member or members of the association that the committee thinks fit) to exercise of any of the functions of the committee that are specified in the instrument, other than:
 - (a) this power of delegation, or
 - (b) a duty imposed on the committee by the Act or another law.
3. Such delegation must be in writing and specify the functions that are delegated to the sub-committee.
4. There can be conditions or limitations on a delegation if the Executive considers it appropriate.
5. Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
6. A delegation can be revoked in whole or in part by the Executive in writing.
7. A sub-committee may meet and adjourn as it thinks proper.

26. Technical Committees

1. The Executive shall establish the following technical committees under the power of delegation in rule 25.2:
 - (a) Local (Park) Competition Director
 - (b) Representative Director
 - (c) Administration Director
 - (d) Referee Director
2. The following procedure shall apply in relation to the appointment of the Technical Committee:
 - (a) The Executive shall call for nominations for Technical Committees Directors.
 - (b) Appointment to Director positions will be made by The Executive with consideration to all nominations received and best fit for the Affiliation (as determined by the Executive).
 - (c) If insufficient nominations are received from the Members or the nominations are considered inappropriate by the Executive, the Executive shall appoint the positions on the Technical Committee in its discretion after consultation with the Club Committee.

27. Vacancies in office

1. A casual vacancy in the office of a committee member arises if the member:
 - (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) resigns from office by written notice given to the secretary, or
 - (d) is removed from office by the association under this clause, or
 - (e) is absent from 3 consecutive meetings of the committee without the consent of the committee, or

- (f) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
 - (g) becomes a mentally incapacitated person.
- 2. The committee may appoint a member of the association to fill a casual vacancy other than a vacancy arising from the removal from office of a committee member.
- 3. Subject to this constitution, a member appointed to fill a casual vacancy holds office until the next annual general meeting.

28. Removal of committee members

- 1. The association in a general meeting may by resolution:
 - (a) remove a committee member from office at any time, and
 - (b) appoint another member of the association to hold office for the balance of the committee member's term of office.
- 2. A committee member to whom a proposed resolution referred to in subclause 14 relates may:
 - (a) give a written statement of a reasonable length to the president or secretary, and
 - (b) request that the statement be read aloud by the member presiding at the general meeting at which the proposed resolution will be considered.

Division 2 - Procedure

29. Committee meetings

- 1. The Committee must meet at least 3 times in each 12-month period at the place and time determined by the Committee.
- 2. Additional meetings of the committee may be called by any committee member.
- 3. The secretary must give each committee member oral or written notice of a meeting of the committee at least 48 hours, or another period on which the committee members unanimously agree, before the time the meeting is due to commence.
- 4. The notice must describe the general nature of the business to be transacted at the meeting.
- 5. The only business that may be transacted at the meeting is:
 - (a) the business described in the notice, and
 - (b) business that the committee members present at the meeting unanimously agree is urgent business.

30. Quorum

1. The quorum for a meeting of the committee is 4 committee members.
2. No business may be transacted by the committee unless a quorum is present.
3. If at any time the number of committee members is less than the number required to constitute a quorum for a committee meeting, the existing committee members may appoint a sufficient number of members of the association as committee members to enable the quorum to be constituted.
4. A member of the committee so appointed is to hold office, subject to this constitution until the annual general meeting next following the date of the appointment.
5. This clause does not apply to the filling of a casual vacancy to which clause 27 applies.

31. Presiding committee member

1. The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent – the vice-president,
 - (c) if both the president and vice-president are absent – 1 of the members present at the meeting, as elected by the other members.

32. Use of technology at committee meetings

1. A committee meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
2. A committee member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

33. Voting and decisions

1. A decision supported by a majority of the votes cast at a meeting of the committee or a subcommittee / working group at which a quorum is present is the decision of the committee or subcommittee.
2. Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

34. Acts valid despite vacancies or defects

1. Subject to clause 30(1), the committee may act despite there being a casual vacancy in the office of a committee member.

2. An act done by a committee or subcommittee / working group is not invalidated because of a defect relating to the qualifications or appointment of a member of the committee or subcommittee.

