

Rules of Association of
Brisbane
Soccer Zone Inc.

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Football Brisbane Inc. Constitution

1 Name

The name of the Incorporated Association is **Football Brisbane Inc.**

2 Colours and Emblem

2.1 Colours

The colours of the Zone shall be **blue and gold** in such configuration as determined by the Zone Council and approved by Football Queensland Limited.

2.2 Emblem

The Football Brisbane Inc. emblem shall be decided at a later date.

This emblem shall be utilised as the official emblem of the Zone.

3 Objects and Operation

3.1 Football Brisbane Zone Council Objects

The objects of the Football Brisbane Zone Council are to:

- (a) deliver national, State and Zone development programs as directed by Football Queensland Limited;
- (b) foster development of Soccer within its Zone;
- (c) within its Zone, conduct competitions approved by Football Queensland Limited;
- (d) identify, select and appoint teams representing its Zone;
- (e) administer Soccer within its Zone;

- (f) identify and secure safe facilities for the conduct of Soccer competitions within its Zone;
- (g) develop budgets for approval by Football Queensland Limited;
- (h) manage expenditures in line with the Zone budget approved by Football Queensland Limited;
- (i) charge and collect fees and levies approved by Football Queensland Limited and ASA from Registered Participants and others involved in Soccer; and
- (j) enforce rules, regulations and by-laws set by Australian Soccer Association Limited and Football Queensland Limited.

3.2 Operation

Zone Councillors may manage the Zone in the manner they consider will best enable them to perform the functions specified in paragraph 3.1.

4 Zone Boundaries

The Boundaries of the Zone shall be the area defined in the By-Laws of Football Queensland Limited from time to time.

5 Affiliation

The Zone shall be affiliated with Football Queensland Limited.

6 Obligations to Football Queensland Limited

The Zone must:

- (a) amend this Constitution; or
- (b) amend the By-Laws to
 - (i) promptly adopt changes in the model constitution and by-laws of Football Queensland Limited from time to time to the extent that they are applicable to Football Queensland Limited. In this clause the reference to changes to by-laws includes additional or replacement by-laws; and
 - (ii) not otherwise amend or vary this Constitution or any of its By-Laws without the prior consent of Football Queensland Limited.

7 Football Queensland Limited and the Zone

7.1 Compliance and Co-operation

Subject to applicable law, the Zone must:

- (a) Comply with and do everything within its power to enforce compliance with Football Queensland Limited Constitution and By-Laws and the applicable Statutes and Regulations and the Laws of the Game; and
- (b) Co-operate with Football Queensland Limited in all matters relating to the organisation of competitions and soccer in general.

7.2 Referral of Disputes

The Zone must not, subject to its obligations at law, refer disputes relating to soccer to a Court of law. The Zone must use its best endeavours to ensure that all persons and organisations affiliated with it do not refer disputes relating to Soccer to a Court of law.

8 Membership

8.1 Classes of Members

The membership of the Association (Zone) is limited to the following classes of members but not limited by numbers within these classes:

- (a) Ordinary Members; and
- (b) Life Members.
- (c) Referees' Representative Members;
- (d) Coaches' Representative Members;
- (e) Women's Representative Members;
- (f) Futsal Representative Members;
- (g) Juniors' Representative Members;
- (h) Men's Representative Members;
- (i) Zone Council Members.

8.2 Conditions

The conditions of membership of the different classes of membership are:

- (a) Ordinary Members – any Soccer club which is registered with Football Queensland Limited and which is located within the boundaries of the Zone; and
- (b) Life members – a life member is a person admitted to life membership by the Zone Council in recognition of services provided:
 - (i) The admission of life members shall be at the absolute discretion of the Zone Council;

- (ii) Any member or Zone Councillor may nominate a person as a life member; and
 - (iii) The Zone Council is not required to give reasons as to why or why not a nomination is accepted.
- (c) Referees' Representative Members – a referees' representative member is a person elected under this constitution to membership of the Referees' Zone Standing Committee, and
 - (d) Coaches' Representative Members – a coaches' representative member is a person elected under this constitution to membership of the Coaches' Zone Standing Committee.
 - (e) Women's Representative Members – a women's representative member is a person elected under this constitution to membership of the Women's Zone Standing Committee.
 - (f) Futsal Representative Members – a Futsal representative member is a person elected under this constitution to membership of the Futsal Zone Standing Committee.
 - (g) Juniors' Representative Members – a juniors' representative member is a person elected under this constitution to membership of the Junior's Zone Standing Committee.
 - (h) Men's Representative Members – a men's representative member is a person elected under this constitution to membership of the Men's Zone Standing Committee.
 - (i) Zone Council Members – a zone council member is a person elected under this constitution to membership of the Zone Council.

8.3 Membership Subscription Fee

The Zone Council may impose such membership fees as it may determine from time to time subject to the prior approval of Football Queensland Limited. The membership fees shall be payable at such time and in such a manner as the Zone Council shall from time to time determine.

8.4 Admission of Members

- (a) Every applicant for membership shall apply in such form and manner as Football Queensland Limited may from time to time prescribe.
- (b) On receipt by the Secretary of the signed application and subscription fees (if imposed), the Zone Council will consider the application and decide if the applicant should be admitted to membership.
- (c) Such persons as may be admitted to membership in accordance with the Rules shall be entered into the Register and shall be Members of the Association unless and until such membership is terminated by virtue of any of the powers contained in these Rules. The Register of Members shall be kept in accordance with the Act.

8.5 Ceasing to be a Member

Subject to paragraph 8.3, a person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) conviction of an indictable offence and the rehabilitation period has not expired;
- (e) being found by the Zone Council to have failed to comply with these Rules and any regulations or by-laws of the Association;
- (f) renouncement as a Member for any reason;
- (g) the termination of their membership according to this Constitution;
- (h) the expiry of the term of their membership according to Rules 8.3 & 25.1;
- (i) non payment of any membership fee or other debt payable to the Association by the Member for a period of 30 days after the due date for payment of such fee or debt;
- (j) if the Association, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (k) if eligibility for membership ceases due to operation of law.

8.6 Resignation of Members

Any Member may resign from the Association at any time by giving his or her written resignation to the Secretary. The resignation shall take effect at the time the written resignation is received unless a later date is specified in the notice when it shall effect on that later date, provided that a Member may not resign their membership while they continue to act as a Member of the Association.

8.7 Appeal against rejection or termination of membership

Ordinary Members whose application for membership has been rejected, or whose membership has been terminated, may appeal through Football Queensland, subject to Football Queensland's rules and procedures.

Other Members, except Life Members, whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision. The procedure is as follows:

- (a) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision;
- (b) If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after the day of receipt, call an extraordinary general meeting to decide the appeal;
- (c) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated;
- (d) Also, the Zone Council members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated; and
- (e) An appeal must be decided by a vote of the members present at the meeting.

8.8 Register of members

- (a) The Zone Council must keep a register of members.
- (b) The register of members must include the following particulars for each member--
 - (i) the full name and address of the member;
 - (ii) the date of admission as a member;
 - (iii) the date of death or resignation of the member;
 - (iv) details about the termination or reinstatement of membership; and
 - (v) any other particulars the Zone Council or the members at a general meeting decide.
- (c) The register must be open for inspection at all reasonable times.
- (d) However, before a member may inspect the register, the member must apply to the secretary to inspect it.

8.9 Rights of Ordinary Members

Ordinary Members of the Association:

- (a) Shall be bound by the rules of the association as by a contract between the members and the incorporated association;
- (b) Have the right to inspect the minutes of each management (Zone Council) or general meeting of the Association upon application to the Council Secretary; and
- (c) Have the right, at a general meeting, to amend, repeal or add to these rules by a special resolution, subject to the Associations Act 1981, Rule 6 of this Constitution, and the requirement to lodge changes with the

Chief Executive within three (3) months of the passing of the Special Resolution.

