



Constitution

Football Queensland Limited
A Company Limited by Guarantee

Constitution

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Constitution

1 Objects of Company

1.1 Objects

The objects for which the Company is established are:

- (a) to be the Member of FA in respect of the State and to comply with the FA Statutes;
- (b) to control Football throughout the State, prevent infringement of the constitution and by-laws of FA and protect Football from abuse;
- (c) to foster friendly relations among the officials and players of Football by encouraging Football games in the State;
- (d) to prevent racial, religious, gender or political discrimination or distinction among Football players in the State;
- (e) to promote, provide for, regulate and manage Football tournaments and games in the State;
- (f) to promote, provide for, regulate and manage Football players representing the State;
- (g) to cooperate with FA, other Members of FA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the State; and
- (i) any other object which, in the opinion of the Directors, is in the best interests of Football.

2 Income and payments

2.1 Company's Application of income

All the Company's profits (if any), other income and property, however derived, must be applied only to promote its objects.

2.2 No dividend, bonus or profit to be paid to Members

None of the Company's profits or other income or property may be transferred to the Members, directly or indirectly, by any means.

2.3 Payments in good faith

Subject to Rule 9.14, Rule 2.2 does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a company of which an officer or Member is a director or shareholder:

- (a) of remuneration for service to the Company;

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

3 Membership

3.1 Transitional Members

The Members are those persons who were Members of the Company immediately prior to the approval of this Constitution. These Members shall be termed Transitional Members.

These Transitional Members shall cease to be Members of the Company upon the Clubs in the respective Zone, the relevant Zone Committee and the Directors complying with the requirements of clause

3.2 Members

- (a) The Directors must invite to apply for membership as representatives of each Zone:
 - (i) each Zone Committee chairperson; and
 - (ii) one other Zone Committee member elected by each Zone Committee.
- (b) The Directors must admit to membership under this Rule 3.2 each of those individuals who accept the invitation according to Rule 3.13.
- (c) The Members shall be entitled to one vote at general meetings of the Company.

3.3 Patrons and Life Members

- (a) Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Company.

- (b) Rights of Patrons

Patrons are:

- (i) entitled to notice of all general meetings;
 - (ii) entitled to attend and speak at general meetings; and
 - (iii) not entitled to vote at any general meeting.
- (c) Eligibility for Life Membership

Any Member or Director may nominate an individual for admission as a Life Member.

(d) Nomination requirements

A nomination under Rule 3.3(e) must:

- (i) be in writing in the form determined by the Directors from time to time; and
- (ii) set out the reasons why, in the opinion of the nominator, the nominee should be considered for Life Membership.

(e) Admission to Life Membership

Nominations for admission to Life Membership are to be considered by the Directors at their next meeting after the nomination is received.

In their absolute discretion, and without the need to give reasons for doing so, the Directors may recommend the nomination, or decide not to recommend or submit the nomination, to the next annual general meeting for approval.

A nominee is admitted to Life Membership if:

- (i) the Directors recommend that the nominee be admitted to Life Membership; and
- (ii) the recommendation is approved by a majority of two-thirds of Members present at the annual general meeting at which the recommendation is considered.

(f) Admission of Life Members by Directors

Despite Rule 3.1(d), the Directors may admit Life Members, without nomination, at a meeting of Directors.

(g) Rights of Life Members

A Life Member:

- (i) is not, in the capacity of Life Member, to be counted in a quorum under Rule 5.1;
- (ii) has the right to remain a Life Member until they die or resign their Life Membership;
- (iii) subject to any separate agreement with the Company to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (iv) is entitled to receive notice of general meetings;
- (v) is entitled to attend and speak at general meetings; and

- (vi) is not, in the capacity of Life Member, entitled to vote at any general meeting.

3.4 Membership subscription fee

The Directors may impose such membership fee as it may determine from time to time. The membership fee shall be payable at such time and in such a manner as the Directors shall from time to time determine.

3.5 Duration of membership

An individual who is admitted to membership according to Rule 3.2 will cease to be a Member according to Rule 3.13.