35. *Transaction of business outside meeting or by telephone or other means*

1. The committee may transact its business by the circulation of papers, including by electronic means, among all committee members.
2. If the committee transacts business by the circulation of papers, a written resolution, approved in writing by a majority of committee members, is taken to be a decision of the committee made at a meeting of the committee.
3. The committee may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
4. The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the committee for the purposes of:
 - (a) the approval of a resolution under subclause (2), or
 - (b) a meeting held in accordance with subclause (3).
5. A resolution approved under subclause (2) must be recorded in the minutes of the meetings of the committee.

Part 4 General meetings of the association

36. Annual general meetings

1. The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.
2. The annual general meeting of the association is, subject to the Act, to be convened on the date and at the place and time that the committee thinks fit.
3. The business that may be transacted at an annual general meeting includes the following:
 - (a) confirming the minutes of the previous annual general meeting and of any special general meeting held since that meeting,
 - (b) receiving reports from the committee on the association's activities during the preceding financial year,
 - (c) electing office-bearers and ordinary (or general) committee members (2-yearly),
 - (d) receiving and considering financial statements or reports required to be submitted to members of the association under the Act.
4. An annual general meeting must be specified as that type of meeting in the notice convening it.
5. The annual general meeting reports, notices of motions and items of business must be compiled and distributed to Committee Members no later than 7 days prior to the annual general meeting.

37. Special general meetings

1. The committee may, whenever it thinks fit, convene a special general meeting of the association.
2. The committee must call a special general meeting if the committee receives a request made by at least 5% of the total number of members.
3. The request:
 - (a) must be in writing, and
 - (b) must state the purpose of the meeting, and
 - (c) must be signed by the members making the request, and
 - (d) must be lodged with the Secretary, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members,
 - (f) may be in electronic form and signed and lodged by electronic means.
4. If the committee fails to convene a special general meeting within 1 month of the request being lodged, any one or more of the members who made the

request may convene a special general meeting to be held within 3 months from the date the request was lodged.

5. A special general meeting held under subclause (4) must be conducted, as far as practicable, in the same manner as general meetings called by the committee.
6. For the purposes of subclause 3:
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

38. Notice of general meeting

1. The secretary must give each member notice of a general meeting:
 - (a) If a matter to be determined at the meeting requires a special resolution – at least 21 days before the meeting, or
 - (b) Otherwise – at least 14 days before the meeting.
2. The notice must specify:
 - (a) The place and time at which the meeting will be held, and
 - (b) The nature and business to be transacted at the meeting, and
 - (c) If a matter to be determined at the meeting requires a special resolution – that a special resolution will be proposed, and
 - (d) For an annual general meeting- that the meeting to be held is an annual general meeting.
3. The only business that may be transacted at the meeting is:
 - (a) The business specified in the notice, and
 - (b) For an annual general meeting – business referred to in clause 36(3).
4. A member may give written notice to the secretary of business the member wishes to raise at a general meeting.
5. If the secretary receives a notice under subclause (4), the secretary must specify the nature of the business in the next notice call a general meeting.

39. Quorum for general meetings

1. The quorum for a general meeting is 5 members of the association entitled to vote under this constitution.
2. No business may be transacted at a general meeting unless a quorum is present.
3. If a quorum is not present within half an hour of the scheduled commencement, the meeting
 - (a) if called on the request of members – is dissolved, or
 - (b) otherwise – is adjourned to an agreed date, time and location as specified by the member presiding at the meeting at the time or adjournment, or in a written notice given to members within 48 hours of

the adjourned meeting.

4. If the quorum is not present within half an hour of the time an adjourned meeting commences, but there are at least 3 members present, the members present constitute a quorum.

40. Presiding member

1. The following committee member presides at a meeting of the committee:
 - (a) the president,
 - (b) if the president is absent – the vice-president,
 - (c) if both the president and vice-president are absent – 1 of the members present at the meeting, as elected by the other members.
2. The member presiding at the meeting has:
 - (a) A deliberative vote, and
 - (b) In the event of an equality of votes – a second or casting vote.