8.10 Rights of Life Members

A Life Member:

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

8.11 Rights of Referee Representative Members

A Referees' Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;
- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (e) ceases to be a Member of the Association at such time as their term as member of the Zone Referees' Standing Committee expires and is not renewed.

8.12 Rights of Coaches' Representative Members

A Coaches' Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;
- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;

- (e) ceases to be a Member of the Association at such time as their term as member of the Zone Coaches' Standing Committee expires and is not renewed.

8.13 Rights of Women's Representative Members

A Women's Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;
- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (e) ceases to be a Member of the Association at such time as their term as member of the Women's Zone Standing Committee expires and is not renewed.

8.14 Rights of Futsal Representative Members

A Futsal Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;
- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (e) ceases to be a Member of the Association at such time as their term as member of the Futsal Zone Standing Committee expires and is not renewed.

8.15 Rights of a Juniors' Representative Member

A Junior's Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;

- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (e) ceases to be a Member of the Association at such time as their term as member of the Junior's Zone Standing Committee expires and is not renewed.

8.16 Rights of Men's Representative Members

A Men's Representative Member:

- (a) is entitled to attend the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (c) is entitled to vote at the General Meeting subject to Rule 16;
- (d) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (e) ceases to be a Member of the Association at such time as their term as member of the Men's Zone Standing Committee expires and is not renewed.

8.17 Rights of Zone Council Members

A Zone Council Member:

- (a) is entitled to attend and to speak at the General Meeting called for the purpose of electing Zone Council Members;
- (b) is entitled to vote for the Zone Councillors who sit on the Zone Council;
- (c) is entitled to notice of meetings called for the purpose of electing Zone Council Members;
- (d) is not, in the capacity of Zone Council Member, otherwise entitled to vote in elections for the Zone Council, or in other vote at a General Meeting;
- (e) is not, in the capacity of Zone Council Member, to be counted in a quorum; and
- (f) ceases to be a member of the association at such time as their term as member of the Zone Council expires and is not renewed.

9 Patrons

9.1 Appointment and Removal of Patrons

The Zone Councillors may appoint and remove Patrons of the Association.

9.2 Rights of Patrons

Patrons are:

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

10 Composition of Zone Council

For the purposes of the Associations Incorporation Act 1981, the Management Committee for this Association shall be named the Zone Council. The Zone Council shall comprise:

- (a) Four (4) individuals elected by a vote of Members of the Zone (Members, under Rule 8.1(a)) at a General Election Meeting called for the purpose of elections. Each Member shall be entitled to one vote per position. These elected individuals will be known as the Executive Councillors. The Executive Councillor positions are Chair, Vice Chair, Secretary and Treasurer;
- (b) The person elected by the Members as the Referees' Chair shall also serve as the Chair of the Referees' Zone Standing Committee;
- (c) The person elected by the Members as the Coaches' Chair shall also serve as the Chair of the Coaches' Zone Standing Committee;
- (d) The person elected by the Members as the Women's Chair shall also serve as the Chair of the Women's Zone Standing Committee;
- (e) The person elected by the Members as the Futsal Chair shall also serve as the Chair of the Futsal Zone Standing Committee;
- (f) The person elected by the Members as their Junior's Chair shall also serve as the Chair of the Junior's Zone Standing Committee;
- (g) The person elected by the Members as the Men's Chair shall also serve as the Chair of the Men's Zone Standing Committee.

11 Powers and Duties of the Zone Council

11.1 Control and Management

Subject to the Incorporated Associations Act and to any other provision of this Constitution, the Zone Council:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Zone;
- (b) may pay all expenses incurred in forming the Zone; and

- (c) may exercise all such powers of the Zone as are not required by the Act, or by this Constitution, to be exercised by the Zone in general meeting.

11.2 General Powers

The Zone Council may exercise all the powers of the Zone Association to:

- (a) Borrow, raise or secure the payment of money in such manner as the members of the Zone Council may think fit and secure the same or the payment for performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Zone Association in any way;
- (b) charge any property or business of the Zone Association;
- (c) issue debentures or give any other security for a debt, liability or obligation of the Zone to any other person or body corporate;
- (d) invest in such manner as the Zone may determine from time to time;
- (e) make, amend or repeal by-laws or regulations for the general conduct and management of the Zone and the business of the Zone Council provided that they are not inconsistent with this Constitution and the prior consent of Football Queensland Limited is obtained;
- (f) appoint, employ, remove or suspend such employees, contractors, agents, consultants, patrons, sponsors and other persons as may be necessary or appropriate for the purposes to the Zone Association on such terms and conditions as shall be determined by the Zone Council;
- (g) enter into any trust arrangements with a trustee, corporate or otherwise, for the purpose of creating a trust fund or funds;
- (h) call for and review applications for funding or assistance in furtherance of the objects of the Zone and to provide funding or assistance to those programs that are approved;
- (i) govern and provide leadership to the Zone in accordance with the Zone's objects;
- (j) ensure the general operations of the Zone are fulfilled; and
- (k) to establish the necessary judiciary committee relevant to the competition controlled by the Zone.

12 By-Laws

12.1 Making and Amending By-Laws

The Zone Council may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of

the Associations affairs and may amend, repeal and replace those By-Laws, but only to the extent the Association can do so under Rule 6(b).

Subject to Rule 6(b), the Association in general meeting, may amend, repeal and replace any By-Law made by the Zone Council, but that does not affect the validity of anything previously done by the Zone Council or anyone pursuant to that By-Law.

12.2 Effect of By-Law

A By-Law:

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

13 Proceedings of Zone Council

13.1 Zone Council Meetings

The Zone Councillors may meet together for conducting business, adjourn and otherwise regulate their meetings, as they think fit. The Zone Councillors consent, by accepting nomination as a Zone Councillor, to meetings being held using any technology that gives the Zone Councillors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

13.2 When meetings called

- (a) Subject to subsection (b) to (d), the Zone Council may meet and conduct its proceedings, as it considers appropriate.
- (b) The Zone Council must meet at least once every 2 months to exercise its functions.
- (c) If the secretary receives a written request signed by at least two of the Zone's Executive Council members, the secretary must call a special meeting of the committee. A request for a special meeting must state—
 - (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) The secretary must give each Zone Council member at least 14 days notice of a special meeting of the committee. A notice of a special meeting must state:
 - (i) the day, time and place of the meeting; and

- (ii) the business to be conducted at the meeting.

13.3 Notice for Zone Council Meetings

The committee must decide how a meeting is to be called. Notice of a meeting is to be given in the way decided by the committee.

13.4 Questions Decided by Majority

A question arising at a Zone Council Meeting is to be decided by a majority of votes of the Zone Councillors present and entitled to vote.

13.5 Proxy and Voting

Executive Zone Councillors and Zone Councillors

Executive Zone Councillors and Zone Councillors may appoint other Zone Council Members as Proxies. The appointment must be for a particular meeting. A Zone Councillor who is present at a Zone Council Meeting as a proxy for another Zone Councillor has, in addition to their own vote, one vote for each absent Zone Councillor who would be entitled to vote if present at the meeting and for whom that person is a proxy.

Instruments appointing proxies must be given to the secretary before the start of the relevant meeting or adjourned meeting at which the person named in the instrument proposes to vote.

Standing Committee Chair Councillors

At the time of their election, each Referees', Women's, Futsal, Juniors', and Men's Chair shall complete a standing proxy form in favour of their Committee's Deputy Chair, as elected under this Constitution. If neither the Chair nor the Deputy Chair can attend a Council meeting, the Chair may appoint other Zone Council Members as Proxies, under the same conditions as above.

Chairperson's Casting Vote

The Chairperson of the meeting has a casting vote.

13.6 Quorum

Fifty percent (50%) of the Zone Councillors (at least two of whom are entitled to vote) present in person or by proxy is a quorum.