3.6 Zones

- (a) The State must be divided into Zones.
- (b) Zone boundaries will initially be those proposed by the Company and approved by FA and defined in the By-Laws. With the consent of FA, Zone boundaries may be redrawn by the Directors from time to time.
- (c) The Directors must adopt a By-Law, which defines the Zone boundaries.

3.7 Zone Committees

- (a) The Directors must establish a Zone Committee for each Zone.
- (b) A Zone Committee is to comprise five (5) individuals elected by a vote of Clubs of the Zone.
- (c) In addition to the chairperson of the Zone Committee, the Zone Committee shall elect one of its other members to be the person nominated to become the second Member representing that Zone.
- (d) The Directors may adopt By-Laws which provide for the election, membership, function, operation and regularity of meetings of Zone Committees including the requirement to meet at least once per quarter.
- (e) If there are less than five (5) individuals elected to make up the Zone Committee, the Zone Committee may co-opt appropriately qualified people to make up the balance of the Zone Committee.

3.8 Clubs

- (a) A Club will be entitled to nominate one person from the governing body (however described) of that Club to represent their Club at meetings of Clubs in their respective Zone. That person shall be entitled to one vote in electing the members of the Zone Committee.
- (b) A Club is entitled to any benefits prescribed to apply to Clubs in the By-Laws but, in any event, shall not be entitled to receive notice, attend or vote at general meetings of the Company.

- (c) The Board may make By-Laws for the process and requirements by which Clubs apply for and obtain or retain membership of their Zone.

3.9 Registered Participants in Zones

- (a) The Company must procure that each Registered Participant who participates in Football competitions in a Zone:
- (b) agrees to be bound by the Laws of the Game, the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Registered Participants (**Relevant By-Laws**);
- (c) without limiting Rule 3.9(b), agrees to pay the fees and subscriptions set out in, or determined under, the Relevant By-Laws; and
- (d) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations and the Relevant By-Laws can be obtained.

3.10 State Advisory Committees

- (a) The Directors:
 - (i) must establish State Advisory Committees, including but not limited to;
 - (A) the State Committee;
 - (B) the Clubs Committee;
 - (C) the Facilities Committee;
 - (D) the Futsal Committee; and
 - (E) the Women and Girls Committee; and
 - (ii) may establish, with the consent of FA, any other committee for any other purpose.
- (b) The State Committee shall be comprised of the chairperson of each Zone Committee.
- (c) The Directors may adopt By-Laws which provide for the membership, functions and operation of these Committees.
- (d) Each State Advisory Committee shall be made up of one representative of each Zone each of whom shall be a member of the respective Zone Committee.
- (e) The Board may from time to time call meetings of the State Advisory Committees which will meet at least twice per year.
- (f) Each representative on a State Advisory Committee shall have one vote in any vote taken at that State Advisory Committee.

- (g) The quorum for a State Advisory Committee meeting shall be 4 members of that State Advisory Committee.
- (h) The first chairperson of each State Advisory Committee will be appointed by the Board and shall be appointed for a period of one year. Thereafter the chairperson shall be elected by a ballot of members of that State Advisory Committee
- (i) The Directors may, with the consent of FA, vary the functionality of any Committee established under this Constitution.

3.11 Election By-Law

The Directors must adopt By-Laws that regulate the election or appointment of Members and members of Zone Committees and State Advisory Committees.

3.12 Admission of Members

- (a) Before admission as a Member, a person invited by the Directors to apply for membership must sign an application agreeing to be bound by this Constitution, the By-Laws and the Statutes and Regulations.
- (b) Every applicant for membership shall apply in such form and manner and to such person or committee as the Board may from time to time prescribe.
- (c) On receipt by the Secretary of the signed application and subscription fees (if imposed), the applicant becomes a Member.
- (d) 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 Company 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.