41. Adjournment

1. The member presiding at a general meeting may, with the consent of the majority of the members present, adjourn the meeting to another time and place.
2. The only business that may be transacted at the adjourned meeting is the business remaining from the meeting at which the adjournment took place.
3. If a meeting is adjourned for at least 14 days, the secretary must give each member oral or written notice, at least 1 day before the adjourned meeting of:
 - (a) The time and place at which the adjourned meeting will be held, and
 - (b) The nature of the business to be transacted at the adjourned meeting.

42. Voting

1. A Member is not entitled to vote at a general meeting unless the member:
 - (a) Is at least 18 years of age, and
 - (b) Has paid all money owed by the member to the association.
2. Each member has 1 vote, except as provided by clause 40(2)(b).
3. A question arising at a general meeting of the association is to be determined by:
 - (a) a show of hands or,
 - (b) if clause 43 applies - an appropriate method as determined by the committee
 - (c) a written ballot, but only if:
 - i. the member presiding at the meeting moves that the question be decided by ballot, or
 - ii. at least 5 members agree the question should be determined by ballot.

4. If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands or other appropriate method referred to in subclause 3(b), been carried or carried unanimously or carried by a majority, or lost, or an entry to that effect in the minutes of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
5. If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

43. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note. Schedule 1 to the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

44. Special resolution

1. A special resolution may only be passed by the association in accordance with section 39 of the Act.
2. A resolution of the Association is a special resolution:
 - (a) If it is passed by a majority which comprises at least three-quarters (75%) of such members of the Association as, being entitled under these rules so to do, vote in person at a general meeting of which at least 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules,
 - (b) Where it is made to appear to the Commissioner that it is not practicable for the resolution to be passed in the manner specified in paragraph (a) if the resolution is passed in a manner specified by the Commissioner.

45. Postal or electronic ballots

1. The association may hold an electronic ballot (as the Executive determines) to determine any issue or proposal (other than an appeal under clause 15).
2. An electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

46. Use of technology at general meetings

1. A general meeting may be held at 2 or more venues using any technology approved by the Executive that gives each of the association's members a reasonable opportunity to participate.
2. A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

Part 5 Administration

47. Insurance

The association may affect and maintain insurance.

48. Funds - source

1. The funds of the association are to be derived from player registrations, donations, sponsorships, grants and, subject to any resolution passed by the association in general meeting, any other sources that the Executive determines.
2. All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
3. The Association must, as soon as practicable after receiving any money, record receipt details including (but not limited to) name of person lodging payment, reason for payment and date payment was made. Receipts must be issued upon request.

49. Funds - management

1. Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the Executive determines.
2. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

50. Association is non-profit

Subject to the Act and the Regulation, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs to provide a pecuniary gain for any of its members.

51. Change of name, objects, and constitution

An application for registration of a change in the association's name, objects, or constitution in accordance with section 10 of the Act is to be made by the public officer or an Executive committee member.

52. Custody of records and books

Except as otherwise provided by this constitution, all records, books, and other documents relating to the association must be kept in New South Wales at the association's official address, in the custody of the public officer or a member of the association (as the committee determines).

53. Inspection of records and books

1. The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books, and other financial documents of the association,
 - (b) this constitution,
 - (c) minutes of all committee meetings and general meetings of the association.
2. A member of the association may obtain a copy of any of the documents referred to in subclause 1 on payment of a fee of not more than \$1 for each page copied.
3. Despite subclauses 1 and 2, the committee may refuse to permit a member of the association to inspect or obtain a copy of records of the association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the association.

54. Service of notices

1. For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
2. For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

55. Financial year

The financial year of the association is the period of 12 months commencing 1 July and ending 30 June each year.

56. *Distribution of property on winding up of association*

1. Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
2. In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

57. *By-Laws*

1. The Committee may formulate, issue, adopt, interpret, and amend regulations and policies ("By-Laws") for the proper advancement, management, and administration of the Association, and/or the advancement of the objects of the Association and Touch Football in the local area. Such By-Laws must be consistent with the Constitution and any policy directives of the Committee.
2. All By-Laws are binding on the Association and all members.
3. All By-Laws (ie: guidelines, rules, policies, and regulations) of the Association in force at the date of the approval of this Constitution (provided such by-laws are not inconsistent with, or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply.
4. Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Association members by means of notices approved by the Committee and prepared and issued by the President (or nominated delegate). Notices are binding upon all Members.