Effect of Vacancy

The continuing Zone Councillors may act despite a vacancy in their number.

However, if the number of Zone Councillors is reduced below the number required for a quorum, the remaining Zone Councillors may act only to notify Football Queensland Limited to recommend individuals to fill the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

13.7 Chair to Preside at Zone Council Meeting

The Chair is entitled to preside at Zone Council meetings.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Vice-Chair (if any); or
- (b) a Zone Executive Councillor chosen by a majority of the Zone Councillors present; or
- (c) a Zone Councillor chosen by a majority of the Zone Councillors present.

13.8 Circulating Resolutions

The Zone Councillors may pass a resolution without a Zone Council Meeting being held if the majority of the Zone Councillors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Zone Councillors only if the wording of the resolution and statement is identical in each copy. The resolution must be circulated to all Zone Councillors.

The resolution is passed when the last Zone Councillor making a majority, signs.

13.9 Disclosure of Interest

A Member of the Zone Council who has a pecuniary interest in a contract or proposed contract with the Association:

- (a) must disclose the nature and extent of that interest as soon as they become aware of it and in the financial statement submitted under the Act at the Association's Annual General Meeting; and
- (b) must not take part in any Zone Council decisions regarding the contract.

13.10 Improper Advantage

A Member or former Member of the Zone Council or Standing Committee of the Association must not knowingly or recklessly make improper use of information acquired by virtue of their position in the Association so as to gain any pecuniary benefit or material advantage for themselves or other persons or to cause detriment to the Association.

13.11 Zone Council Meeting Minutes

The Secretary must ensure:

- (a) full and accurate minutes of all questions, matters, resolutions and other proceedings of each Zone Council meeting are entered in a minute book; and
- (b) that the minutes of each Zone Council meeting are signed by the chairperson of the meeting, or the chairperson of the next Zone Council meeting, verifying their accuracy.

13.12 Validity of Acts of Zone Councillors

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

14 General Meetings

14.1 Annual General meeting

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

14.2 Power to Convene General Meeting

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

14.3 Notice of General Meeting

Notice of a meeting of Members must be given according to Rule 37 and the Association Act.

14.4 Zone Councillors Entitled to Attend General Meetings

A Zone Councillor is entitled to receive notice of and attend and speak at all general meetings.

14.5 Verification of Member Club Representatives

Only those member clubs that have sent properly authorised representatives shall be eligible to attend and participate in General Meetings.

Prior to the commencement of any general meeting, the representatives of member clubs shall present for accreditation. Accreditation shall only be accorded to those who present photo identification, and a duly completed designation form (attached at Annexe 1) which accords with a minuted resolution of the respective club's executive. Two officers of the club, whose signatures shall be retained by Football Queensland, shall sign the form.

14.6 Business of Annual General Meeting of Members

The Business of the annual general meeting shall be:

- (a) to read and confirm minutes of the previous annual general meeting and of any extraordinary general meeting held during the preceding year;
- (b) to receive the annual reports;
- (c) to receive the auditor's reports;
- (d) to receive the accounts;
- (e) to appoint an auditor, except in the case of a continuing auditor and to fix the remuneration of the auditor;
- (f) to consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the Chairperson of the meeting permits to be brought before the meeting; and
- (g) To provide a time for members to question the Zone Council regarding financial matters disclosed during the meeting.

14.7 Extraordinary General Meetings of Members

- (a) All general meetings, other than the annual general meeting, shall be called either extraordinary general meetings or general election meetings;
- (b) The Zone Council must call an extraordinary general meeting within 21 days of:
 - (i) Being given a requisition to do so in writing signed by the Zone Council Chair or any 4 Zone Councillors; or
 - (ii) Being given requisition in writing from at least fifty percent (50%) of the Association membership clearly stating the reasons why such extraordinary general meeting is being convened and the nature of the business to be transacted at such meeting.

14.8 Business of Extraordinary General Meetings of Members

The business of an extraordinary general meeting shall be to consider the business, the general nature of which shall have been specified in the notice convening the meeting or which the Chair of the meeting permits to be brought before the meeting.

14.9 Ordinary Business

All business that is transacted at an extraordinary general meeting or at an annual general meeting, except for those matters specified in paragraphs (a) to (d) (inclusive) of Rule 14.6, shall, subject to the Act, these Rules or a decision of the Zone Council, be deemed ordinary.

14.10 General Election Meetings

- (a) General Election Meetings are meetings held solely for the purpose of electing Zone Council Members;

- (b) The Zone Council must call a General Election Meeting at least every two years to enable the election of Zone Council Members at the end of their terms;
- (c) The Zone Council must call a General Election Meeting when the Council has insufficient numbers to make a quorum and is therefore unable to appoint individuals to fill casual vacancies;
- (d) General Election Meetings may be called for the same day as the Annual General Meeting of that year;
- (e) Those notified and eligible to attend General Election Meetings are those eligible to vote at the elections arranged for the meeting that is called; and
- (f) Notification shall include information about the elections to be held and candidate information required by this constitution.

14.11 Business of General Election Meetings

The business of a General Election Meeting shall be to hold elections for Zone Council positions, in accordance with the Associations Incorporations Act 1981 and with this constitution. The elections to be held and required information about nominated candidates shall have been specified in the notice convening the meeting or given in the notice the Chair of the meeting permits to be brought before the meeting.

No business, other than elections, shall be conducted at General Election Meetings.

14.12 Resolutions

- (a) A resolution of any business at any general meeting, other than special business, shall be decided by a majority of votes (an “ordinary resolution”).
- (b) A resolution of any special business shall be decided by a majority of three-quarters of votes of those Members present and voting (a “special resolution”).

14.13 Changes to Constitution

- (a) Subject to the Associations Incorporation Act 1981 and Rule 6 of this Constitution, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (b) Once adopted at a general meeting, changes shall have immediate effect upon registration by the Chief Executive administering the Act.
- (c) Resolutions and decisions acting upon amendments, repeals or additions become invalid if the constitutional change is not registered within three months of adoption.

14.14 Records of Meetings

The Association Secretary must ensure:

- (a) full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book;
- (b) that the minutes of each annual general meeting are signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
- (c) that the minute book for each general meeting is available for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

14.15 Cancellation or Postponement of General Meeting

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

However, this Rule does not apply to a meeting convened:

- (a) by Members according to the Associations Incorporations Act;
- (b) by the Zone Councillors at the request of Members; or
- (c) by a court, or
- (d) as a general election meeting for the purpose of electing Zone Councillors.

14.16 Written Notice of Cancellation or Postponement of General Meeting

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

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under the Associations Incorporations Act.

14.17 Contents of Notice Postponing General Meeting

A notice postponing a general meeting must specify:

- (a) the new date and time for the meeting;
- (b) the place where the meeting is to be held, which may be either the same as or different to the place specified in the notice originally convening the meeting; and
- (c) if the meeting is to be held in two or more places, the technology that will be used to hold the meeting in that manner.

14.18 Number of Clear Days for Postponement of General Meeting

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

14.19 Business at Postponed General Meeting

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

14.20 Proxy, Attorney or Representative at Postponed General Meeting

Where:

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

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

14.21 Non-receipt of Notice

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

15 Proceedings at general meetings

15.1 Number for a Quorum

Subject to Rule 15.4, sixty percent (60%) by number of those persons who are Members and eligible to vote are a quorum at a general meeting.

15.2 Requirement for a Quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

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

15.3 Quorum and Time

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

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

15.4 Resumed Meeting – Number of a Quorum

At a meeting adjourned under Rule 15.3(b) and resumed, 40% by number of those persons who are Members and who are present are a quorum.

If a quorum is not present within 30 minutes after the time appointed for the resumed meeting, the meeting is dissolved.