3.13 Ceasing to be a Member

Subject to clause 3.3, a person ceases to be a Member on:

- (a) resignation; or
- (b) death; or
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally; or
- (d) 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; or
- (e) conviction of an indictable offence and the rehabilitation period has not expired; or

- (f) being found by the Board to have failed to comply with these Rules and any regulations or by-laws of the Company; or
- (g) renouncement as a Member for any reason; or
- (h) the termination of their membership according to this Constitution; or
- (i) the expiry of the term of their membership according to Rule 3.1 or 3.4; or
- (j) non payment of any membership fee or other debt payable to the Company by the Member for a period of 30 days after the due date for payment of such fee or debt; or
- (k) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (l) having been a Member for six consecutive years.

3.14 Resignation of Members

Any Member may resign from the Company 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 Company.

3.15 No claim against the Company

No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise.

3.16 Limited liability

Members have no liability in that capacity except as set out in Rule 21.1.

4 General meetings

4.1 Annual general meeting

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

4.2 Power to convene general meeting

The Directors may convene a general meeting when they think fit and must do so if required under the Corporations Act.

4.3 Notice of general meeting

Notice of a meeting of Members must be given according to Rule 18 and the Corporations Act.

4.4 Directors entitled to attend general meetings

A Director is entitled to receive notice of, attend, and speak at all general meetings.

4.5 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 consider proposals to alter the Constitution;
- (f) to appoint an auditor (if an auditor is required), except in the case of a continuing auditor and to fix the remuneration of the auditor;
- (g) to elect the Directors if required; and
- (h) 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, including declaring the results of any postal ballot.

4.6 Extraordinary general meetings of Members

- (a) All general meetings, other than the annual general meeting, shall be called extraordinary general meetings;
- (b) The Board must call an extraordinary general meeting within 21 (twenty-one) days of:
 - (i) Being given a requisition to do so in writing signed by the Chairperson or any 4 (four) Directors; or
 - (ii) Being given requisition in writing from at least fifty percent (50%) of the Company 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.

4.7 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 Chairperson of the meeting permits to be brought before the meeting.

4.8 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”).

4.9 Electronic communication

- (a) For the purpose of these Rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of Members not less than the quorum together with the Secretary, whether or not any one or more of the Members are present in person at a place designated for the meeting or is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Company and all the provisions in these Rules as to meetings of the Directors shall apply to such meetings as long as the following conditions are met:
 - (i) All the Members for the time being entitled to receive notice of a meeting of the Company may receive notice of such a meeting in the manner specified by these Rules;
 - (ii) 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;
 - (iii) 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 a meeting of the Members of the Company to the Secretary and all the other Members taking part in the meeting by telephone or other means of communication.
- (b) 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.
- (c) 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.

4.10 Cancellation or postponement of general meeting

Where a general meeting (including an annual general meeting) is convened by the Directors 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 Corporations Act;
- (b) by the Directors at the request of Members; or
- (c) by a court.

4.11 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 Corporations Act.

4.12 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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

4.13 Number of clear days for postponement of general meeting

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

4.14 Business at postponed general meeting

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

4.15 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 Company in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

4.16 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.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to Rule 5.4, 60% by number of those persons who are Members and eligible to vote are a quorum at a general meeting.

5.2 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 Chair of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

5.3 Quorum and time

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

- (a) if 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 Directors appoint by notice to those entitled to notice of the meeting.

5.4 Adjourned meeting – Number of a quorum

At a meeting adjourned under Rule 5.3(b) 40% by number of those persons who are Members and who are present is a quorum.

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

5.5 Chairperson to preside over general meetings

The Chairperson is entitled to preside at general meetings.

If a general meeting is convened and there is no Chairperson, or the Chairperson 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 Deputy-Chairperson (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present.

5.6 Conduct of general meetings

The Chair of a general meeting:

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

A decision by the Chair under this Rule is final.

5.7 Adjournment of general meeting

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

Unless required by the Chair, 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.

5.8 Notice of adjourned meeting

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

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

5.9 Questions decided by majority

Subject to the requirements of the Corporations Act and Rule 6.3, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes casting vote for Chair

Except on a resolution to elect a Director, if there is an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting is entitled to a casting vote in addition to any votes to which the Chair is otherwise entitled.

