

NORTHERN TASMANIAN FOOTBALL ASSOCIATION INC.

Constitution

Table of Contents

Part 1. – Preliminary

1. Name
2. Objects
3. Terminology

Part 2. – The competition, clubs and membership of the NTFA

4. The competition
5. The clubs
6. Members
7. Effect of club registration and of membership
8. Cessation of membership
9. Life members

Part 3. – Financial

10. Income and property
11. Accounts
12. Appointment of an auditor

Part 4. – Meetings

13. Annual General meetings
14. Special General meetings
15. Notice of General meetings
16. Proceedings at General meetings
17. Voting

Part 5. Administration

18. Board of Management
19. Make-up of the NTFA Council
20. Board of Management authority
- 20A. General Manager
21. Proceedings of the Board of Management
22. Vacation of office of Director

Part 6. – General

23. Discipline
24. Delegation
25. The NTFA year
26. Notices
27. By-laws
28. Alteration of the Constitution
29. Winding up of the NTFA

PART 1. – PRELIMINARY

1. NAME

- (1) The name of the Association is the Northern Tasmanian Football Association Incorporated and here-in after called (the “NTFA”).
- (2) The NTFA is incorporated under the Associations Incorporation Act 1964
- (3) In the NTFA’s seal or in documents the word “incorporated” in its name may be abbreviated to “inc.”.

2. OBJECTS

- (1) The objects of the NTFA are:

“THE NTFA AIMS TO PROVIDE A SOUNDLY ADMINISTERED AUSTRALIAN RULES FOOTBALL COMPETITION IN THE NORTHERN TASMANIAN REGION. THE NTFA WILL CREATE A VIABLE PLAYER PATHWAY TO THE ELITE LEVELS OF THE SPORT.”

- (2) Without limiting the generality of sub-rule (1), the NTFA Council may from time to time enter into affiliations, either by itself affiliating with other organisations, or by receiving other bodies into affiliation with it.

3. TERMINOLOGY

In this Constitution:-

- (aa) “By-laws” includes rules and regulations made under this Constitution.
- (a) “Club” means a football club registered with and forming part of the NTFA competition.
- (b) “Constitution” means this document.
- (c) “Independent” means a person who does not hold office with a club.
- (d) “The Board” means the Board of Management of the NTFA.
- (e) “The Council” means the NTFA Council as defined in rule 19.
- (f) In this document words importing the singular or plural number include the singular or plural number respectively and words of any gender shall include the other gender.

PART 2. – THE COMPETITION, CLUBS AND MEMBERSHIP OF THE NTFA

4. THE COMPETITION

Management of the competition shall be in accordance with the NTFA regulations, and to that end, the NTFA may appoint, either by resolution or by the regulations, sub-committees, boards, tribunals, or any other bodies which it thinks appropriate.

5. CLUBS

- (1) A football club may apply to the NTFA for registration as a team in the NTFA competition, and the Council may, in its discretion, accept or refuse the application.
- (2) The Council may from time to time bring clubs into or exclude clubs from the competition.

6. MEMBERS

- (1) Members of the NTFA are:-
 - (a) Member clubs which shall appoint a delegate who shall be a member of the Council.
 - (b) Members of the Board and Life Members.
- (2) The NTFA shall maintain an up-to-date register of members, either in written form or as a computer record.

7. EFFECT OF CLUB REGISTRATION AND OF MEMBERSHIP

- (1) A registered club and any person who becomes a member is bound by this constitution and any rules, regulations, or by-laws made under it and any determinations made by the NTFA.
- (2) Each club and each member acknowledges:-
 - (a) That he has submitted without reserve to the consequences resulting from the operation of this constitution; and
 - (b) That the constitution is necessary and reasonable for the purposes of achieving the NTFA's objectives, and that he will not become a party to any suit, at law or in equity, against the Board, the Council, or any club or person subject to this constitution until all remedies provided for by the constitution have been exhausted.

