

Associations Incorporation Act 2009

Constitution

August 2023

MAITLAND TOUCH ASSOCIATION INCORPORATED



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Part 1 Preliminary

Definitions

1) In this constitution:

“Act” means the *Associations Incorporation Act 2009*).

“Association” means Maitland Touch Association Incorporated.

“Board” means the body managing the association and consisting of the executive.

“Committee Member” means a member of the committee who is not an office-bearer of the association.

“Director” means a member of the Board and includes any person acting in that appointment in accordance with this Constitution but does not include the Chairperson.

“Delegate Member” means a financial member appointed by their team in the association.

“Administrator” means the person holding office under this constitution, or 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.

“NSO” means the National Sporting Organisation being Touch Football Australia.

“RSO” means the Regional Sporting Organisation being Hornets Touch Association.

“Special Resolution” means a Special Resolution as defined in the Act.

“SSO” means the State Sport Organisation being New South Wales Touch Association Inc.

2) In this constitution:

(a) a reference to a function includes a reference to a power, authority and duty, and

(b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

Severance

If any provision of this Constitution or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

The Act

Except where the contrary intention appears in this constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this constitution.

Objects of the Association

The Objects of the Association are established to:

- (a) conduct, encourage, promote, advance and administer touch football throughout the local area;
- (b) act, at all times, on behalf of and in the interest of the members and touch football in the local area;
- (c) affiliate and otherwise liaise with the RSO, SSO and/or NSO of which the association is a member and adopt their rule and policy frameworks to further these Objects;
- (d) abide by, promulgate, enforce and secure uniformity in the application of the rules of touch football as may be determined from time to time by NSO or SSO and as may be necessary for the management and control of touch football and related activities in New South Wales;
- (e) advance the operations and activities of the association throughout the local area;
- (f) have regard to the public interest in its operations; and
- (g) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

Powers of the Association

Solely for furthering the Objects, the association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001*.

Part 2 Membership

Membership generally

- 1) A person is eligible to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person has applied and been approved for membership of the association in accordance with the application for membership clauses.
- 2) A person is taken to be a member of the association if:
 - (a) the person is a natural person, and
 - (b) the person was:
 - (i) in the case of an unincorporated body that is registered as the association – a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association – a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association
- 3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

Application for membership

An application by a person for membership of the association:

- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee and accompanied by the appropriate fee (if any).
- (b) the association may accept or reject an application regardless of whether the applicant has complied with the requirements at 1(a) above or not. The association shall not be required or compelled to provide any reason for such acceptance or rejection.
- (c) where the association accepts an application, the applicant shall become a member. Membership shall be deemed to commence upon acceptance of the application by the association. The register shall be amended accordingly as soon as practicable.
- (d) where the association rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the association.

Cessation of membership

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, or
- (d) fails to pay the annual membership fee as determined by the committee.

Nomination for life membership

A member may be nominated for life membership of the association if the person:

- (a) is directly associated with the association, and is regarded to have worked towards the objectives of the association.
- (b) is regarded to be above reproach.
- (c) has been involved as an active or executive member of the club for a minimum period of 10 full years

A nomination of a person for life membership 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 Administrator or Secretary of the Association.
- (c) must be submitted within 14 days of the Annual General Meeting.

The Executive will, if accepted, put forward a recommendation for life membership at the Annual General Meeting.

A nomination for life membership is endorsed if it achieves a 75% majority in a secret ballot at the Annual General Meeting.

A maximum of two life members may be nominated each year.

Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

Register of members

- (a) The Administrator must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (b) 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 only by members upon reasonable request.

Notice of Resignation

- (a) A member who has paid all arrears of fees payable to the association may resign or withdraw from membership of the association by giving one month's notice in writing to the association.
- (b) Once the association receives a notice of resignation of membership it must make an entry in the Register that records the date on which the member ceased to be a member.