5.11 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.

A declaration by the Chair 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 Company, is conclusive evidence of the fact.

Neither the Chair 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.

5.12 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the Chair 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 Chair or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

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

5.13 Objection to voting qualification

An objection to the 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 Chair of the meeting, whose decision is final.

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

5.14 Chair to determine any poll dispute

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

6 Votes of Members

6.1 Votes on show of hands

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

6.2 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.

6.3 Relativity of votes

Despite any other provision in this Constitution whenever each of the Zone Council Members present and eligible to vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be the greater of the following:

- (a) 51% of the votes cast; or
- (b) the actual percentage (rounded up to the nearest whole number) that the aggregate of the voting Zone Council Members represents relative to all votes cast on the relevant resolution.

6.4 Suspension of voting rights

The voting rights of a Member may be suspended while the payment of any amount owing to the Company is in arrears.

No other rights of the Members are affected.

6.5 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend a meeting of the Company or of any class of Members is entitled to appoint another 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.

6.6 Right to appoint attorney

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Company or of any class of Members.

To be effective, an instrument appointing an attorney, together with any evidence of non-revocation the Directors require, must be received by the Company at least 48 hours before the meeting.

7 Obligations to FA

7.1 Constitution

The Company must:

- (a) amend:
 - (i) this Constitution; or
 - (ii) the By-Laws,

to promptly adopt changes in the model constitution and by-laws of FA made from time to time to the extent that they are applicable to the Company. In this clause the reference to changes to by-laws includes additional or replacement by-laws; and
- (b) not otherwise amend or vary this Constitution or any of its By-Laws without the consent of FA. This prohibition only relates to those By-Laws dealing with the following:
 - (i) Zone boundaries;
 - (ii) the election, appointment, functions, membership and operation of State Advisory Committees;
 - (iii) the election, appointment, functions, membership and operation of Zone Committees; and
 - (iv) the subject matter of by-laws adopted by FA after the date of adoption of this Constitution by the Company.
- (c) Any proposed amendment to these Rules, or any other Rules for the time being in force, must be forwarded to the FA for consideration and consent. However, FA must consent to any amendment to this Constitution or By-Laws that are required by law.
- (d) Subject to Rule 7.1(c) above, these Rules, or any other Rules for the time being in force, may be altered, rescinded or repealed and new Rules may be made by the Company in a general meeting, by Special Resolution only, in the manner prescribed by the Act. No Rule may be altered however to change the purpose and intent of the Company to operate as a non-profit entity nor to change the intent of Rule 21.2. Nothing whether contained in the Rules for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Member as to limit the power of the Company at any time to alter, rescind or repeal the same or to make new Rules in their place.

7.2 Enforcement of Rules

The Company must promulgate and enforce the Statutes and Regulations and the Laws of the Game.

7.3 Register of participants

The Company must maintain a database of Registered Participants.

The database is to be established and maintained in the form and detail required by FA from time to time.

The Company must provide FA with a copy of its database by 1 March and 1 September each year, certified by the Chief Executive Officer to be true and correct as at the previous 31 December and 30 June respectively.

FA may audit a database maintained under this Rule at its discretion and the Company must cooperate with FA and do everything reasonably required by FA to facilitate the audit.

In fulfilling its obligations under this Rule 7.3, the Company must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the Company is otherwise bound to comply with them.

The Directors must adopt a By-Law regulating the steps to be taken by the Company in relation to the disclosure of Personal Information collected by it. A By-Law adopted under this Rule 7.3 must be consistent with the by-law adopted by FA on the same subject matter.

FA's rights under this Rule may be exercised by a representative, 3rd party or other person nominated by FA.

8 FIFA and FA

8.1 Compliance and cooperation

Subject to applicable law, the Company must:

- (a) comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- (b) cooperate with FA in all matters relating to the organisation of competitions, the Company's own competitions and Football in general.

8.2 Referral of disputes

The Company must not, subject to its obligations at law, refer disputes relating to Football to a court of law. The company must also use its best endeavours to ensure that all other persons affiliated with it do not refer disputes relating to Football to a court of law.