15.5 Chair of Zone Council to Preside over General Meetings

The Chair of the Zone Council is entitled to preside at general meetings.

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

- (a) the Vice-Chair (if any);
- (b) a Zone Executive Councillor chosen by a majority of the Zone Councillors present;
- (c) a Zone Councillor chosen by a majority of the Zone Councillors present;
- (d) the only Zone Councillor present; or
- (e) a Member chosen by a majority of the Members present.

15.6 Conduct of General Meetings

The Chairperson of a general meeting:

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

A decision by the Chairperson under this Rule is final.

15.7 Adjournment of General Meeting

The Chairperson of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

The Chairperson may, but need not, seek any approval for the adjournment.

Unless required by the Chairperson, a vote may not be taken or demanded in respect of any adjournment.

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

15.8 Notice of Adjourned Meeting

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

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

15.9 Questions Decided by Majority

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

15.10 Equality of Votes Casting Vote for Chairperson

If there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting is entitled to a casting vote in addition to any votes to which the Chairperson is otherwise entitled.

15.11 Declaration of Results

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

All votes on Zone Council Membership must be decided by poll. Such polls shall be carried out in accordance with the systems established by this Constitution for elections.

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

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

15.12 Poll

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

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

A demand for a poll may be withdrawn.

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

15.13 Objection to Voting Qualification

An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

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

A vote not disallowed under the objection is valid for all purposes.

15.14 Chairperson to Determine any Poll Dispute

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

16 Votes of Members

16.1 Votes on Show of Hands

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

16.2 Weighting of Votes for Members.

Voting at any General meeting shall be as indicated below:

- (a) *Referees:*
 - (i) On all issues requiring a vote including a General Election Meeting, except the elections of the Referee's Zone Standing Committee, Chair of the Referee's Zone Standing Committee and the Vice Chair of the Referee's Zone Standing Committee, the value of all Referee's votes combined shall have a value of zero (0).

- (ii) In the election of the Referee's Zone Standing Committee, Chair of the Referee's Zone Standing Committee and Vice Chair of the Referee's Zone Standing Committee, the value of each Referee's vote shall be one (1).
- (b) *Coaches:*
 - (i) On all issues requiring a vote including a General Election Meeting, except the elections of the Coaches' Zone Standing Committee, Chair of the Coaches' Zone Standing Committee and the Vice Chair of the Coaches' Zone Standing Committee, the value of all Coaches' votes combined shall have a value of zero (0).
 - (ii) In the election of the Coaches' Zone Standing Committee, Chair of the Coaches' Zone Standing Committee and Vice Chair of the Coaches' Zone Standing Committee, the value of each Coaches' vote shall be one (1).
- (c) *Futsal:*
 - (i) On all issues requiring a vote including a General Election Meeting except the elections of the Futsal's Zone Standing Committee, Chair of the Futsal's Zone Standing Committee and the Vice Chair of the Futsal's Zone Standing Committee, the value of all Futsal club's votes combined shall have a value of zero (0).
 - (ii) In the election of the Futsal's Zone Standing Committee, Chair of the Futsal's Zone Standing Committee and Vice Chair of the Futsal's Zone Standing Committee, the value of each Futsal club's vote shall be one (1).
- (d) *Member Clubs:*
 - (i) On all issues requiring a vote, including a General Election Meeting, except in those elections identified in paragraph 16.2 (d)(ii), Member club's votes shall have a value of one (1).
 - (ii) In the election of the:
 - (1) Referee's Zone Standing Committee, Chair of the Referee's Zone Standing Committee and Vice Chair of the Referee's Zone Standing Committee, the value of each Member club's vote shall be zero (0).
 - (2) Coaches' Zone Standing Committee, Chair of the Coaches' Zone Standing Committee and Vice Chair of the Coaches' Zone Standing Committee, the value of each Member club's vote shall be zero (0).
 - (3) Futsal's Zone Standing Committee, Chair of the Futsal's Zone Standing Committee and Vice Chair of the Futsal's

Zone Standing Committee, the value of each Member club's vote shall be zero (0).

16.3 Votes on a Poll

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

16.4 Suspension of Voting Rights

The voting rights of a Member may be suspended while the payment of any amount determined under Rule 8.3 is in arrears.

No other rights of the Members are affected.

16.5 Right to Appoint Proxy

(a) *Generally:*

Subject to the Associations Incorporations Act, a Member entitled to attend a meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place.

A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

(b) *General Election Meetings:*

Only the Returning Officer may be appointed as proxy for general election meetings.

The Proxy form must be mailed in advance of the meeting, and must be accompanied by a sealed envelope containing a ballot paper. Where the elector member is a club, the "ballot paper envelope" must be placed within another envelope, which must be signed by two members of the club's management committee, as a certification that the elector is representing the club.

The Returning Officer, in exercise of his or her proxy, is limited to placing the "ballot paper envelope" into the appropriately labelled ballot box at the time of the election.

17 Zone Council Elections

17.1 No Right to Multiple Votes

Despite any other provision of this Constitution, at an election held for the purposes of this Constitution, an elector:

- (a) may vote at each election for which that elector is eligible to vote; but
- (b) must not cast more than one ballot at each election for each Zone Executive Councillor position or for each Zone Standing Committee.

17.2 Nominations

A person who is eligible for election according to paragraphs 18.1, 19.1, 20.1, 21.1, 22.1, 23.1 and 24.1 must be nominated for election by two persons acting on behalf of a Club or individual eligible to vote at the relevant election according to paragraphs 18.2, 19.2, 20.2, 21.2, 22.2, 23.2 and 24.2 respectively.

For those elections where votes are given by clubs, the nomination must be the nomination of a club, and the two nominators must be acting on behalf of the Club Management Committee, according to a minuted resolution of the management committee.

A nomination must be:

- (a) in writing on the form provided by Football Queensland Limited;
- (b) signed by the nominators, (as representatives of a Club) and the nominee;
- (c) specify the Zone Executive Councillor position or the Zone Standing Committee in respect of which the nominee is standing for election; and
- (d) be lodged at the location designated by Football Queensland Limited by the closing time and date specified in the notice calling for nominations.

An eligible elector may only nominate one candidate for membership of those Zone Standing Committees and Zone Executive Councillor positions that they are eligible to vote for. That nomination shall be on a Zone basis, with each eligible elector restricted to nominating candidates for the Zone to which they are assigned.

17.3 Statements by Candidates

Each candidate may provide the Directors of Football Queensland Limited with a Statement supporting their candidacy.

Statements are to be received at the Registered Office, or as directed, by the date for the close of nominations according to paragraph 17.2.

Statements that are received within time are to be made available to the electors at the time of notification of the General Election Meeting. If statements are received late, their placement before the members at the General Election Meeting shall be at the discretion of the meeting Chair and Football Queensland.

The Directors of Football Queensland Limited need not make available a Statement under this paragraph if it is more than 150 words long or is, in the opinion of the Directors, defamatory or likely to contravene any law.

17.4 Need for a Poll

If the number of candidates for election is equal to the number required to be elected, those candidates are taken to be elected and a declaration by the Directors of Football Queensland Limited to that effect is final.

If the number of candidates for election is less than the number required to be elected:

- (a) those candidates are taken to be elected and a declaration by the Directors of Football Queensland Limited to that effect is final; and
- (b) any vacant positions are to be filled by the Zone Council as casual vacancies.

If the number of candidates for election is greater than the number required to be elected, a poll will be held according to this Constitution.

17.5 Ballot Papers

The Directors of Football Queensland Limited must arrange for ballot papers to be published for each:

- (a) Zone Executive Councillor;
- (b) Zone Council; and
- (c) Zone Standing Committee

position in respect of which an election is required.

Ballot papers will be in the form and contain the information the Directors of Football Queensland Limited think fit.

Order of appearance by each candidate on the ballot paper will be by way of random draw overseen by the Returning Officer.