8. CESSATION OF MEMBERSHIP

- (1) A member may resign by notice in writing to the NTFA.
- (2) A member may be expelled by the Council for any reason which it thinks appropriate, after notifying the member of the reason and calling upon the member to show cause why they should not be expelled.

9. LIFE MEMBERS

- (1) The NTFA may at an Annual General Meeting appoint as a life member any person who has done outstanding work in the interests of the NTFA.
- (2) A proposal for life membership must be in writing signed by at least two members and lodged with the general manager at least one month before the relevant Annual General Meeting.
- (3) The proposal must be approved by the board and notice of it must appear in the notice convening the Annual General Meeting.
- (4) At the Annual General Meeting the motion of the appointment of a person as a life member shall be decided by secret ballot. A vote of 75% of those present will pass the motion.

PART 3. – FINANCIAL

10. INCOME AND PROPERTY

- (1) The income and property of the NTFA shall be applied solely towards the objects and purposes of the NTFA and may not be distributed among the members as dividends or bonuses, except as otherwise provided for in the wind-up provisions of this constitution.
- (2) Nothing in sub-rule (1) prevents normal payments to a salaried employee, reimbursement of out-of-pocket expenses, or payments authorised by the NTFA for services rendered or goods supplied in the ordinary course of business.
- (3) The Board is responsible for expenditure of the funds of the NTFA and may authorise any person to expend funds of the NTFA within specified limits and any expenditure outside those limits must be approved or ratified by the Board.

11. ACCOUNTS

- (1) The Board shall cause proper accounting and other records to be kept and shall lay before each Annual General Meeting a balance sheet and profit and loss account made up to the previous 31st October.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the NTFA shall be executed by two of the three Board members authorised by the Board to sign such instruments on its behalf.
 - (2A) All electronic payments of the NTFA are to be made or authorised by:
 - (a) two of the three Board members authorised by the Board; or
 - (b) any person who has been delegated in writing by the Board to make or authorise such payments on behalf of the Board.
- (2) Where any accounting conduct or procedure is not provided for by these rules, the Board shall use as guidelines the provisions of the Corporations Law.

12. APPOINTMENT OF AUDITOR

- (1) At each Annual General Meeting the members present shall elect an auditor, who shall hold office until the next Annual General Meeting and is eligible for reappointment.
- (2) An auditor may only be removed from office by a special resolution of the council.
- (3) In the event of a casual vacancy occurring in the office of auditor the Board shall appoint a replacement until the next Annual General Meeting.

PART 4. – MEETINGS

The meetings of the NTFA shall be:-

13. ANNUAL GENERAL MEETING

- (1) The NTFA shall hold an Annual General Meeting in November or December of each year.
- (2) The ordinary business of the Annual General Meeting shall be:-
 - (a) To confirm the minutes of the last Annual General Meeting and any Special General Meeting in the interim.
 - (b) To receive reports from the Board and from the Auditor.
 - (c) To appoint the Auditor.
 - (d) To elect the Members of the Board.
 - (e) Nominations for office bearers shall be in writing, signed in each case by the proposer, seconder and nominees and lodged with the General Manager no later than 7 Days before the scheduled start of the Annual General Meeting. If there are insufficient nominations for the number of vacant positions, then nominations shall be taken from the meeting
 - (f) To permit any general business the Chairman rules in order.

14. SPECIAL GENERAL MEETINGS

- (1) The board may convene a special general meeting at any time and shall convene a Special General Meeting upon receipt of a written request signed by delegates representing at least half of the clubs, and in either event specifying the nature of the business at the meeting.
- (2) If the board, on written request, does not convene a special general meeting within 28 days any one of the petitioners may convene the meeting.