9 Directors

9.1 Number of Directors

There are to be no more than nine Directors comprised, as follows:

- (a) six Directors who are to be elected according to Rule 9.7; and
- (b) up to three other Directors appointed according to Rule 9.11.

9.2 Eligibility

A person who:

- (a) is an employee of the Company or of FA, or a person who has been an employee of the Company within six months of the date of nomination; or
- (b) holds any Official Position, or has held any Official Position within six months of the date of nomination.

(each a **disqualifying position**) may not stand for or hold office as a Director.

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and Rule 9.15(c) applies.

9.3 Proposal of persons for election as Directors

- (a) Two Members or a Member and Director, may nominate a person to stand for election as a Director (Proposers).
- (b) Another Member or Director, must second the nomination (Seconder)
- (c) A nomination must be in writing and signed by the Proposers and Secunder and delivered to FQ
- (d) The nomination must be accompanied by a statutory declaration made by the nominee confirming that, to the best of their knowledge and belief:
 - (i) they are not disqualified from standing for office as a Director by virtue of anything in article 10.2;
 - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FQ; and
 - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FQ
- (e) If a nominee proposes to nominate for election to the position of Chairman under article 9.9, the nominee must provide written declaration that he or she is nominating. This declaration must accompany the nomination for director that is delivered to FQ under article 9.3 other than in relation to the election of Directors' at the annual general meeting in 2017, where the declaration must be provided to the secretary no later than seven days prior to the annual general meeting.

9.4 Rotation of Directors

- (a) At each annual general meeting one-third of the Directors must retire from office.
- (b) If the number of Directors is not a whole number which is a multiple of two, the number of Directors is to be rounded down to the next whole number.
- (c) Rule 9.3(a) does not apply to Directors appointed under Rule 9.11.

9.5 Directors to retire

- (a) Subject to clause 9.8, the Directors to retire at any annual general meeting must be those who have been longest in office since their last election.
- (b) As between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

9.6 Office held until end of meeting

A retiring Director holds office until the end of the meeting at which that Director retires but, subject to Rule 9.8, is eligible for re-election.

9.7 Director elected at general meeting

At a general meeting:

- (a) at which a Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to Rule 9.11),

the Company may, by resolution, fill the vacancy by electing someone to that office.

A Director elected under this Rule takes office at the end of the meeting at which they are elected a Director and will hold office for a term of three years.

9.8 Maximum term of office

A Director may not serve more than three consecutive terms as a Director.

If a Director has served three consecutive terms, they may not be elected as a Director again until the third annual general meeting after the end of their third term of office.

9.9 Chairperson

- (a) The Directors may elect one of their number, who has nominated for the position of Chairperson, to the office of Chairperson of Directors (and a Director participating in such a vote will not have a casting vote).

- (b) If the Directors elect the Chairperson from amongst two or more Directors who nominated for the position of Chairperson, this decision shall be notified in writing to all Members.
- (c) When representing FQ (including without limitation when dealing with FA or other member associations of FA) the Chairperson will have the title of President.

9.10 Casual vacancy

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

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

Service as a Director under this Rule is a full term of office for the purposes of Rules 9.5 and 9.8.

9.11 Appointed Directors

In addition to the Directors elected under Rule 9.7, the Directors may themselves appoint up to three other Directors.

A Director appointed under this Rule holds office for a term of three years but is eligible for re-appointment. The provisions of Rules 9.3(a), 9.5 and 9.7 do not apply to a Director appointed under this Rule.

A Director appointed under this Rule 9.11 may be removed from office by the Directors at their absolute discretion.

9.12 Deputy-Chairperson

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

A person may hold the office of Deputy-Chairperson only for as long as they are a Director.

9.13 Removal of Deputy-Chairperson from office

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

9.14 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors, may be:

- (a) paid by the Company for services rendered to it; and
- (b) reimbursed by the Company for their reasonable travelling, accommodation and other expenses when:

- (i) travelling to or from meetings of the Directors, a Committee or the Company; or
- (ii) otherwise engaged on the affairs of the Company.