Statements by candidates as described in paragraph 17.3 will appear in the same order as on the ballot paper.

17.6 Distribution of Ballot Papers

Once eligible electors have been notified of the General Election Meeting, ballot papers will be made available to eligible electors in the manner the Directors of Football Queensland Limited think fit, including, but not limited to:

- (a) at the Registered Office;
- (b) on the Football Queensland Limited website;
- (c) at major competition venues; and
- (d) by ordinary post.

17.7 Voting

Voting is by way of the Full Preferential Voting System. Votes are to be recorded on ballot papers using consecutive whole numbers, commencing with the number “1” as follows:

- (a) To indicate the elector’s first preference, the elector must place the number “1” in the box beside the elector’s first preference candidate’s name; and
- (b) electors must place further consecutive whole numbers in each box beside each remaining candidate in any order so as to indicate the elector’s choice of candidates in descending order of preference until all the boxes beside all the candidates have been numbered.

Eligible electors may only vote for the candidates standing in the Zone to which the elector is assigned.

17.8 Voting Process

The elector is to complete the ballot paper following the instructions contained thereon.

- (a) The elector is to fold the completed ballot paper in half with the printed side facing in;
- (b) The elector then places the folded completed ballot paper into the small envelope marked “ballot paper” and seals the envelope;
- (c) The completed envelope is to be brought to the Election General Meeting and deposited in the ballot box when called for by the Returning Officer;
- (d) Electors and member clubs may appoint the Returning Officer as Proxy for the purpose of the General Election Meetings and may send ‘ballot envelopes’ to the Returning Officer before the meeting in accordance with this constitution.
- (e) Where the elector is voting by proxy, the sealed “ballot paper” envelope containing the completed ballot paper is placed into a large envelope (pre addressed to the Returning Officer) with the proxy instrument and sealed; and
- (f) Where the elector is representing a member club and is voting by proxy, the rear of the large envelope containing the sealed “ballot paper” envelope is to be signed by the two (2) members of the Club management committee on whose behalf the elector is casting a ballot. Failure to correctly complete the back of the envelope will void the vote. The correct form for the completion of the back of the envelope is in Annexe 2.

17.9 Receipt of Ballot Papers and Proxy Documents by Mail

Upon receipt of correspondence enclosing proxy documents and ballot papers by mail, the Returning Officer or their designated assistant will:

- (a) Sign the rear of the envelope and indicate the date and time received in the Registered Office;
- (b) Scrutinise the proxy form to ensure that the proxy has been made correctly and file it according to the election, the post and the date;
- (c) Scrutinise the rear of any second envelope to ensure that where authority from club management committees is necessary, it has been properly given. If the envelope passes scrutiny:
 - (i) open it carefully to ensure that the inner “ballot paper” envelope is not damaged;
 - (ii) store the outer, authority, envelope in a folder specifically labelled for that particular election; and
 - (iii) store the “ballot paper” envelope with other “ballot paper” envelopes in preparation for the general election meeting.

The scrutiny shall include checking the signatures appearing on the envelope with those provided by the elector prior to close of poll;

Where an envelope fails scrutiny, the reasons for rejecting same will be noted on the back of the envelope and signed by the Returning Officer.

Any ballot paper that is received after the time and date of the General Election Meeting as notified will not be counted.

17.10 Election procedure at the General Election Meeting

At the general election meeting, the Returning Officer shall, in this order:

- (a) announce the appropriate vote;
- (b) announce the number of proxy ballots that have arrived for that vote, and before the vote commences, place the “ballot paper” envelopes into a ballot box marked specifically for that particular election;
- (c) invite those members and designates who attend in person to place their ballot papers into the same ballot box;
- (d) at the close of poll, open the ballot box all “ballot paper” envelopes carefully so as not to damage the ballot paper;
- (e) count the votes in accordance with rule 17.12 and record the results on the approved form;
- (f) fax the results to the Directors of Football Queensland Limited and forward the original forwarded by ordinary mail;
- (g) seal the ballot papers in an envelope clearly marked with the Election, and the Results of Count, including informal votes and rejected votes, and sign the back of the envelope; and
- (h) return the envelopes to the Football Queensland Board for storage and for appeal purposes.

17.11 Scrutiny of Ballot Papers

Except as provided in this paragraph, a ballot paper is formal and effect must be given to the elector's intention as far as that intention is clear.

A ballot paper is informal if:

- (a) in the opinion of the Directors of Football Queensland Limited, or the Director's nominee, it is not authentic;
- (b) no first preference is marked;
- (c) a first preference is marked for two or more candidates;
- (d) the elector has not completed preferences in descending order for all the candidates appearing on the ballot paper;
- (e) the ballot paper or "ballot envelope" is marked in such a way as to identify the elector;
- (f) the intention of the elector is not clear; and
- (g) where it appears that an elector has voted more than once, the first valid returned envelope will be accepted and all others rejected.

The Directors of Football Queensland Limited, or the Returning Officer, must examine each ballot paper and those ballot papers that are formal must be counted.

A decision by the Directors, or the Returning Officer, under this rule is final.

17.12 Counting Votes

Any ballot paper that is received after the time and date of the General Election Meeting as notified will not be counted.

- (a) One vote is to be allotted to a candidate for each first preference vote recorded against that candidate's name; and
- (b) After the allotment of votes under paragraph 17.10, each candidate's total votes are to be calculated and, if the votes for any candidate exceed fifty percent (50%) of the total formal ballot papers, the candidate is declared elected for that position.

If, after first preferences are distributed no candidate has more than fifty percent (50%) of the total valid vote, the candidate with the least number of votes has their second preference distributed to the remaining candidates. This process continues in ascending order until one candidate has received more than 50% of the valid votes and will be declared elected for that position.

17.13 Declaration of Results

The Returning Officer will forward election results to the Directors of Football Queensland Limited as soon as possible after the result of an election is ascertained. As soon as possible after the Directors of Football Queensland Limited have received results of an election, they will:

- (a) declare the successful candidates elected;
- (b) notify all the candidates of the results of the election; and
- (c) publish the results in any manner they consider appropriate.

A declaration made by the Directors of Football Queensland Limited under this paragraph is final.

18 Eligibility for Election as Zone Executive Councillor

18.1 Zone Executive Councillor

A person is eligible to be a Zone Executive Councillor if they are:

- (a) 18 years of age or over; and
- (b) nominated according to Rule 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone, and
- (d) eligible according to Associations Incorporation Act 1981.

18.2 Eligibility to Vote

Only Zone Member Clubs that are assigned to a Zone may send a representative to vote for the Zone Executive Councillors for that Zone.

19 Eligibility – Referees’ Zone Standing Committees

19.1 Eligibility for Election

A person is eligible to be a member of a Referees’ Zone Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

19.2 Eligibility to Vote

The following persons have the right to vote:

- (a) a Registered Participant who:
 - (i) is registered in the category of Accredited referee and
 - (ii) is aged 18 years or over; or
- (b) a parent or guardian of a Registered Participant who:
 - (i) is registered in the category of Accredited referee and
 - (ii) is under 18 years of age.

20 Eligibility – Coaches’ Zone Standing Committees

20.1 Eligibility for Election

A person is eligible to be a member of a Coaches’ Zone Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

20.2 Eligibility to Vote

The following persons have the right to vote:

- (a) a Registered Participant who:
 - (i) is registered in the category of Accredited Coach; and
 - (ii) coaches a Soccer team participating in a competition that is recognised or sanctioned by Football Queensland Limited or a team that represents Football Queensland Limited and who is aged 18 years or over; or
- (b) a parent or guardian of a Registered Participant who:
 - (i) is registered in the category of Accredited Coach; and
 - (ii) coaches a Soccer team participating in a competition that is recognised or sanctioned by Football Queensland Limited or a team that represents Football Queensland Limited and who is under 18 years of age.