15. NOTICE OF ANNUAL GENERAL, SPECIAL GENERAL, BOARD & COUNCIL MEETINGS:

- (1) At least 14 Days before the day on which an Annual General Meeting or a Special General Meeting of the NTFA is to be held, the public officer is to publish a notice specifying:
 - (a) the place, day and time at which the meeting is to be held; and
 - (b) nature of the business that is to be transacted at the meeting.
- (2) A notice is published for the purposes of sub-rule 15(1) if the notice:
 - (a) appears on a website, or an electronic address or the NTFA; or
 - (b) is sent to each NTFA member's:
 - (i) postal or residential or business address; or
 - (ii) an email address that the member has nominated as the email address to which notices from the NTFA may be sent; or
 - (c) is given by another means as determined by the public officer, that is reasonably likely to ensure that members of the NTFA will be notified of the notice.
- (3) The minimum notice for Board or Council meetings shall be four (4) working days.
- (4) No business may be transacted at a Special General Meeting other than the business specified in the notice convening the meeting.

16. PROCEEDINGS AT ANNUAL GENERAL & SPECIAL GENERAL MEETINGS

- (1) The quorum at such meetings is ten members entitled to vote, but a quorum is not achieved if the members present do not represent at least two-thirds of the clubs.
- (2) Such meetings are open to the public, but a non-member may speak only with permission of the Chairman.
- (3) In the absence of the President and Vice President, the members present shall elect a Chairman.

17. VOTING

- (1) On any question arising at an Annual General Meeting or a Special General Meeting a member has one vote which must be given personally, with no written proxies.
- (2) The Chairman shall on request ask for a show of hands to decide a question, and shall, of his own motion or on request from a member present, take a poll, which shall be taken in such manner as the Chairman may direct.
- (3) In the case of equal voting on a question, the Chairman has a casting vote, in addition to his deliberate vote.

PART 5 – ADMINISTRATION

18. BOARD OF MANAGEMENT

The affairs of the NTFA shall be managed by the Council, which shall have the overall responsibility and powers for the governance and well being of the NTFA.

- (1) The Board of Management:-
 - (a) May, subject to this Constitution, exercise all such powers and functions as may be exercised by the NTFA, other than those powers and functions that are required by the Constitution or by-laws to be exercised by general meetings of members.
 - (b) Subject to the Constitution and by-laws, has power to perform all such acts and things as appear to the board to be essential for the proper management of the business and affairs of the NTFA.
 - (c) The Board of Management shall consist of the following persons:
 - (1) President
 - (2) Vice President
 - (3) Finance Director
 - (4) Secretary
 - (5) Up to (8) eight Member Directors
 - (6) Junior Development Officer (non-voting)
 - (7) Umpire Co-ordinator (non-voting)

All of whom shall be elected at the Annual General Meeting (with the exception of the non-voting members).

- (2) The President, Finance Director and up to 4 Member Directors shall be elected at the Annual General Meeting of each even calendar year.
- (3) The Vice President, Secretary and up to 4 Member Directors shall be elected at the Annual General Meeting each uneven calendar year.
- (4) The two non-voting member positions shall be appointed by the Board of Management.
- (5) Each office holder and ordinary member shall, subject to these Rules, hold office until the Annual General Meeting two years after the date of election, but shall be eligible for re-election.
- (6) In the event of any of the positions becoming vacant, the Board may appoint a person to fill the position and he will occupy the position until the conclusion of the two-year term.
- (7) No member of the Board can hold office if that person is a current official of any member club, unless with the permission of the Council. Any such person shall declare his club affiliation.
- (d) Executive Committee

The Board may appoint an Executive Committee consisting of the President, the Vice President, the Secretary and the Finance Director, to manage the day to day affairs of the Board, subject to all decisions being ratified at the Board's next meeting.

19. MAKE-UP OF THE NTFA COUNCIL

The Council shall consist of one delegate appointed by each club, and the members of the Board entitled to vote.

20. BOARD OF MANAGEMENT'S AUTHORITY

- (1) The intention and spirit of this rule is to conform with modern business practice by vesting a degree of authority in the Board, because of the practical difficulties involved in management of the Council.
- (2) The Council delegates all of its powers and functions to the Board, other than those powers and functions expressly reserved to the Council by resolution of the Council from time to time.
- (3) Notwithstanding that delegation, an action or decision of the Board may be reversed, altered, or cancelled by a two-thirds majority of the delegates at the Council meeting immediately following the action or decision, in a vote in which the board members may not participate. A quorum shall be more than 80% of the member club delegates.