9.15 Vacation of office

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

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to the Company;
- (c) accepts appointment to, or becomes the holder of a disqualifying position;
- (d) is not present personally at three consecutive Directors meetings without leave of absence from the Directors.

10 Powers and duties of Directors

10.1 Directors to Manage Company

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

10.2 Specific powers of Directors

Without limiting Rule 10.1 the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

10.3 Appointment of attorney

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

10.4 Provisions in power of attorney

A power of attorney granted under Rule 10.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

10.5 Minutes

The Directors must cause minutes of meetings to be made and kept according to the Corporations Act.

11 Proceedings of Directors

11.1 Directors meetings

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

11.2 Questions decided by majority

A question arising at a Directors meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

11.3 Proxy and voting

A person who is present at a Directors meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

11.4 Chair's casting vote

The Chair of the meeting has a casting vote.

11.5 Quorum

Until otherwise determined by the Directors, four Directors (at least two of whom are entitled to vote) present in person or by proxy are a quorum.

11.6 Effect of vacancy

The continuing Directors may act despite a vacancy in their number.

However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

11.7 Director attending and voting by proxy

A Director may attend and vote by proxy at a Directors meeting if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment must be for a particular meeting.

11.8 Convening meetings

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

11.9 Chairperson to preside at Directors meeting

The Chairperson must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chairperson at each meeting of Directors.

If at a meeting of Directors:

- (a) there is no Chairperson;
- (b) the Chair is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (c) the Chairperson is present within that time but is not willing to act as Chair of the meeting,

the following may preside (in order of entitlement)

- (a) the Deputy-Chairperson (if any);
- (b) a Director chosen by a majority of the Directors present.

11.10 Committees

- (a) The Directors may delegate any of their powers to Committees consisting of those persons they think fit, and may revoke that delegation.
- (b) The Directors shall establish the following Committees:
 - i. Nominations Committee;
 - ii. Governance Committee
 - iii. Finance and Audit Committee; and
 - iv. Risk Management Committee
- (c) The Board may create By-Laws for the administration, jurisdiction make up and authority of those Committees.

11.11 Powers delegated to committees

A Committee must exercise the powers delegated to it according to the terms of the delegation and to any directions of the Directors.

Powers delegated to and exercised by a committee are taken to have been exercised by the Directors.

11.12 Committee meetings

Committee meetings are governed by the provisions of this Constitution dealing with Directors meetings, as far as they are capable of application.

11.13 Circulating resolutions

The Directors may pass a resolution without a Directors meeting being held if the majority of the Directors 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 Directors only if the wording of the resolution and statement is identical in each copy. The resolution must be circulated to all Directors.

The resolution is passed when the last Director making a majority signs.

11.14 Disclosure of Interest

In accordance with the Act, a Member of the Company or Committee of the Company who has a pecuniary interest in a contract or proposed contract with the Company:

- (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 Company's Annual General Meeting; and
- (b) must not take part in any Board or Committee decisions regarding the contract.

To assist in managing matters relating to conflict of interest, the Company shall establish and maintain the following:

- (a) A Register of Interest;
- (b) A Director Independence Register; and
- (c) Conflict of Interest Policy, Director Code of Conduct and Board Charter.

11.15 Improper Advantage

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

11.16 Validity of acts of Directors

Everything done at a Directors meeting or a Committee meeting, or by a person acting as a Director, 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.

11.17 Performance Evaluation and Professional Development

The Board will create By-Laws for formal processes and procedures in relation to performance evaluation and professional development for the Directors and the Board as a whole.

11.18 Gender Diversity

- (a) The Members and the Board shall, where possible have appropriate regard to the issue of gender diversity in relation to the make up of the Board. Matters relating to gender diversity shall apply to all structures and committees of the Company. The principal that there should be 40% of the participants of each gender is acknowledged as the preferred level of diversity.
- (b) The Clubs and Members shall have regard to gender diversity of the type referred to in subclause (a) in the election and/or appointment of representatives and officials.