21 Eligibility – Women’s Zone Standing Committees

21.1 Eligibility for Election

A person is eligible to be a member of a Women’s Zone Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

21.2 Eligibility to Vote

The votes may only be cast by representatives of clubs fielding teams that include one or more female players in competitions that are recognised or sanctioned by Football Queensland Limited. These teams must be participating in such competitions at the date of the relevant election or have participated in those competitions within the 12 months preceding that date.

A club’s representative shall be a person who is eighteen (18) years of age or older and shall be chosen by the club’s management committee and shall be provided with written authority from the committee for the purpose of meeting accreditation. Clubs’ representatives must cast their ballots in accordance with a minuted decision of the club’s management committee.

22 Eligibility – Zone Futsal Standing Committees

22.1 Eligibility for Election

A person is eligible to be a member of a Zone Futsal Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

22.2 Eligibility to Vote

The votes may only be cast by representatives of clubs fielding teams in Futsal competitions that are recognised or sanctioned by Football Queensland Limited. These teams must be participating in such competitions at the date of the relevant election or have participated in those competitions within the 12 months preceding that date.

A club’s representative shall be a person who is eighteen (18) years of age or older and shall be chosen by the club’s management committee and shall be provided with written authority from the committee for the purpose of meeting

accreditation. A club's representative must cast their ballot in accordance with a minuted decision of the club's management committee.

23 Eligibility - Juniors' Zone Standing Committees

23.1 Eligibility for Election

A person is eligible to be a member of a Juniors' Zone Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

23.2 Eligibility to Vote

The votes may only be cast by representatives of clubs fielding teams in competitions that are recognised or sanctioned by Football Queensland Limited for players under 18 years of age. These teams must be participating in such competitions at the date of the relevant election or have participated in those competitions within the 12 months preceding that date.

A club's representative shall be a person who is eighteen (18) years of age or older and shall be chosen by the club's management committee and shall be provided with written authority from the committee for the purpose of meeting accreditation. A club's representative must cast their ballot in accordance with a minuted decision of the club's management committee.

24 Eligibility – Men's Zone Standing Committees

24.1 Eligibility for Election

A person is eligible to be a member of a Men's Zone Standing Committee if they are:

- (a) 18 years of age or over; and
- (b) nominated according to paragraph 17.2; and
- (c) not in breach of the Constitution or any By-Law of Football Queensland Limited or the Zone.

24.2 Eligibility to Vote

The votes may only be cast by representatives of clubs fielding teams in men's senior or open competitions that are recognised or sanctioned by Football Queensland Limited. These teams must be participating in such competitions at the date of the relevant election or have participated in those competitions within the 12 months preceding that date.

A club's representative shall be a person who is eighteen (18) years of age or older and shall be chosen by the club's management committee and shall be provided with written authority from the committee for the purpose of meeting accreditation. A club's representative must cast their ballot in accordance with a minuted decision of the club's management committee.

25 Term of Office and Casual Vacancies

25.1 Term of Office

Each member of a Zone Standing Committee will serve a two year term and is eligible for re-election or re-appointment.

Each Zone Executive Councillor will serve a two-year term and is eligible for re-election or re-appointment.

25.2 Resignation and Termination of Zone Council Members

A Zone Council member may resign from the council by giving written notice of resignation to the secretary.

The resignation takes effect on--

(a) the day and at the time the notice is received by the secretary; or

(b) if a later day is stated in the notice--the later day.

A Zone Council member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.

Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

A member has no right of appeal against the member's removal from office under this section.

25.3 Casual Vacancy or Other Shortfall in Members

The Zone Council will fill a casual vacancy on any Zone Standing Committee or on the Zone Council. In filling such vacancies, the Zone Council will have regard to relevant resolutions of the Board of Directors of Football Queensland and to the results of the most recent election. In considering a casual vacancy, the Directors of Football Queensland Limited are to have regard to the results of the most recent election and the recommendation of the Zone Council.

A person appointed under this paragraph holds office until the end of the term of the person in whose place they were appointed.

In addition, the Zone Council may appoint persons to the Zone Council or to Zone Standing Committees in either of the following situations:

- (a) after an election if the number of candidates for election was less than the minimum required; or
- (b) at any time, if a Standing Committee or Zone Council has less than the maximum number of members.

In the case of such appointments, the Zone Councils may appoint any number of members they deem appropriate, provided that the appointment does not exceed the maximum number of members permitted by the Constitution and By-Laws of Football Queensland Limited. All persons appointed to fill a shortfall of members holds office as if they were elected at the immediately preceding election.

26 Zone Standing Committees

Pursuant to the direction contained in By-Law 3.8(i) of Football Queensland Limited this Zone Constitution establishes the following Zone Standing Committees:

- (a) The Referees' Zone Standing Committee;
- (b) The Coaches' Zone Standing Committee;
- (c) The Women's Zone Standing Committee;
- (d) The Futsal Zone Standing Committee;
- (e) The Juniors' Zone Standing Committee;
- (f) The Men's Zone Standing Committee

27 Referees' Zone Standing Committee

27.1 Functions

The Referees' Zone Standing Committee may give any advice requested of it and may, whether or not requested to do so, make recommendations to the Zone Council on:

- (a) measures to promote, develop and improve Soccer refereeing in the Zone including accreditation of referees and referees' instructors;
- (b) policies and processes for the selection of referees;
- (c) measures to identify and promote the development of talented referees;
- (d) policies and processes to ensure the consistent application of the Laws of the Game by referees;
- (e) refereeing standards and referee behaviour; and
- (f) any other matters relating to referees.

27.2 Membership – Referees’ Zone Standing Committee

The members of the Referees’ Zone Standing Committee will comprise the 6 to 8 persons elected to the Committee by the eligible electors under this Constitution and By-Laws.

27.3 Proceedings – Referees’ Zone Standing Committee

The members of the Referees’ Zone Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meeting, as they think fit. The Referees’ Zone Standing Committee must meet at least at least twice in each year.

27.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Referee’s Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Referee’s Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) Absence of Chair at Referees’ Zone Standing Committee Meeting

The Chair is entitled to preside at meetings of the Referees’ Zone Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Referees’ Zone Standing Committee chosen by a majority of the members present.

27.5 Use of Technology

A meeting of the Referees’ Zone Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Referees’ Zone Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication must be able to hear each of the other Members taking part at the commencement of the meeting;

- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid; and
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

27.6 Membership of the Zone Council and State Standing Committees

The person who occupies the position of Referees' Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and
- (b) agrees to serve as a Member of the State Referees' Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

28 Coaches' Zone Standing Committee

28.1 Functions

The Coaches' Zone Standing Committee is to advise the Zone Council on matters relating to Soccer Coaches.

The Zone Council may refer any matter relating to Soccer Coaches to the Coaches' Zone Standing Committee for advice.

The Coaches' Zone Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Zone Council on:

- (a) methods of improving talent identification and development pathways, for Zone players;
- (b) appointment of the Zone Representative Coaches;
- (c) delivery of programs for improving the teaching Soccer;
- (d) delivery of coach course and accreditation;
- (e) coaching standards and coach behaviour; and
- (f) player behaviour and safety matters.

28.2 Membership - Coaches' Zone Standing Committee

The members of the Coaches' Zone Standing Committee will comprise the 6 to 8 persons elected to the Committee by the eligible electors under this Constitution and By-Laws.

28.3 Proceedings - Coaches' Zone Standing Committee

The members of the Coaches' Zone Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

The Coaches' Zone Standing Committee must meet at least at least twice in each year.

28.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Coaches' Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Coaches' Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) Absence of Chair at Coaches' Zone Standing Committee Meeting

The Chair is entitled to preside at meetings of the Coaches' Zone Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Coaches' Zone Standing Committee chosen by a majority of the members present.