Effect of membership

Members acknowledge and agree that:

- (a) this constitution forms a contract between each of them and the association and that they are bound by this constitution, the regulations and subject to the jurisdiction of the association, RSO, SSO and NSO.
- (b) they shall comply with and observe this constitution and the regulations and any determination, resolution or policy which may be made or passed by the board or other entity with delegated authority;
- (c) the constitution and regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of Touch Football; and
- (e) they are entitled to all benefits, advantages, privileges and services of Association membership.

Refund of Membership Fees

Membership fees or subscriptions paid by the discontinued member may be refunded on a pro-rata basis to the member upon discontinuance.

Disciplining of members

- 1) A complaint may be made to the committee by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, 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 will follow the guidelines as set out by the NSO.
- 4) 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.
- 5) If the committee expels or suspends a member, the Administrator 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 as detailed in the NSO guidelines.
- 6) 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 as detailed in the NSO guidelines, whichever is the later.

Right of appeal of disciplined member

- (a) The committee may appoint a judiciary committee to deal with any disciplinary matter referred to it.
- (b) On receipt of a notice from a member under the subclause above, the Administrator must notify the committee, which is to convene a general meeting of the association in accordance with the NSO guidelines for appeals.

Part 3 The Board

Powers of the board

Subject to the Act, the Rules of Association, this constitution and any resolution passed by the association in general meetings, the Board:

- (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.

Composition of the board

The board shall consist of the following office-bearers:

- (a) Chairman (an interested Director) elected at the annual general meeting in accordance with the association rules.
- (b) Director of Finance (an interested Director) elected at the annual general meeting in accordance with the association rules.
- (c) 2 interested Directors elected in accordance with the association rules.
- (d) up to 2 independent Directors elected at the annual general meeting in accordance with the Rules of Association.

Election and Appointment of Directors

The Elected Directors shall be elected in accordance with the following Elected Directors clause.

The Appointed Directors shall be appointed in accordance with the Appointed Directors clause.

Elected Directors

Nominations of candidates for elected Director positions of the association:

- (a) Must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- (b) Must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (c) 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.
- (d) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (e) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (f) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

Elected Directors cont'd

- (g) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in any usual and proper manner that the committee directs.
- (h) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

Term of Appointment for Elected Directors

- (a) Elected Directors shall be elected for a term of two years. Subject to provisions in this Constitution relating to early retirement or removal of Directors, Elected Directors shall remain in office from the conclusion of the annual general meeting at which the election occurred until the conclusion of the second annual general meeting following.
- (b) Two Elected Directors shall retire in each odd year and two Elected Directors shall retire in each even year until, after 2 years the 4 original Elected Directors have retired after which those Elected Directors (or their replacements) who first retired, shall retire and so on.
- (c) The sequence of retirements to ensure rotational terms shall be determined by the Board and specified in the Rules of Association.

Appointed Directors

The Elected Directors may appoint up to 2 Appointed Directors.

Qualifications for Appointed Directors

The Appointed Directors may have specific skills in commerce, finance, marketing, law or business generally or such other skills which complement the Board composition. They do not need to be members.

Term of Appointment

- (a) Appointed Directors may be appointed by the Elected Directors under this constitution for a term of 2 years, which shall commence from the first Board meeting after the annual general meeting until after the conclusion of the second annual general meeting that follows.
- (b) Appointed Directors may be appointed to ensure rotational terms that coincide with the Elected Directors' rotational terms.
- (c) Any adjustment to the term of Appointed Directors appointed under this Constitution necessary to ensure rotational terms under this Constitution shall be determined by the Board.

Casual Vacancies

Any casual vacancy occurring in the position of Director may be filled by the remaining Directors from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the Director's term under this Constitution.

Termination of Director

In addition to the circumstances in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies, or
- (b) ceases to be a member of the association, or
- (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 19, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth

Board May Act

In the event of a casual vacancy or vacancies in the office of a Director or Directors, the remaining Directors may act. However, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute a quorum.

Meetings of the Board

The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business (and shall be at least as often as is required under the Act). Subject to this constitution, it may adjourn and otherwise regulate its meetings as it sees fit. A Director may at any time convene a meeting of the Board within reasonable time.

Decisions of Board

Subject to this constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors shall for all purposes be deemed a determination of the Board. All Directors shall have one vote on any question. Where voting is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote, the motion will be lost.

Resolutions Not in Meeting

- (a) A resolution in writing that has been signed or assented to by electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Directors.
- (b) Without limiting the power of the Board to regulate its meetings as it sees fit, a meeting of the Board may be held where one or more of the Directors is not physically present at the meeting, provided that all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication.
- (c) Notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board or this constitution. The notice will specify that Directors are not required to be present in person.
- (d) If a failure in communications prevents all members from being satisfied by the number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed to be held, then the meeting shall be suspended until communications are satisfied again. If such condition is not satisfied within fifteen minutes from the interruption, the meeting shall be deemed to have been terminated or adjourned.

Quorum

At meetings of the Board the number of Directors whose presence is required to constitute a quorum is 3.

Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than 7 days written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than 4 days prior to such meeting.

Chairperson

The Board shall appoint a chairperson from among its number. The chairperson shall be the nominal head of the association and will act as chair of any Board meeting or general meetings at which they are present. If the chairperson is not present, unwilling or unable to preside at a Board meeting the remaining Directors shall appoint another Director to preside as chair for that meeting only, as set out in the Rules of Association.

Conflict of Interest

A Director shall declare his interest in any contractual, selection, disciplinary, or financial matter in which a conflict of interest arises or may arise. They shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters. If the Director casts a vote, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent themselves from discussions and refrain from voting, the issue should be immediately determined by vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

Disclosure of Interests

- (a) The nature of the interest of a Director must be declared at the meeting of the Board at which the relevant matter is first taken into consideration, if the interest then exists. In any other case, the interest should be revealed to the Board at the next meeting of the Board. If a Director becomes interested in a matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes interested.
- (b) All disclosed interests must also be disclosed at each annual general meeting in accordance with the Act.

General Disclosure

A general notice stating that a Director is a member of a specific firm or company and that they are 'interested' in all transactions with that firm or company is sufficient declaration. After the distribution of the general notice, it is not necessary for the Director to give a special notice regarding any particular transaction with that firm or company.

Recording Disclosures

Any declaration made, any disclosure or any general notice given by a Director in accordance with must be recorded in the minutes of the relevant meeting.

Annual General Meetings

- (a) The association annual general meeting shall be held in accordance with the Act and this constitution. It should be held on a date and at a venue determined by the Board and within 6 months after the close of the associations financial year.
- (b) All general meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with this constitution.
- (c) The business to be transacted at the annual general meeting includes confirmation of the last annual general meeting minutes and any subsequent special general meetings. Director and committee member reports, election of office-bearers and consideration of any financial statements required to be submitted to members.
- (d) No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

Special General Meetings

- (a) The Board may, whenever it sees fit, convene a special general meeting. When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general
- (b) Any Board member or member may requisition a special general meeting.
- (c) The requisition for a special general meeting shall state the purpose of the meeting; be signed by at the members making the requisition and be sent to the Administrator.
- (d) A special general meeting convened by the members must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

Notice of General Meetings

Notice of every general meeting shall be given to Directors and members at least 14 days before the date fixed. Notice shall specify the place, date and time of the meeting and shall state the business to be transacted at the meeting

Notice of Motion

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the association no less than 14 days prior to the general meeting.

Proceedings at General Meetings

Quorum

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. A quorum for general meetings of the association shall be 5 members.

Chairperson to Preside

- (a) The chairperson of the Board shall preside as chair at every general meeting except in relation to any election for which the chairperson is a nominee or where a conflict of interest exists.
- (b) If the chairperson is not present, unwilling or unable to preside, the members present shall appoint another Director to preside as chairperson for that meeting only.

Adjournment of Meeting

- (a) If within half an hour after the appointed time for the commencement of the meeting a quorum is not present, the meeting:
 - i. shall be adjourned until the same day in the following week at the same time and place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting will lapse.
 - ii The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - iii If a general meeting is adjourned for 14 days or more, the Administrator must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
 - iv Except as per above, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

Making of decisions

A question arising at a general meeting of the association is to be determined by:

- (a) a show of hands or, if the meeting is one where electronic voting applies, any appropriate corresponding method that the committee may determine, or
- (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot applies.

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, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minutes, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

Voting

- (a) Each member present at a general committee meeting or of any sub-committee appointed by the Board (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.
- (b) Delegate members are only entitled to one vote per team of which they must be financially registered in, with a maximum of two votes (if individual is in multiple teams), at any annual general meeting only

Proxy Voting

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

Postal or Electronic Voting

No motion shall be determined by a postal ballot unless determined by the Board. Electronic voting is to be conducted in accordance with Schedule 3 to the Regulation.

Voting Procedure

At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded by the chairperson or a simple majority of the members.

Recording of Determinations

Unless a poll is demanded, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution. The result of the resolution must be recorded in the minutes.

Use of technology at general meetings

- (a) A general meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the association's members a reasonable opportunity to participate.
- (b) 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.

Records and accounts

- (a) The association shall establish and maintain proper records and minutes concerning all its transactions, business and meetings. It shall produce these as appropriate at each Board or general meeting.
- (b) The Board shall submit the association's statements of account to the members at the annual general meeting in accordance with this constitution and the Act.

Auditor

- (a) A properly qualified auditor or auditors shall be appointed by the association in a general meeting. The auditor's duties shall be regulated in accordance with the Act. If no relevant provisions exist under the Act the duties shall be regulated in accordance with the *Corporations Act 2001 (Cth.)* and generally accepted principles and/or any applicable code of conduct. The auditor may be removed by the association in a general meeting.
- (b) The accounts of the association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each financial year.

Income

- (a) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and subject to any resolution passed by the association in general meeting, any other sources that the committee determines.
- (b) 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.
- (c) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

Distribution of property on winding up

- (a) Subject to the Act and the Rules of Association, 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.
- (b) 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.

Alteration of constitution

This constitution shall not be altered except by Special Resolution.

Regulations

- (a) The Board may formulate issue, adopt, interpret and amend regulations for the proper advancement, management and administration of the association, the advancement of the purposes of the association and touch football in the local area. Such regulations must be consistent with the constitution and any policy directives of the Board. All Regulations are binding on the Association and all Members.
- (b) All clauses, rules, by-laws and regulations of the association in force at the date of the approval of this constitution (if such clauses, rules, by-laws and regulations are not inconsistent with or have been replaced by, this constitution) shall be deemed to be regulations and shall continue to apply.
- (c) Amendments, alterations, interpretations or other changes to regulations shall be advised to members by means of bulletins approved by the Board and prepared and issued by the association. The association shall take reasonable steps to distribute information in the bulletins to members. The matters in the bulletins are binding on all members.

Status and compliance of Association

- (a) The association is a member of the regional and/or state bodies for touch football and is recognised by those bodies as the entity responsible for the delivery of touch football in the local area and is subject to compliance with this constitution. The regional and/or state bodies' constitutions shall continue to be so recognised and shall administer touch football in the local area in accordance with the objects.
- (b) This constitution will clearly reflect the objects of the region and state bodies for touch football and will conform to the constitutions of those bodies, subject always to the Act.
- (c) The association may not resign, disaffiliate or otherwise seek to withdraw from its regional and/or state body without approval by Special Resolution.

Notice

For 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.

For 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.

Indemnity

- (a) Every Director and employee of the association will be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as Director or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- (b) The association shall indemnify its Directors and employees against all damages and losses (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - i in the case of a Director, performed or made while acting on behalf of and with the authority, express or implied, of the association; or
 - ii in the case of an employee, performed or made during, and within the scope of, their employment by the association.