12 Chief Executive Officer

12.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer.

12.2 Powers, duties and authorities of Chief Executive Officer

The Chief Executive Officer holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

The exercise of those powers and authorities and the performance of those duties by the Chief Executive Officer are subject at all times to the control of the Directors.

12.3 Suspension and removal of Chief Executive Officer

Subject to the terms and conditions of the appointment, the Directors may suspend or remove the Chief Executive Officer from that office.

12.4 Chief Executive Officer to attend Directors meetings

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

12.5 Chief Executive Office becoming a Director

A person who has held the position of Chief Executive Officer may not be elected or appointed as Director for a period of three (3) years after they have ceased to be the Chief Executive Officer.

13 Secretary

13.1 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

13.2 Suspension and removal of Secretary

The Directors may suspend or remove a Secretary from that office.

13.3 Powers, duties and authorities of Secretary

A Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

14 By-Laws

14.1 Making and amending By-Laws

The Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Company's affairs and may amend, repeal and replace those By-Laws, but only to the extent the Company can do so under Rule 7.1.

Subject to Rule 7.1, the Company in general meeting, may amend, repeal and replace any By-Law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-Law.

14.2 Effect of By-Law

A By-Law:

- (a) is subject to this Constitution; and
- (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.

15 Discipline of Members and Registered Participants

15.1 Breaches

The Board 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 Company;
- (b) Act in an unbecoming manner or in any way prejudicial to the objects and interests of the Company or sport generally; or
- (c) Bring the Company or sport generally into disrepute.

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

15.2 Appeals

The Company shall establish under the Company By-laws an Appeal Panel to hear and determine appeals from all member Clubs, affiliated organisations, players, officials and any other persons or organisations as the Directors see fit. The duties and powers of the Appeal Panel shall be determined by the Directors.

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

If the Company has a common seal or duplicate common seal:

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

17 Inspection of records

17.1 Inspection by Members

Subject to the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of the Company or any of them will be open for inspection by the Members.

17.2 Right of a Member to inspect

A Member does not have the right to inspect any document of the Company except as provided by law or authorised by the Directors or by the Company in general meeting.

18 Service of documents

18.1 Document includes notice

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

18.2 Methods of service

The Company may give a document to a Member:

- (a) personally;

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

18.3 Methods of service on the Company

A Member may give a document to the Company:

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

18.4 Post

A document sent by post:

- (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.

18.5 Fax or electronic transmission

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

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

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer; or
- (c) a Secretary,

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

- (d) every liability incurred by the person in that capacity (except a liability for legal costs); and

- (e) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

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

19.2 Insurance

The Company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director, Secretary or Chief Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

20 Amalgamation

In furtherance of the objects and purposes of the Company, the Company may amalgamate with any one or more organisations having objects similar to those of this Company 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 Company. Also the fund, authority or institution must be similarly exempt from Income Tax under the Income Tax Assessment Act.

21 Winding up

21.1 Contributions of Members on winding up

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

This contribution is for:

- (a) payment of the Company's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00.

21.2 Excess property on winding up

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

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

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

22 Accounts of the Company

22.1 Consideration of accounts

At each annual general meeting the accounts and reports of the Company for the previous year ended December 31 shall be received and considered.

22.2 Accounts conclusive

- (a) The financial accounts and reports of the Company when audited and approved or received by a general meeting at which they are presented will be conclusive except as regards any material error discovered in them within 3 (three) months after their approval or receipt.
- (b) Whenever any material error is discovered within the 3 (three) month period referred to in Rule 22.2(a), the financial report will then be corrected immediately and it will then be conclusive.

22.3 Officers of Company not to disclose information

- (a) Every Director, Secretary, auditor, member of a committee, agent, accountant or other Officer is bound to observe secrecy with respect to all financial transactions of the Company and all related matters.
- (b) If required by the Directors, every such person will, before commencing that person's duties or employment or at any time afterwards, sign and make a declaration in a book to be kept for that purpose that they will not reveal or make known any of the matters, affairs or concerns which may come to their knowledge as Director, Secretary, auditor, member of a committee, agent, accountant or other Officer and whether relating to transactions of the Company with its customers or the state of the account of any individual or to anything else, to any person or persons except:

- (i) in the course and in the performance of their duties; or
- (ii) under compulsion or obligation of law; or
- (iii) when officially required to do so by the Directors or by the auditors for the time being, or by any general meeting of Members.

22.4 Audit of accounts

- (a) The accounts of the Company for each year ended December 31 shall be examined and reported on by 1 (one) or more auditors.
- (b) The auditors of the Company shall be appointed and removed by the Members in accordance with the provisions of the Act.
- (c) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (d) The Board shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (e) The Board shall fix the remuneration of auditors.

23 Definitions and interpretation

23.1 Definitions

In this Constitution unless the contrary intention appears:

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

Board means the Board of Directors.

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

Chairperson means the Chairperson from time to time of the Company.

Chief Executive Officer means a person appointed as chief executive officer by the Directors according to the powers conferred on them by Rule 12.

Club means:

- (a) a body corporate or incorporated association registered with FA in accordance with the FA Statutes and recognised by the Company as having the following characteristics:
 - (i) It organises teams to participate in competitions sanctioned by the Company or FA;
 - (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 registered with FA in accordance with the FA Statutes and deemed to be a Club by the Company.

Committee means a committee established under Rule 11.10.

Company means Football Queensland Limited.

Company Statutes means:

- (a) this Constitution, including any by-laws, as amended from time to time in accordance with its terms; and
- (b) any other statutes, regulations or policies promulgated by the Company, as amended on notification by the Company from time to time.

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).

Deputy-Chairperson means the person (if any) elected from time to time under Rule 10.12

Director means a director of the Company and includes the Chairperson and any Deputy Chairperson.

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

FA means Football Australia Limited ACN 106 478 068.

FA Statutes means:

- (c) the FA Constitution, including any by-laws, as amended from time to time in accordance with its terms; and
- (d) any other statutes, regulations or policies promulgated by FA, as amended on notification by FA from time to time.

FIFA means Federation Internationale de Football Association.

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

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

Life Member means a person admitted as such under Rule 3.1.

Member means a member of the Company.

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

- (a) Chairperson, Deputy-Chairperson, secretary, treasurer, director, committee member or member of the governing body (however described) of a Club, association (incorporated or unincorporated) or other entity (including any Member or another or State Body or its members) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) a member of a State Advisory Committee; or
- (c) a member of a Zone Committee.
- (d) as a member of the governing body (however described) of the legal entity which previously controlled Football in the Zone.

Sub-clause (a) does not apply to a person who holds any of the identified positions in the Company.

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

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

Registered Participant means a person registered by or with the Company under Rule 7.3 and the FA Statutes in the category of:

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

Representative means a person appointed to represent a corporate Member at a general meeting of the Company according to the Corporations Act.

Secretary means a person appointed from time to time as a secretary of the Company, and where appropriate includes an acting secretary and a person appointed by the Directors to perform all or any of the duties of a secretary of the Company.

State means Queensland.

State Advisory Committee means a State Advisory Committee established by the Directors under the by-laws.

State Body has the meaning given to that term in FA's constitution.

Statutes and Regulations means the Company Statutes, the FA Statutes and the statutes and regulations of FIFA and AFC in force from time to time.

Transitional Members means the persons named in Rule 3.1.

Zone means a geographical area determined to be a Zone according to Rule 3.6.

Zone Committee means a Zone established under Rule 3.7.

23.2 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 Company in that calendar year under the Corporations Act; and
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

(b) In this Constitution unless the contrary intention appears:

- (i) **(gender)** words importing any gender include all other genders;
- (ii) **(person)** the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) **(successors)** a reference to an organisation includes a reference to its successors;
- (iv) **(singular includes plural)** the singular includes the plural and vice versa;
- (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
- (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by

law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and

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

23.3 Corporations Act

In this Constitution unless the contrary intention appears:

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

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

23.4 Headings

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

23.5 “Include” etc

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

23.6 Powers

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