28.5 Use of Technology

A meeting of the Coaches' Zone Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Coaches' Zone Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication must be able to hear each of the other Members taking part at the commencement of the meeting;
- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

28.6 Membership of the Zone Council and the State Standing Committee

The person who occupies the position of Coaches' Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and
- (b) agrees to serve as a member of the State Coaches' Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

29 Women's Zone Standing Committee

29.1 Functions

The Women's Zone Standing Committee is to advise the Zone Council on matters relating to Women's Soccer.

The Zone Council may refer any matter relating to Women's soccer to the Women's Zone Standing Committee for advice.

The Women's Zone Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Zone Council on:

- (a) measures to promote, develop and improve women's soccer in the Zone;
- (b) measures to identify and promote the development of talented women Soccer players in the Zone;
- (c) consistency of application of rules, programs and structures, and equality of opportunity for women in Soccer;

- (d) selection of women's teams representing the Zone; and
- (e) any other matter relating to Women's Soccer.

29.2 Membership - Women's Zone Standing Committee

The members of the Women's Zone Standing Committee will comprise the Clubs assigned to the Zone or if the Directors of Football Queensland Limited shall so decide those Clubs elected to the Zone Standing Committee pursuant to the election process set out in this Constitution and By-Laws.

If a Women's Zone Standing Committee has not been established in the Zone one person from the Zone will be elected or appointed as a member of the Women's Zone Standing Committee by the Zone Council.

29.3 Proceedings - Women's Zone Standing Committee

The members of the Women's Zone Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meetings, as they think fit.

The Women's Zone Standing Committee must meet at least twice in each year.

29.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Women's Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Women's Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) Absence of Chair at Women's Zone Standing Committee Meeting

The Chair is entitled to preside at meetings of the Women's Zone Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Women's Zone Standing Committee chosen by a majority of the members present.

29.5 Use of Technology

A meeting of the Women's Zone Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Women's Zone Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Members taking part at the commencement of the meeting;
- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

29.6 Membership of the Zone Council and State Standing Committee

The person who occupies the position of Women's Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and
- (b) agrees to serve as a member of the State Women's Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

30 Futsal Zone Standing Committee

30.1 Functions

The Zone Futsal Standing Committee is to advise the Zone Council on matters relating to Futsal Soccer.

The Zone Council may refer any matter relating to Futsal Soccer to the Zone Futsal Standing Committee for advice.

The Zone Futsal Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Zone Council on:

- (a) measure to promote, develop and improve Futsal Soccer in the Zone;
- (b) methods for improving talent identification and development pathways;
- (c) consistent application of Futsal Soccer rules, programs and standards within the Zone;
- (d) selection of Futsal Soccer teams representing the Zone; and
- (e) any other matter relating to Futsal Soccer.

30.2 Membership - Futsal Zone Standing Committee

The members of the Zone Futsal Standing Committee will comprise the Clubs assigned to the Zone or if the Directors of Football Queensland Limited shall decide those Clubs elected to the Zone Standing Committee pursuant to the election process under this Constitution and By-Laws.

30.3 Proceedings - Futsal Zone Standing Committee

The members of the Zone Futsal Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

The Zone Futsal Standing Committee must meet at least twice in each year.

30.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Futsal Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Futsal Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) Absence of Chair at Zone Futsal Standing Committee Meeting

The Chair is entitled to preside at meetings of the Zone Futsal Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Zone Futsal Standing Committee chosen by a majority of the members present.

30.5 Use of Technology

A meeting of the Zone Futsal Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Zone Futsal Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Members taking part at the commencement of the meeting;
- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

30.6 Membership of the Zone Council and the State Standing Committee

The person who occupies the position of Futsal Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and
- (b) agrees to serve as a member of the State Futsal Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

31 Juniors' Zone Standing Committee

31.1 Functions

The Juniors' Zone Standing Committee is to advise the Zone Council on matters relating to Juniors' Soccer.

The Zone Council may refer any matter relating to Junior Soccer to the Juniors' Zone Standing Committee for advice.

The Juniors' Zone Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Zone Council on:

- (a) inter-Zone competitions for junior Soccer players, including school competitions;
- (b) measures to identify, and promote the development of talented junior Soccer players in the Zone;
- (c) any matters affecting participation by, and the development of, junior Soccer players; and
- (d) any other matter relating to Juniors' Soccer.

31.2 Membership - Juniors' Zone Standing Committee

The members of the Juniors' Zone Standing Committee will comprise the Clubs assigned to the Zone or if the Directors of Football Queensland Limited shall decide those Clubs elected to the Zone Standing Committee pursuant to the election process under this Constitution and By-Laws.

31.3 Proceedings - Juniors' Zone Standing Committee

The members of the Juniors' Zone Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meetings, as they think fit.

The Juniors' Zone Standing Committee must meet at least twice in each year.

31.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Junior's Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Junior's Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) Absence of Chair at Juniors' Zone Standing Committee Meeting

The Chair is entitled to preside at meetings of the Juniors' Zone Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Juniors' Zone Standing Committee chosen by a majority of the members present.

31.5 Use of Technology

A meeting of the Zone Junior' Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Juniors' Zone Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Members taking part at the commencement of the meeting;
- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

31.6 Membership of the Zone Council and the State Standing Committee

The person who occupies the position of Juniors' Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and
- (b) agrees to serve as a member of the State Juniors' Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

32 Men's Zone Standing Committee

32.1 Functions

The Men's Zone Standing Committee is to advise the Zone Council on matters relating to Men's Soccer.

The Zone Council may refer any matter relating to Men's Soccer to the Men's Zone Standing Committee for advice.

The Men's Zone Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Zone Council on:

- (a) inter-Zone competitions for Men's Soccer players,
- (b) measures to identify and promote the development of talented male Soccer players in the Zone;
- (c) any matters affecting participation by and the development of male Soccer players; and
- (d) any other matter relating to Men's Soccer.

32.2 Membership - Men's Zone Standing Committee

The members of the Men's Zone Standing Committee will comprise the Clubs assigned to the Zone or if the Directors of Football Queensland Limited shall decide those Clubs elected to the Zone Standing Committee pursuant to the election process under this Constitution and By-Laws.

32.3 Proceedings - Men's Zone Standing Committee

The members of the Men's Zone Standing Committee may meet together for conducting business, adjourn and otherwise regulate their meetings, as they think fit.

The Men's Zone Standing Committee must meet at least twice in each year.

32.4 Election to Zone Council

(a) Chair

The members of the Association must elect to the Zone Council the Chair of the Men's Zone Standing Committee at a General Election Meeting. The term of appointment shall be two years unless otherwise determined by Constitution or By-Laws of Football Queensland Limited.

(b) Deputy Chair

The members of the Association must elect the Deputy Chair of the Men's Zone Standing Committee. The term of the appointment shall be two years unless otherwise determined by the Constitution or By-Laws of Football Queensland Limited.

(c) **Absence of Chair at Men's Zone Standing Committee Meeting**

The Chair is entitled to preside at meetings of the Men's Zone Standing Committee.

If the Chair is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has indicated their intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (i) the Deputy Chair; or
- (ii) a member of the Men's Zone Standing Committee chosen by a majority of the members present.

32.5 Use of Technology

A meeting of the Men's Zone Standing Committee may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its members. The agreement may be a standing one. A member of the Men's Zone Standing Committee may only withdraw their agreement within a reasonable period before the meeting.

- (a) Each of the Members taking part in the meeting by telephone or other means of communication and the Secretary must be able to hear each of the other Members taking part at the commencement of the meeting;
- (b) At the commencement of the meeting each Member taking part in the meeting by telephone or other means of communication must acknowledge his or her presence for the purpose of the meeting;
- (c) A Member may not leave the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting unless he or she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid;
- (d) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting and by the Secretary.

32.6 Membership of the Zone and the State Standing Committee

The person who occupies the position of Men's Chair:

- (a) agrees to remain in both positions until the term of appointment to the Council expires or until they cease to be Chair, whichever should occur first; and

- (b) agrees to serve as a member of the State Men's Standing Committee until the term of appointment to the Council expires, until they cease to be Chair of the Zone Standing Committee.