20A. GENERAL MANAGER

- (1) The Board may appoint a General Manager on such terms and conditions for such period as it may determine.
- (2) The General Manager shall be the public officer of the NTFA.
- (3) The General Manager shall at all times carry out such directions or delegation of authority as are lawfully given by the Board and shall perform all things as appear necessary or desirable for the proper management and administration of the NTFA, including keeping all necessary and proper records of meetings of the Board and the NTFA and of all such matters as relate to the management of the NTFA.
- (4) The General Manager shall not be a member of the Board and shall not be entitled to vote at Board meetings but shall be present at all Board meetings as required by the Board.

21. PROCEEDINGS OF THE BOARD OF MANAGEMENT

- (1) Unless the Board decides otherwise from time to time, the Board shall meet at least once each month during the season and as required during the off season.
- (2) The quorum at a meeting of the Board is a simple majority, but not less than 50% of the total number of members entitled to vote.
- (3) (3) In the absence of the President and Vice-president at the Board meeting, the members present shall elect a chairman for that meeting.

22. VACTION OF OFFICE

The office of member of the Board becomes vacant if he:

- (a) Becomes bankrupt or takes advantage of a law relating to bankruptcy.
- (b) Becomes of unsound mind.
- (c) Resigns in writing.
- (d) Ceases to live in Tasmania.
- (e) Misses three consecutive Board meetings, unless excused by the Board.
- (f) Dies.

PART 6 – GENERAL

23. DISCIPLINE

The Board has authority to define offences, to hear and determine any allegation, complaint or charges brought against any person or member club under this Constitution or the Laws of Australian Football, and to impose penalties by way of fines, suspension, disqualification, de-registration, or otherwise, as it thinks fit.

24. DELEGATION

The Board shall make regulations for the purposes of this Constitution, and may delegate, either by resolution or by regulations, its authority to such boards, committees, tribunals or other bodies as it sets up for those purposes.

25. THE NTFA YEAR

- (1) The NTFA's financial year is from 1st November to 31st October annually.
- (2) For all other purposes, including the holding of office, the NTFA year is from Annual General Meeting to Annual General Meeting.

26. NOTICES

26 (1) Except as otherwise provided by this Constitution, a notice may be served by or on behalf of the NTFA on a person or club in any of the following ways:

- (a) By giving it to the person or an official of a club; or
- (b) By leaving it at, or sending it by ordinary post to, the person's or club's last notified address;
or
- (c) Faxing it to the person's or club's last notified fax number; or
- (d) Emailing it to the person's or club's last notified email address.

26 (2) A notice given by:

- (a) ordinary post is deemed to have been received 2 business days after the day on which it was posted; and
- (b) electronic transmission of a fax or email is deemed to have been received on the day the notice was transmitted.

27. BY-LAWS

The Council may make By-laws not inconsistent with the Constitution for the better management of the objects and affairs of the NTFA.

28. ALTERATIONS TO THE CONSTITUTION

- (1) It is a requirement of the law, restated here for convenience, that the Constitution of the NTFA may be altered only by special resolution.
- (2) A special resolution is a resolution passed by a majority of not less than three-quarters of the members of the NTFA entitled under these Rules to vote who are present in person at a Special General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these Rules.

29. WINDING UP THE NTFA

In the event of the NTFA being wound up:-

- (a) Every member of the NTFA; and
- (b) Every person who, within a period of twelve months immediately preceding the commencement of the winding up, was a member of the NTFA, is liable to contribute to the assets of the NTFA for payment of debts or liabilities of the NTFA and for costs, charges and expenses of the winding up and for the adjustment of the rights of contributories among themselves such sum, not exceeding \$2.00, as may be required, but a former member is not liable so to contribute in respect of any debt or liability of the NTFA contracted after he ceased to be a member.
- (c) The assets of the NTFA are to be distributed equally between the member clubs as equitably as possible with reference to the Annual Financial Report.