33 State Representation

33.1 Membership of State Standing Committees

Each Zone Standing Committee Chairperson shall:

- (a) once elected, become a member of the respective State Standing Committee; and
- (b) cease to be a member of that State Standing Committee upon ceasing membership (for whatsoever reason) of the Zone Standing Committee or if the nomination is revoked by the Zone Standing Committee.

Alternate Representation

Each Zone Standing Committee may elect an alternate representative to act as a member of the State Standing Committee should the Chair be unavailable.

33.2 Zone Executive Councillors – Zone Council Football Queensland Limited Members

The Zone Council shall elect two individuals from the Zone Executive Councillors to act as the Zone Representative and to become members of Football Queensland Limited. Membership of Football Queensland Limited shall be as determined by the Constitution and By-Laws of Football Queensland Limited.

Alternate Representation

The Zone Council may elect an alternate Zone Executive Councillor as representative of the Zone to act as a Member of Football Qld Limited should any existing representative be unavailable.

34 Discipline of Members and Registered Participants

34.1 Breaches

The Zone Council may take whatever action it considers appropriate if a Member or Registered Participant should:

- (a) Breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any Policy, resolution or determination of the Association;
- (b) Act in a unbecoming manner or in anyway prejudicial to the objects and interests of the Association or sport generally; or
- (c) Bring the Association or sport generally into disrepute.

subject to the Rules of natural justice, applicable Legislation and the procedures provided for in the Association By-Laws.

34.2 Appeals

The Association shall establish under the Association By-Laws an Appeal Panel to hear and determine appeals from Member Clubs, players, officials or any other persons or organisations as the Zone Councillors see fit. The duties and powers of the Appeal Panel shall be determined by the Zone Councillors.

35 Documents

The Zone Council must ensure the safe custody of books, documents instruments of title and securities of the association.

36 Common Seal

36.1 Acquisition

The Zone Council must ensure the Association has a Common Seal.

36.2 Safe Keeping and Use

The Common Seal must be:

- (a) kept securely by the Zone Council; and
- (b) used only under the authority of the Zone Council.

36.3 Instruments

Each instrument to which the Common Seal is attached must be signed by a member of the Zone Council and countersigned by:

- (a) the Secretary; or
- (b) Chair of the Zone Council; or
- (c) a person appointed by the Zone Council.

37 Service of documents

37.1 Document includes notice

In this Rule 37, **document** includes a notice.

37.2 Methods of Service

The Association may give a document to a Member:

- (a) personally;

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

37.3 Methods of Service on the Association

A Member may give a document to the Association:

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

37.4 Post

A document sent by post:

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

and in either case is taken to have been received on the day after the date of its posting.

37.5 Fax or Electronic Transmission

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

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

38 Indemnity

38.1 Indemnity of Officers

Every person who is or has been:

- (a) a Zone Councillor; or
- (b) a Zone Standing Committee Member;

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

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

unless:

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

38.2 Insurance

The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Zone Councillor or Zone Standing Committee Member against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

39 Amalgamation

In furtherance of the objects and purposes of the Association, the Association may amalgamate with any one or more organisations having objects similar to those of this Association and which shall prohibit the distribution of its or their income and property amongst its or their Members to the extent at least as great as that imposed upon this Association and which is a fund, authority or institution which is similarly exempt from Income Tax under the Income Tax Assessment Act.

40 Excess Property on Winding Up

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

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

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

41 Funds and Accounts

- (a) The association's treasurer, or other authorised officer, must keep the association's accounts and financial records as required by the Act and Regulations.

- (b) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Zone Council.
- (c) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association. Cashbooks and other documents must be kept at the registered office of the Association.
- (d) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (e) Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
- (f) Payments of \$100 or more must be made by cheque or electronic funds transfer.
- (g) All cheques must be signed by any 2 of the following:
 - (i) the Zone Council Chair;
 - (ii) the Secretary; and
 - (iii) the Treasurer;
 - (iv) another member authorised by the Zone Council for the purpose.
- (h) Prior to being initiated, all electronic funds transfers must be authorised in writing by any 2 of the following:
 - (i) the Zone Council Chair;
 - (ii) the Secretary; and
 - (iii) the Treasurer;
 - (iv) another member authorised by the Zone Council for the purpose.
- (i) Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupment which may be open.
- (j) The Zone Council shall determine the amount of petty cash which shall be kept on the imprest system.
- (k) All expenditure shall be approved or ratified at a Zone Council meeting.
- (l) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of -
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.

- (m) If the association is incorporated within 3 months of the end of the association's financial year, subsection (l) does not apply for the financial year the association is incorporated.
- (n) The auditor must examine the statement prepared under subsection (l) and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- (o) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

42 Financial Year

The financial year of the association closes on the 30th September in each year.

43 Definitions and Interpretation

43.1 Definitions

In this Constitution unless the contrary intention appears:

Accredited means a person who has completed a course of relevant training recognised by Football Queensland Limited or the ASA.

Act means the Associations Incorporations Act 1981.

ASA means Australian Soccer Association Limited ACN 106 478 068.

Associations Incorporations Act means the Associations Incorporations Act 1981.

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

Club means:

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

Football Queensland means Football Queensland Limited.

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

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of Football Queensland Limited and includes the President and any Vice-President.

Directors mean all or some of the directors of Football Queensland Limited acting as a board.

Executive Councillor means any one of the four Zone Councillors elected by clubs. These Councillors are the Chair, Vice-Chair, Secretary or Treasurer of the Zone Council.

FIFA means Federation Internationale de Football Association.

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

Life Member means a person admitted as such under Rule 8.2(b).

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

- (c) Chair, Vice-Chair, President, Vice-President, Secretary, Treasurer, Director, committee member or member of the governing body (however described) of a Club, association (incorporate or unincorporated) or other entity (including any Member or another or State Body or its members) conducting, participating in or administering Soccer or any Soccer competition in Australia; or
- (d) a Member of a Standing Committee; or
- (e) a Member of a Zone Council.

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

Registered Office means the registered office of Football Queensland Limited from time to time.

Registered Participant means a person registered by or with Football Queensland Limited in the category of:

- (a) player (including junior players) in any competition recognised by Football Queensland Limited;
- (b) Accredited Referee;
- (c) Accredited coach; or
- (d) any other person that Football Queensland Limited recognises as contributing to Soccer in the State.

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

Standing Committee includes a State Standing Committee and a Zone Standing Committee.

State means Queensland.

State Body has the meaning given to that term in ASA’s constitution.

State Standing Committee means a State Standing Committee established under Football Queensland Limited’s Constitution and By-Laws.

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

Vice-Chair means the person elected from time to time under this Constitution.

Zone means a geographical area determined according to Rule 4.

Zone Council means the Association’s governing body.

Zone Councillor means a member of a Zone Council elected according to this Constitution.

Zone Council Football Queensland Limited Member means a Football Queensland Limited Member admitted under Football Queensland Limited Constitution and By-Laws.

Zone Standing Committee means a Standing Committee established under Rule 26.

43.2 Interpretation

(a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Association in that calendar year under the Associations Incorporation Act;
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement; and

- (iv) **(word)** a word or expression that is not defined in these Rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.
- (b) In this Constitution unless the contrary intention appears:
 - (i) **(gender)** words importing any gender include all other genders;
 - (ii) **(person)** the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (iii) **(successors)** a reference to an organisation includes a reference to its successors;
 - (iv) **(singular includes plural)** the singular includes the plural and vice versa;
 - (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
 - (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
 - (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
 - (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

43.3 Corporations Act

In this Constitution unless the contrary intention appears:

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

43.4 Headings

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

43.5 “Include” etc

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

43.6 Powers

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

Deleted: