



FOOTBALL
NSW

FOOTBALL NSW BY-LAWS

Adopted 22 September 2016

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1. APPLICATION AND COMMENCEMENT

- (a) The Directors have the power to make these By-Laws pursuant to article 15 of the Constitution.
- (b) These By-Laws have effect on and from 1 January 2016 and supersede and replace the By-Laws adopted on 26 July 2006 (as amended in May 2010, on 18 July 2013, 28 July 2015, 10 September 2015 and 22 October 2015). As contemplated by article 15 of the Constitution, these By-Laws remain subject to any alterations, additions or deletions that may be made from time to time by the Directors.
- (c) These By-Laws remain subject to the terms of the Constitution and to the extent of any inconsistency between the Constitution and these By-Laws, the Constitution shall prevail.

2. DEFINITIONS

Definitions used in these By-Laws are set out in **Schedule 1** of these By-Laws.

3. ZONES

In accordance with articles 3.4 and 3.5 of the Constitution, the provisions of **Schedule 2** of these By-Laws shall apply to Zones and Zone Councils.

4. STANDING COMMITTEES

In accordance with articles 3.7 of the Constitution, the provisions of **Schedule 3** of these By-Laws shall apply to Standing Committees.

5. REGULATIONS

- (a) The Executive shall make such regulations, rules and policies as it deems necessary in respect of any matter arising from or incidental to the implementation of these By-Laws.
- (b) The power to make regulations, rules and policies includes the power to amend, delete or add to any regulations, rules or policies made.
- (c) Where there is any inconsistency between these By-Laws and any regulations, rules or policies, the By-Laws shall prevail.

6. JURISDICTION

- (a) For the purposes of these By-Laws, the following persons and entities shall be considered Members:
 - i. Association Zones;
 - ii. Inter-Club Zones;
 - iii. Branch Zones;
 - iv. Futsal Centres;
 - v. Clubs;
 - vi. any Referees Body; and
 - vii. Participants,(together, "**Members**").

- (b) For the avoidance of any doubt, a person who is considered to be a Member for the purposes of these By-Laws is not a member of the Company. Pursuant to articles 3.2 and 3.8 of the Constitution only Registered Voting Members can be a member of the Company.
- (c) Each Member and each Registered Voting Member agrees to be bound by and to comply with the FFA Rules and Regulations and Football NSW Rules and Regulations (including these By-Laws) and agrees to submit exclusively to the jurisdiction of FFA and Football NSW.

7. OBLIGATIONS ON MEMBERS

7.1 Clubs

- (a) In order to participate in any Competition under the jurisdiction of Football NSW, a Club must maintain its status as a Registered Entity.
- (b) Where a Club fails to maintain its status as a Registered Entity, Football NSW may, in its absolute discretion, determine that Club as ineligible to participate in any Competition as it sees fit
- (c) In order to determine whether a Club is in compliance with this paragraph 7.1, Football NSW may require the Club to provide any documentation Football NSW considers to be relevant.

7.2 Association Zones

- (a) An Association Zone must be a Registered Entity.
- (b) In order to be entitled to:
 - i. represent Clubs in a particular Association (in accordance with the Zone boundaries set out in Schedule 2, paragraph 2.1 of these By-Laws);
 - ii. be represented on the Associations Standing Committee (in accordance with Schedule 3, paragraph 15.2 of these By-Laws); or
 - iii. elect individuals to apply for membership (in accordance with article 3.2 of the Constitution),

an Association Zone must maintain its status as a Registered Entity.

- (c) Where an Association Zone fails to maintain its status as a Registered Entity, Football NSW may determine that the Association Zone is not eligible to do or undertake any of the actions or activities set out in paragraph 7.2(b).
- (d) In order to determine whether an Association Zone is in compliance with this paragraph 7.2, Football NSW may require the Association Zone to provide any documentation Football NSW considers to be relevant.

7.3 Branch Zones

- (a) A Branch Zone must be a Registered Entity.
- (b) In order to be entitled to:
 - i. represent Clubs in a particular Association (in accordance with the Zone boundaries set out in Schedule 2, paragraph 2.1 of these By-Laws);

- ii. be represented on the Associations Standing Committee (in accordance with Schedule 3, paragraph 15.2 of these By-Laws); or
- iii. elect individuals to apply for membership (in accordance with article 3.2 of the Constitution),

a Branch Zone must maintain its status as a Registered Entity.

- (c) Where a Branch Zone fails to maintain its status as a Registered Entity, Football NSW may determine that the Branch Zone is not eligible to do or undertake any of the actions or activities set out in paragraph 7.3(b).
- (d) In order to determine whether a Branch Zone is in compliance with this paragraph 7.3, Football NSW may require the Branch Zone to provide any documentation Football NSW considers to be relevant.

7.4 Constitution Amendments

- (a) This clause 7.4 applies to all Members except Participants.
- (b) A Member must not amend its constitution without the consent of Football NSW. Any amendment to its constitution in breach of this clause will be invalid.
- (c) Where there is any inconsistency between the constitution, rules or regulations of a Member and the Football NSW Rules and Regulations, then to the extent of such inconsistency, the Football NSW Rules and Regulations shall apply.
- (d) A Member must provide in its constitution or relevant rules or regulations:
 - i. procedures to facilitate the expeditious and fair resolution of disciplinary complaints and disputes within its jurisdiction;
 - ii. provisions such that:
 - A. upon registration with a Member, its membership agree to comply and be bound by the constitution, by-laws, rules and regulations of that Member, the Football NSW Rules and Regulations and FFA Rules and Regulations;
 - B. to the extent of any inconsistency between the constitution, by-laws, rules and regulations of that Member, then to the extent of any such inconsistency, the Football NSW Rules and Regulations shall prevail; and
 - C. its members agree not to commence or pursue any proceedings in a court of law until such time as the grievance or disciplinary processes of the Member, Football NSW and FFA have been exhausted.

7.5 Winding Up

On the winding up of any Member, any surplus assets of the Member shall be transferred to a like body having objects similar to those set out in its constitution or alternatively such surplus may be disposed of in such other manner as the members of the Member consider fit subject to the consent of Football NSW.

8. BRANCHES

- (a) Branch committees shall be established by the Directors. The persons to serve on the Branch committees shall be elected by Association Zones representing each Branch.
- (b) The Branch committee shall comprise no more than eight persons.
- (c) A Branch shall act as a forum to co-ordinate and promote the interests of Associations in each Branch.
- (d) With the consent of the Directors, a Branch may establish a Branch tribunal to investigate and determine any dispute or matter relating to an incident, dispute or grievance and shall act as the last avenue before a matter is referred or appealed to Football NSW in accordance with the Football NSW Grievance and Disciplinary Regulations, adopted on 21 February 2013 and amended from time to time.

9. COMMITTEES, COMMISSIONS AND TRIBUNALS

The Directors may establish such committees, commissions and tribunals as they may from time to time determine and designate to each of them their respective functions and powers.

10. COMPETITIONS

10.1 Competition Regulations

In accordance with paragraph 5 of these By-Laws, the Executive shall make Competition regulations as it deems necessary in respect of all Competitions administered by Football NSW.

10.2 Admission and Suspension

- (a) The Executive shall conduct Competitions as the Directors may from time to time determine and such Competitions shall be conducted in accordance with Competition regulations made by the Executive pursuant to paragraph 10.1 of these By-Laws.
- (b) The Directors may, in their absolute discretion, determine to admit, suspend, promote, relegate, expel or accept the withdrawal of any Club from a Competition. Such a decision by the Directors is final and not subject to an appeal.
- (c) The Directors may admit a Club from another state or Member Federation to participate in a Competition.

10.3 Eligibility for admission

- (a) Eligibility for admission to a Competition shall be determined by the Directors who shall set the admission criteria.
- (b) Applications shall be conducted in accordance with the Competition regulations or any other rules, regulations, policies or directives issued by the Executive.

11. FINANCIAL RECORDS

- (a) All Members (except Participants) shall keep accounting records to record the fact and nature of all payments and receipts in a manner as to disclose with reasonable accuracy at any time its financial position including assets and liabilities.

- (b) Each Member (except a Participant) is to make available at the request of the Executive all annual financial statements prepared in accordance with applicable legislation.
- (c) Any material errors or omissions in the accounting records or financial statements of Members (except Participants) must be reported to Football NSW where accounting records and annual returns have already been lodged.

SCHEDULE 1 – DEFINITIONS

Capitalised terms used in the Constitution shall bear the same meaning when those terms are used in these By-Laws (save for the capitalised terms “**Standing Committee Member**”, “**Member**” and “**Director**” which shall bear the meaning given below when used in these By-Laws). In addition, the following capitalised terms shall have the following meanings when used in these By-Laws.

Appointed Member means a person appointed by the Board as a member of a Standing Committee pursuant to Schedule 3, paragraph 3(e);

Association means a body corporate or incorporated association recognised by Football NSW as representative of Clubs within a geographic area;

Association Zone Councils means the Zone Councils established for Association Zones in accordance with Schedule 2, paragraph 3.1 of these By-Laws;

Association Zones means each of the Zones numbered 1 to 15 in Schedule 2, paragraph 2.1 of these By-Laws under the heading “Association Zones”;

Board means the Board of Directors of Football NSW;

Branch Zone Councils means the Zone Councils established for Branch Zones in accordance with Schedule 2, paragraph 3.1 of these By-Laws;

Branch Zones means each of the Zones numbered 16 to 18 in Schedule 2, paragraph 2.1 of these By-Laws under the heading “Branch Zones”, being the Southern Branch, Western Branch and Riverina Branch which respectively represent the individual Associations listed under that heading;

By-Laws means these Football NSW By-Laws, as amended by the Directors from time to time;

Chair means a person appointed to the position of Chair of an Inter-Club Zone Council pursuant to Schedule 2, paragraph 7.2 or of a Standing Committee pursuant to Schedule 3, paragraph 5(e);

Club means:

- (a) a body corporate or incorporated association recognised by Football NSW and having the following characteristics:
- i. it organises teams to participate in competitions sanctioned by Football NSW or FFA;
 - ii. all members of its teams are entitled to club membership;
 - iii. club members (or their parent or guardian) may vote in an election for any club officeholders; or

- (b) any legal entity deemed to be a Club by Football NSW.

For the avoidance of any doubt, “Club” includes “Futsal Club”.

Club Official means any person involved with the administration, management or organisation of a Club or Futsal Centre (whether paid or unpaid), including employees, contractors, directors, representatives and volunteers;

Company means Football New South Wales Limited ACN 003 215 923;

Competition means any or all of the football matches or competitions, tournaments or events conducted by Football NSW;

Constitution means the Constitution of Football NSW;

Director means a director of the Company and includes the Chairman and Deputy Chairman, the Appointed Directors and the Elected Directors;

Deputy Chair means a person appointed to the position of Deputy Chair of an Inter-Club Zone Council pursuant to Schedule 2, paragraph 7.3 or of a Standing Committee pursuant to Schedule 3, paragraph 5(e);

Eligible Nominator means where the context requires a Registered Participant, Association Zone, Branch Zone, Club, Futsal Club or Futsal Centre;

Executive means the Chief Executive Officer of Football NSW or his or her nominee(s) appointed from time to time;

Executive Officer means the member of the Executive appointed to the position of Executive Officer of a Standing Committee pursuant to Schedule 3, paragraph 5(j);

Ex Officio Member means a Director nominated by the Board to attend the meetings of a Standing Committee pursuant to Schedule 3, paragraph 5(i);

FFA means Football Federation Australia Limited, the governing body for football (soccer) in Australia;

FFA Rules and Regulations means the FFA Statutes and any other rules, regulations, policies, procedures, codes of conduct and guidelines developed, promulgated and implemented by FFA from time to time, as they apply to Football NSW and Members as amended from time to time;

Football NSW means Football New South Wales Limited ACN 003 215 923;

Football NSW Rules and Regulations means the Constitution, these By-Laws and any other rules, regulations, policies, procedures, codes of conduct, directives and guidelines developed, promulgated and implemented by Football NSW from time to time;

Futsal Centre means a Registered Entity which conducts futsal competitions and is affiliated with Football NSW;

Futsal Club means a Club which plays futsal in competitions governed or sanctioned by Football NSW or in competitions conducted by a Futsal Centre;

Inter-Club Zone Councils means the Zone Councils established for Inter-Club Zones in accordance with Schedule 2, paragraph 3.1;

Inter-Club Zones means the Zones numbered 19 to 20 in Schedule 2, paragraph 2.1, being the Inter-Club 1 Zone and Inter-Club 2 Zone which represent the Clubs referred to in that paragraph;

Match Official means a referee, assistant referee, fourth official, match commissioner, any person in charge of safety or any other person appointed by FFA, Football NSW, a Referees Body, a Futsal Centre, an Association Zone, a Branch Zone or a Club to assume responsibility in connection with a match;

Members means those members set out in paragraph 6(a) of these By-Laws;

National Curriculum means the guidelines produced by FFA from time to time which provide the framework for coach and player development for Football in Australia;

Nominated Member means a person elected as a member of a Standing Committee pursuant to Schedule 3, paragraph 3 of these By-Laws;

NPL 1 means the competition or competitions conducted by Football NSW from time to time known as National Premier Leagues NSW Men's, or such other name designated by Football NSW;

NPL 2 means the competition or competitions conducted by Football NSW from time to time known as National Premier Leagues NSW Men's 2, or such other name designated by Football NSW;

NPL 3 means the competition or competitions conducted by Football NSW from time to time known as National Premier Leagues NSW Men's 3, or such other name designated by Football NSW;

Official means a Club Official, Match Official or Team Official;

Participant means a Player, Official or Spectator;

Player means any person who participates in a match governed or sanctioned by FFA or Football NSW (irrespective of whether he or she is registered with FFA, junior or senior or an amateur or professional);

Referees Body means a body made up Match Officials who provide services to Football NSW or a Member;

Registered Entity means the following:

- (a) a body corporate registered under the *Corporations Act 2001* (Cth); or
- (b) an incorporated association registered under the *Associations Incorporation Act 2009* (NSW);

Registered Participant means a person registered by Football NSW under article 7.3 of the Constitution 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 individual that Football NSW recognises as contributing to Football in the State;

Registered Voting Member means a member of the Company, being those individuals described in article 3.2, and admitted pursuant to article 3.8, of the Constitution and who are entitled to vote at a general meeting of Football NSW;

Spectator means a person in attendance at a stadium, venue, ground or Futsal Centre during any match, competition or training session sanctioned or administered by Football NSW, a Futsal Centre, an Association Zone, Branch Zone or a Club;

Standing Committee means a standing committee established by the Board under Schedule 3 of these By-Laws in accordance with article 3.7 of the Constitution;

Standing Committee Code of Conduct means the Code of Conduct of Standing Committee Members approved by the Board from time to time;

Standing Committee Members means the Nominated Members and the Appointed Members of a Standing Committee;

State League means the competition or competitions conducted by Football NSW from time to time named Men's State League, or such other name designated by Football NSW;

Team Official means any person involved with the management, preparation or participation of a team (whether paid or unpaid), including the coaches, managers, medical staff, other support staff or any other person acting for or on behalf of a Club, a Futsal Centre, an Association Zone or a Branch Zone; and

Zone means a geographic area or grouping of Clubs determined to be an Association Zone, Branch Zone or Inter-Club Zone in accordance with article 3.4 of the Constitution and Schedule 2, paragraph 2 of these By-Laws.

SCHEDULE 2 - ZONES

1. PURPOSE OF THIS SCHEDULE 2

The purpose of this Schedule 2 is to establish:

- (a) the Zones and identify their boundaries pursuant to article 3.4 of the Constitution; and
- (b) the Zone Councils for each Zone and the governance framework that will apply to those Zone Councils pursuant to article 3.5 of the Constitution.

2. ZONES

2.1 Zones

As contemplated by article 3.4 of the Constitution, the Zones and their boundaries are as follows:

Zone Number	Geographical area incorporated in Zone	
Association Zones		
1	Bankstown District Amateur Soccer Association	
2	Blacktown & Districts Soccer Football Association	
3	Canterbury & District Soccer Football Association	
4	Central Coast Football	
5	Eastern Suburbs Football Association	
6	Gladesville Hornsby Football Association	
7	Granville & District Amateur Soccer Association	
8	Football South Coast	
9	Northern Suburbs Football Association	
10	Macarthur Districts Soccer Football Association	
11	Manly Warringah Football Association	
12	Nepean Districts Soccer Football Association	
13	Southern Districts Soccer Football Association	
14	St George Soccer Football Association	
15	Sutherland Shire Football Association	
Branch Zones (incorporating the Associations listed below)		
16	Southern Branch	Eurobodalla Soccer Association
		Far South Coast Soccer Association
		Highlands Soccer Association Inc.
		Shoalhaven District Soccer Association
		Southern Tablelands Football Association
17	Riverina Branch	Griffith & District Amateur Soccer Association
		South West Slopes Soccer Association
		Soccer Albury Wodonga
		Football Wagga Wagga
18	Western Branch	Bathurst District Football Association
		Dubbo & District Soccer Association
		Lachlan Amateur Soccer Association
		Lithgow District Soccer Association
		Orange & Districts Soccer Association
		Western Plains Soccer Amateur Association

Clubs incorporated in Inter-Club Zones		
19	Inter-Club 1	Clubs participating in the NPL 1 and NPL 2 competitions
20	Inter-Club 2	Clubs participating in the NPL 3 and State League competitions

2.2 Company must assign Clubs and eligible voters to Zones

- (a) Football NSW must:
- i. maintain a register of all Clubs; and
 - ii. assign each Club to a Zone, and record that fact in the register.
- (b) Eligible voters who are accredited coaches or accredited referees are deemed to be assigned to the Zone within which they reside or participate as a coach or a referee, as Football NSW sees fit on a case by case basis.

2.3 Voting by Clubs

A Club may only be assigned to one Zone under Schedule 2, paragraph 2.2 of these By-Laws and must not vote in an election for a Zone Council other than for the Zone Council to which it is assigned.

3. ZONE COUNCILS

3.1 Establishment

As contemplated by article 3.5 of the Constitution, there was established under previous and now superseded By-Laws a Zone Council for each Zone, it being acknowledged that the governing bodies of the Association Zones and the Branch Zones, and the Zone Councils of the Inter-Club Zones, in place as at the date of the adoption of these By-Laws constitute the Zone Councils that are required to be established by article 3.5 of the Constitution.

3.2 Functions and obligations of a Zone Council of an Association Zone

- (a) A Zone Council of an Association Zone must:
- i. foster development of Football within its Zone;
 - ii. conduct Football competitions within its Zone;
 - iii. administer Football within its Zone;
 - iv. identify and secure safe facilities for the conduct of Football competitions within its Zone;
 - v. uphold and promote the objects of Football NSW and FFA;
 - vi. facilitate the implementation of Football NSW policies, programs and initiatives;
 - vii. act as a conduit for the flow of information on issues of relevance from Football NSW to the Zone and from the Zone to Football NSW;
 - viii. charge and collect fees and levies approved by Football NSW and FFA from Registered Participants and others involved in Football; and
 - ix. enforce rules, regulations and by-laws set by Football NSW and FFA.

- (b) In addition, a Zone Council of an Association Zone must determine how the Zone Councillors elected by them to become Registered Voting Members of the Company are to exercise their votes at any meeting of the Company.
- (c) A Zone Council of an Association Zone shall manage its Zone in accordance with the constitution of the Zone and otherwise act in a manner the Zone Council considers will best enable it to perform the functions and discharge the obligations specified in this paragraph 3.2.

3.3 Functions and obligations of a Zone Council of a Branch Zone

- (a) A Zone Council of a Branch Zone must ensure Associations in the Branch Zone:
 - i. foster development of Football within its Zone;
 - ii. conduct Football competitions within its Zone;
 - iii. administer Football within its Zone;
 - iv. identify and secure safe facilities for the conduct of Football competitions within its Zone;
 - v. uphold and promote the objects of Football NSW and FFA;
 - vi. facilitate the implementation of Football NSW policies, programs and initiatives;
 - vii. act as a conduit for the flow of information on issues of relevance from Football NSW to the Zone and from the Zone to Football NSW;
 - viii. charge and collect fees and levies approved by Football NSW and FFA from Registered Participants and others involved in Football; and
 - ix. enforce rules, regulations and by-laws set by Football NSW and FFA.
- (b) In addition, a Zone Council of a Branch Zone must determine how the Zone Councillors elected by them to become Registered Voting Members of the Company are to exercise their votes at any meeting of the Company.
- (c) A Zone Council of a Branch Zone shall ensure an Association in the Branch Zone is managed in accordance with the constitution of the Association and otherwise act in a manner the Association considers will best enable it to perform the functions and discharge the obligations specified in this paragraph 3.3.

3.4 Functions and obligations of a Zone Council of an Inter-Club Zone

- (a) A Zone Council of an Inter-Club Zone must ensure Clubs in the Inter-Club Zone:
 - i. foster development of Football within its Zone;
 - ii. identify and secure safe facilities for the conduct of Football competitions;
 - iii. uphold and promote the objects of Football NSW and FFA;
 - iv. facilitate the implementation of Football NSW policies, programs and initiatives;
 - v. act as a conduit for the flow of information on issues of relevance from Football NSW to the Zone and from the Zone to Football NSW;
 - vi. charge and collect fees and levies approved by Football NSW and FFA from Registered Participants and others involved in Football; and

- vii. enforce rules, regulations and by-laws set by Football NSW and FFA.
- (b) In addition, a Zone Council of an Inter-Club Zone must determine how the Zone Councillors elected by them to become Registered Voting Members of the Company are to exercise their votes at any meeting of the Company.
- (c) A Zone Council of an Inter-Club Zone shall ensure a Club in the Inter-Club Zone is managed in accordance with the constitution of that Club and otherwise act in a manner the Club considers will best enable it to perform the functions and discharge the obligations specified in this paragraph 3.4.

4. MEMBERSHIP OF ZONE COUNCILS

- (a) The Zone Councillors of a Zone Council of an Association Zone will comprise the board or the committee of the governing body of the Association constituting the Association Zone.
- (b) The Zone Councillors of a Zone Council of a Branch Zone will comprise the board or committee of the governing body of the Branch Zone.
- (c) The Zone Councillors of a Zone Council of an Inter-club Zone will comprise one nominee of each Club in that Inter-Club Zone.

5. ZONE COUNCILLORS - CASUAL VACANCIES, VACATION OF OFFICE AND REMOVAL

5.1 Casual Vacancy

- (a) A casual vacancy on the Zone Council of an Association Zone or a Branch Zone will be filled in accordance with the constitution of that Association Zone or Branch Zone (as the case may be).
- (b) In the event a Zone Councillor of an Inter-Club Zone vacates or is removed from that position, that position will be filled by the Club that nominated that Zone Councillor or, where that Club is no longer eligible to remain in that Inter-Club Zone, by the Club that replaced it.

5.2 Vacation of office

A Zone Councillor vacates that office if they:

- (a) become 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) resign office by notice in writing to Football NSW;
- (c) cease to be eligible to hold office; or
- (d) in the case of a Zone Councillor of an Inter-Club Zone Council, have their nomination as a member revoked or rescinded by the Club that nominated them or that Club is no longer in the Inter-Club Zone (for example, due to promotion or relegation).

5.3 Removal of a Zone Councillor of an Inter-Club Zone

- (a) This paragraph 5.3 applies only to Zone Councillors of Inter-Club Zones.
- (b) Subject to the requirements of this provision, the Directors may by resolution remove a Zone Councillor.
- (c) The Zone Council of which the Zone Councillor is a member must resolve to recommend to the Directors the removal of the Zone Councillor from office.

- (d) Written notification of a resolution by the Zone Council referred to in paragraph (c), including matters taken into account by the Zone Council in making the resolution, must be given to Football NSW.
- (e) Football NSW must give the Zone Councillor named in the resolution a copy of the notification referred to in paragraph 5.3(d) as soon as practicable after it is received by Football NSW.
- (f) The Directors must not consider the recommendation to remove the Zone Councillor unless the member receives at least 14 days' notice of the meeting of Directors at which the recommendation will be considered.
- (g) At the meeting of Directors at which the recommendation to remove the Zone Councillor is considered the Zone Councillor is entitled to put their case to the Directors by speaking at the meeting.

6. PROCEEDINGS OF A ZONE COUNCIL OF AN ASSOCIATION ZONE OR A BRANCH ZONE

A Zone Council of an Association Zone or a Branch Zone will conduct proceedings in accordance with the constitution of that Association Zone or Branch Zone.

7. PROCEEDINGS OF A ZONE COUNCIL OF AN INTER-CLUB ZONE

7.1 Meetings

- (a) The Zone Councillors of a Zone Council of an Inter-Club Zones may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.
- (b) A Zone Council of an Inter-Club Zone must meet at least once in each year.
- (c) No-one other than a Zone Councillor of the relevant Inter-Club Zone Council and officers or delegates of Football NSW are entitled to attend meetings of an Inter-Club Zone Council.

7.2 Chair

The Zone Councillors of an Inter-Club Zone must elect one of their number as Chair and may determine the period for which that person is to hold office.

7.3 Deputy Chair

The Zone Councillors of an Inter-Club Zone must elect one of their number as Deputy Chair and may determine the period for which that person is to hold office.

7.4 Absence of Chair at a meeting of the Zone Council of an Inter-Club Zone

- (a) The Chair is entitled to preside at meetings of a Zone Council of an Inter-Club Zone.
- (b) 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 or is unable or unwilling to act, the following may preside (in order of entitlement):
 - i. the Deputy Chair; or
 - ii. a Zone Councillor chosen by a majority of the Zone Councillors present.

7.5 Use of technology

A meeting of a Zone Council of an Inter-Club Zone may be called or held using teleconferencing or video conferencing facilities or any other technology agreed to by all its Zone Councillors. The agreement may be a standing one. A Zone Councillor may only withdraw their agreement within a reasonable period before the meeting.

8 MEMBERSHIP OF THE COMPANY FOR ZONE COUNCILLORS

8.1 Becoming a member of the Company

- (a) The Zone Councillors of each Zone Council must elect from amongst their number from time to time two Zone Councillors who will apply for membership of Football NSW in accordance with article 3.2 of the Constitution.
- (b) A Zone Councillor who is also a Chair or Deputy Chair of a Standing Committee is not eligible for election under this Schedule 2, paragraph 8.
- (c) The Zone Councillors so elected by each Zone Council must agree:
 - i. to apply for membership of the Company; and
 - ii. that, once admitted as a Registered Voting Member of the Company, they will maintain that membership until their membership ceases under the Constitution or these By-Laws.

8.2 Ceasing to be a member of the Company

A Zone Councillor automatically ceases to be a Registered Voting Member of the Company if:

- (a) their membership ceases under article 3.9 of the Constitution;
- (b) they cease to be a Zone Councillor;
- (c) they are removed under Schedule 2, paragraph 5.3 of these By-Laws; or
- (d) the Zone Councillors who elected them in accordance with this paragraph 8, elect another Zone Councillor to apply for membership of the Company in their place.

SCHEDULE 3 – STANDING COMMITTEES

1. PURPOSE OF THIS SCHEDULE 3

The purpose of this Schedule 3 is to:

- (a) confirm the ongoing operation of the following Standing Committees established pursuant to article 3.7(a) of the Constitution under previous and now superseded By-Laws; and
- (b) prescribe the functions, membership and method of operation of those Standing Committees pursuant to article 3.7(d) of the Constitution:
 - i. the Premier League Standing Committee, to be known as the “**NPL 1 Standing Committee**”;
 - ii. the Super League Standing Committee, to be known as the “**NPL 2 Standing Committee**”;
 - iii. the Division 1 league Standing Committee, to be known as the “**NPL 3 Standing Committee**”;
 - iv. the Conference league Standing Committee, to be known as the “**State League Standing Committee**”;
 - v. the coaches’ Standing Committee, to be known as the “**Coaches and Technical Standing Committee**”;
 - vi. the women’s Standing Committee, to be known as the “**Women’s Standing Committee**”;
 - vii. the referees’ Standing Committee, to be known as the “**Referees Advisory Panel**”;
 - viii. the junior’s Standing Committee, to be known as the “**Associations Standing Committee**”; and
 - ix. the futsal Standing Committee, to be known as the “**Futsal Standing Committee**”.

Paragraphs 2 to 7 of this Schedule 3 apply to all Standing Committees, and paragraphs 8 to 16 of this Schedule 3 apply to the individual Standing Committees referred to in those paragraphs.

2. FUNCTIONS OF STANDING COMMITTEES

The functions of each of the Standing Committees are set out in paragraphs 8 to 16 of this Schedule 3.

3. MEMBERSHIP OF STANDING COMMITTEES

(a) Number

The number of members on each Standing Committee is set out in paragraphs 8 to 16 of this Schedule 3.

(b) Eligibility

A person is eligible to be a Standing Committee Member if:

- i. they are 18 years of age or over;
- ii. they undertake to be bound by the Standing Committee Code of Conduct; and
- iii. in the case of Nominated Members only, they are nominated pursuant to Schedule 3, paragraph 3(c).

(c) Nomination of Nominated Members

- i. The Board may from time to time and as may be necessary for the purposes of these By-Laws call for nominations of Nominated Members to sit on Standing Committees.
- ii. In order for a nomination for membership on a Standing Committee to be valid, it must:
 - A. be in writing in the form prescribed by Football NSW from time to time and include an undertaking by the nominee to be bound by the Standing Committee Code of Conduct;
 - B. where the nomination is for the NPL 1 Standing Committee, the NPL 2 Standing Committee, the NPL 3 Standing Committee, the State League Standing Committee or the Associations Standing Committee, be signed by one Eligible Nominator (whose entitlement to nominate is further defined in paragraphs 8 to 16 of this Schedule 3) and the nominee;
 - C. where the nomination is for the Coaches and Technical Standing Committee, the Women's Standing Committee, the Referees Advisory Panel or the Futsal Standing Committee, be signed by two Eligible Nominators (whose entitlement to nominate is further defined in paragraphs 8 to 16 of this Schedule 3) and the nominee;
 - D. specify the Standing Committee in respect of which the nominee is being nominated; and
 - E. be lodged at Football NSW's registered office by the time and date specified by Football NSW.
- iii. Subject to paragraph (c)(iv) below, an Eligible Nominator may only nominate one nominee for membership of each Standing Committee.
- iv. Notwithstanding the provisions of paragraph (c)(iii) above, each of the Association Zones and Branch Zones may nominate up to two nominees for membership of the Women's Standing Committee.

(d) Nominations Exceed Available Positions

In the event the number of valid nominations exceeds the number of positions to be filled by Nominated Members on a Standing Committee, the Board will determine the nominees to fill those positions by drawing lots.

(e) Appointment of Appointed Members

In addition to Nominated Members, the Board may also, at its discretion, appoint up to six Appointed Members to the following Standing Committees on terms determined by the Board:

- i. Coaches and Technical Advisory Panel; and
- ii. Referees Advisory Panel.

4. TERM OF OFFICE, CASUAL VACANCIES, VACATION OF OFFICE AND REMOVAL

(a) Term of office

- (i) Subject to paragraphs 4(a)(ii) and 4(a)(iv) below, each Standing Committee Member will serve a term of up to two years and will be eligible to be nominated or appointed to serve three further terms of two years.
- (ii) Notwithstanding the provisions of paragraph 4(a)(i) above, the term of office of the Nominated Member of any replacement Club in respect of the NPL 1 Standing Committee, the NPL 2 Standing Committee, the NPL 3 Standing Committee and the State League Standing Committee shall be determined in accordance with the respective provisions applying to those Standing Committees in paragraphs 8.2, 9.2, 10.2 and 11.2 of this Schedule 3.
- (iii) Subject to paragraph 4(a)(iv) below, a Standing Committee Member may not serve more than four consecutive terms on any Standing Committee. If a Standing Committee Member has served four consecutive terms, they must not be nominated for or appointed to any Standing Committee again until the expiration of a period of two years.
- (iv) Notwithstanding the provisions of paragraphs 4(a)(i) and 4(a)(iii) above, it is acknowledged that the Standing Committee Members in office as at the date of adoption of these By-Laws shall remain eligible to be nominated or appointed to serve up to four further terms of two years upon the expiry of their current terms of office.
- (v) A Standing Committee Member cannot serve on more than one Standing Committee at a time.

(b) Nominated Member casual vacancy

- (i) Subject to paragraph 4(b)(ii) below, a casual vacancy arising in respect of a Nominated Member will be filled by the Board.
- (ii) Where a casual vacancy arises in the NPL 1 Standing Committee, the NPL 2 Standing Committee, the NPL 3 Standing Committee, the State League Standing Committee or the Associations Standing Committee, that vacancy may be filled by a Nominated Member provided that Nominated Member:
 - A. is nominated by the relevant Club or Association Zone/Branch Zone in accordance with paragraph 3(c)(ii) and (iii) above; and
 - B. is a member of the governing body of, or a senior staff member of, the relevant Club; or
 - C. is a Zone Councillor of, or a senior staff member of, the relevant Association Zone/Branch Zone.
- (iii) A Director or employee of Football NSW cannot fill a casual vacancy.
- (iv) A person appointed under this paragraph 4(b) to fill a casual vacancy will hold office until the end of the term of the person in whose place they were appointed.

(c) Vacation of office by a Nominated Member

A Nominated Member vacates that office if they:

- i. become 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;
- ii. resign office by notice in writing to Football NSW;

- iii. have their nomination as a Nominated Member revoked or rescinded by an Eligible Nominator who nominated them;
- iv. are suspended or removed from a Standing Committee in accordance with paragraph 4(d) below (including as a result of a breach of the Standing Committee Code of Conduct); or
- v. are not personally present at two consecutive meetings without leave of absence from the Chair of the Nominated Member's Standing Committee.

(d) Suspension or Removal of a Standing Committee Member

The Board may suspend or remove a Nominated Member from a Standing Committee if:

- i they receive a written recommendation to that effect from that Nominated Member's Standing Committee, together with the matters taken into account in making that recommendation; or
- ii the Board forms the view that the Nominated Member has breached the Standing Committee Code of Conduct,

provided that the following steps are taken in relation to that suspension or removal:

- A. Football NSW must give the Nominated Member a copy of the written notification provided to Football NSW by the Standing Committee as soon as practicable after it is received by Football NSW, or a written notification that details the Board's reasons for forming the view that the Nominated Member has breached the Standing Committee Code of Conduct;
- B. the Nominated Member must be given at least 14 days' notice of the Board meeting at which the suspension or removal of the Nominated Member is to be considered; and.
- C. at the Board meeting at which the suspension or removal of the Nominated Member is to be considered, the Nominated Member is given the opportunity to put their case to the Board by speaking at the meeting.

Any decision made by the Board under this paragraph 4(d) is final and not subject to any review or appeal.

The Board may suspend or remove an Appointed Member from a Standing Committee at any time in its absolute discretion.

5. PROCEEDINGS OF STANDING COMMITTEES

(a) Frequency of Meetings

A Standing Committee must meet at least three times in a calendar year, with two meetings to be scheduled during the season and one during the off season. However, a Standing Committee may schedule a meeting at any other time to enable it to properly fulfill its functions.

(b) Convening Meetings

The Chair or the Executive Officer of a Standing Committee are authorised to convene meetings of that Standing Committee.

(c) Notice of Meeting

The Executive Officer of a Standing Committee will notify each Standing Committee Member and the Ex Officio Member of that Standing Committee of the date, time, venue and agenda of each meeting of that Standing Committee no less than 14 days in advance of the meeting. A meeting of a Standing Committee is invalid if the meeting is not convened and/or notice of the meeting is not provided in accordance with this paragraph 5(c), unless all Standing Committee Members agree in writing that a meeting of that Standing Committee may be called on less than 14 days' notice.

(d) Quorum for Meetings

The quorum for meetings of Standing Committees shall be 50% of Standing Committee Members (rounded up to the nearest whole number), except that the quorum for a meeting of the Associations Standing Committee must include at least one Nominated Member nominated by a Branch Zone.

A person appointed to fill a casual vacancy under Schedule 3, paragraph 4(b) will count towards establishing a quorum.

A person appointed as an alternate or representative of a Standing Committee Member under Schedule 3, paragraph 5(h) will count towards establishing a quorum.

(e) Chair and Deputy Chair

Subject to paragraphs 8 to 16 of this Schedule 3, the Standing Committee Members must elect one of their number as Chair and one of their number as Deputy Chair, and may determine the period for which those persons are to hold office.

A Standing Committee Member who is also one of the Zone Councillors of a Zone who has been elected by their Zone Council to become a Registered Voting Member of the Company in accordance with Schedule 2, paragraph 8 is not eligible for election under this Schedule 3, paragraph 5.

(f) Term of office for Chair and Deputy Chair

- (i) Subject to paragraph 5(f)(ii) below, each Chair and Deputy Chair of a Standing Committee may serve a term of up to two years and is eligible to be elected to serve one further term of up to two years, after which the relevant Standing Committee must elect a different Standing Committee Member in each position in accordance with the provisions of this Schedule 3. If a Chair or Deputy Chair has served two consecutive terms, they must not be elected to the position of either Chair or Deputy Chair of that Standing Committee until the expiration of a further period of two years.
- (ii) Notwithstanding the provisions of paragraph 5(f)(i) above, it is acknowledged that the Chairs and Deputy Chairs of Standing Committees in office as at the date of adoption of these By-Laws shall remain eligible to be elected to serve two further consecutive terms of up to two years as Chair or Deputy Chair of their Standing Committee upon the expiry of their current terms of office on 31 December 2015.

(g) Absence of Chair at Standing Committee meeting

The Chair is entitled to preside at meetings of a 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 at a meeting (in order of entitlement):

- i. the Deputy Chair; or
- ii. a Standing Committee Member chosen by a majority of the members of that Standing Committee present at the meeting.

A person appointed as an alternate or representative of a Standing Committee Member (including the Chair and Deputy Chair) under Schedule 3, paragraph 5(h) is not entitled to preside at a meeting of a Standing Committee.

(h) Appointment of Alternates or Representatives

This paragraph 5(h) applies only to Standing Committee Members of the NPL 1 Standing Committee, the NPL 2 Standing Committee, the NPL 3 Standing Committee, the State League Standing Committee and the Associations Standing Committee.

If a Standing Committee Member is unable to attend a meeting of a Standing Committee, the Standing Committee Member may appoint an alternate or representative to attend the meeting and discharge his or her duties as a Standing Committee Member, provided that:

- i. the alternate or representative must be a member of the governing body of, or senior staff member of, the relevant Club or a Zone Councillor of, or senior staff member of, the relevant Association Zone/Branch Zone (as the case may be); and
- ii. prior to the meeting, the following conditions have been satisfied:
 - A. the Standing Committee Member's alternate or representative has provided to Football NSW a signed undertaking to comply with the FNSW Rules and Regulations and to be bound by the Standing Committee Code of Conduct; and
 - B. written approval of the appointment, from the Chair of the Standing Committee Member's Standing Committee (or the Deputy Chair, if the appointing Standing Committee Member is the Chair), has been provided to Football NSW.

A person appointed as an alternate or representative of a Standing Committee Member (including the Chair and Deputy Chair) under this paragraph 5(h) is not entitled to preside at a meeting of a Standing Committee.

For the avoidance of doubt, appointment as an alternate or representative under this paragraph 5(h) does not:

- i. entitle the alternate or representative to membership of the Company; or
- ii. constitute the appointment of the alternate or representative as a proxy or Attorney (as that term is defined in the Constitution) under the Constitution.

For the further avoidance of doubt, a Standing Committee Member of the Women's Standing Committee, the Futsal Standing Committee, the Referees Advisory Panel and the Coaches and Technical Standing

Committee is **not** entitled to appoint an alternate or representative to attend meetings or discharge his or her duties as a Standing Committee Member.

(i) Ex Officio Member

The Board will from time to time nominate one of their number who will be entitled to attend each meeting of a Standing Committee as the Ex Officio Member. An Ex Officio Member will not be counted when determining the number of Standing Committee Members.

(j) Executive Officer

The Board will from time to time nominate an Executive Officer for a Standing Committee who will be entitled to attend each meeting of a Standing Committee. An Executive Officer will not be counted when determining the number of Standing Committee Members.

(k) Reports

A Standing Committee will ensure that an accurate written report of each meeting is provided to Football NSW within seven days of each Standing Committee meeting.

(l) Meetings by telephone or other electronic means

- I. The contemporaneous linking together by telephone or other electronic means of a number of the Standing Committee Members sufficient to constitute a quorum constitutes a meeting of that Standing Committee and all the provisions in these By-Laws relating to a meeting of that Standing Committee apply, so far as they can and with such changes as are necessary, to a meeting of that Standing Committee by telephone or other electronic means.
- II. A Standing Committee Member participating in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- III. A meeting by telephone or other electronic means is to be taken to be held at the place determined by the Chair of that meeting provided that at least one of the Standing Committee Members involved was at that place for the duration of the meeting.

(m) Decisions

A question arising at a meeting of a Standing Committee is to be decided by a majority of votes of Standing Committee Members present and entitled to vote.

(n) Circulating Resolution

If all Standing Committee Members assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed, then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of Standing Committee Members.

6. MEMBERSHIP OF THE COMPANY FOR CHAIRS AND DEPUTY CHAIRS

Each person who occupies the position of Chair or Deputy Chair of a Standing Committee:

- i. agrees to apply for membership of the Company in accordance with the Constitution;
- ii. agrees that, once admitted as a Registered Voting Member of the Company, they will maintain that membership for as long as they remain the Chair or Deputy Chair of the relevant Standing Committee; and

- iii. automatically ceases to be a Registered Voting Member of the Company upon vacating the position of Chair or Deputy Chair (for whatever reason) of the relevant Standing Committee.

7. DISPUTES

The Board will determine all disputes arising in relation to this Schedule 3, including without limitation, disputes arising out or in relation to the establishment, membership or operation of a Standing Committee. A decision made by the Board in relation to a dispute is final and not subject to any review or appeal.

8. NPL 1 STANDING COMMITTEE

8.1 Functions

The NPL 1 Standing Committee is to advise the Board on strategic matters relating to NPL 1.

The Board may at its discretion refer any matter relating to NPL 1 to the NPL 1 Standing Committee for advice.

The NPL 1 Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Board on:

- i. measures to promote, develop and improve NPL 1 in accordance with the National Curriculum; and
- ii. any other matter relating to the conduct of NPL 1.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the NPL 1 Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

8.2 Membership

The Nominated Members of the NPL 1 Standing Committee will comprise one person nominated by each of the Clubs in NPL 1.

If a Club is no longer eligible to participate in NPL 1, the Nominated Member nominated by that Club will immediately cease to be a member of the NPL 1 Standing Committee and will cease to be entitled to attend meetings of the NPL 1 Standing Committee. If that Club has been replaced in NPL 1 by another Club, that other Club shall be entitled to nominate one person to become a Nominated Member of the NPL 1 Standing Committee in place of the original Club's Nominated Member for a period equal to the remainder of the term of that original Club's Nominated Member.

8.3 Number of Members The number of members of the NPL 1 Standing Committee shall be equal to the number of Clubs in NPL 1.

9. NPL 2 STANDING COMMITTEE

9.1 Functions

The NPL 2 Standing Committee is to advise the Board on strategic matters relating to NPL 2.

The Board may at its discretion refer any matter relating to NPL 2 to the NPL 2 Standing Committee for advice.

The NPL 2 Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Board on:

- i. measures to promote, develop and improve NPL 2 in accordance with the National Curriculum; and
- ii. any other matter relating to the conduct of NPL 2.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the NPL 2 Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

9.2 Membership

The Nominated Members of the NPL 2 Standing Committee will comprise one person nominated by each of the Clubs in NPL 2.

If a Club is no longer eligible to participate in NPL 2, the Nominated Member nominated by that Club will immediately cease to be a member of the NPL 2 Standing Committee and will cease to be entitled to attend meetings of the NPL 2 Standing Committee. If that Club has been replaced in NPL 2 by another Club, that other Club shall be entitled to nominate one person to become a Nominated Member of the NPL 2 Standing Committee in place of the original Club's Nominated Member for a period equal to the remainder of the term of that original Club's Nominated Member.

9.3 Number of Members

The number of members of the NPL 2 Standing Committee shall be equal to the number of Clubs in NPL 2.

10. NPL 3 STANDING COMMITTEE

10.1 Functions

The NPL 3 Standing Committee is to advise the Board on strategic matters relating to NPL 3.

The Board may at its discretion refer any matter relating to NPL 3 to the NPL 3 Standing Committee for advice.

The NPL 3 Standing Committee may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Board on:

- i. measures to promote, develop and improve NPL 3 in accordance with the National Curriculum; and
- ii. any other matter relating to the conduct of NPL 3.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the NPL 3 Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

10.2 Membership

The Nominated Members of the NPL 3 Standing Committee will comprise one person nominated by each of the Clubs in NPL 3.

If a Club is no longer eligible to participate in NPL 3, the Nominated Member nominated by that Club will immediately cease to be a member of the NPL 3 Standing Committee and will cease to be entitled to attend meetings of the NPL 3 Standing Committee. If that Club has been replaced in NPL 3 by another Club, that other Club shall be entitled to nominate one person to become a Nominated Member of the NPL 3 Standing Committee in place of the original Club's Nominated Member for a period equal to the remainder of the term of that original Club's Nominated Member.

10.3 Number of Members

The number of members of the NPL 3 Standing Committee shall be equal to the number of Clubs in NPL 3.

11. STATE LEAGUE STANDING COMMITTEE

11.1 Functions

The State League Standing Committee is to advise the Board on strategic matters relating to State League.

The Board may at its discretion refer any matter relating to State League to the State League Standing Committee for advice.

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

- i. measures to promote, develop and improve State League in accordance with the National Curriculum; and
- ii. any other matter relating to the conduct of State League.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the State League Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

11.2 Membership

The Nominated Members of the State League Standing Committee will comprise one person nominated by each of the Clubs in State League.

If a Club is no longer eligible to participate in the State League, the Nominated Member nominated by that Club will immediately cease to be a member of the State League Standing Committee and will cease to be entitled to attend meetings of the State League Standing Committee. If that Club has been replaced in the State League by another Club, that other Club shall be entitled to nominate one person to become a Nominated Member of the State League Standing Committee in place of the original Club's Nominated Member for a period equal to the remainder of the term of that original Club's Nominated Member.

11.3 Number of Members

The number of members of the State League Standing Committee shall be equal to the number of Clubs in the State League.

12. COACHES AND TECHNICAL ADVISORY PANEL

12.1 Functions

The Coaches and Technical Advisory Panel is to advise the Board on strategic matters relating to Football coaches and coaching.

The Board may at its discretion refer any matter relating to Football coaches and coaching to the Coaches and Technical Advisory Panel for advice.

The Coaches and Technical Advisory Panel may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Board on:

- i. methods of improving talent identification and development, and development pathways, for coaches in the State;
- ii. delivery of programs for improving the coaching and teaching of Football in the State;
- iii. delivery of coach accreditation courses and levels in the State;
- iv. coaching standards such as the National Curriculum; and
- v. coach behavior and safety matters.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the Coaches and Technical Advisory Panel must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

12.2 Membership

The Nominated Members of the Coaches and Technical Advisory Panel will be:

- i. not more than three persons who have an “A” license, “B” license or “C” license for coaches (or the equivalent thereof) (**Advanced Licence**) and who have been nominated by two Eligible Nominators;
- ii. not more than one person who has a “goalkeeper” diploma (**Goalkeeper Diploma**) and who has been nominated by two Eligible Nominators; and
- iii. not more than two persons who have a “junior” license, “youth” license or a “grassroots” licence (or the equivalent thereof) (**Community Licence**) and who have been nominated by two Eligible Nominators.

12.3 Number of Members

The Coaches and Technical Advisory Panel shall have not less than six but not greater than eight members.

13. WOMEN’S STANDING COMMITTEE

13.1 Functions

The Women’s Standing Committee is to advise the Board on strategic matters relating to Women’s Football.

The Board may at its discretion refer any matter relating to Women’s Football to the Women’s Standing Committee for advice.

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

- i. methods of improving talent identification, growth, retention of players, coaches and referees and development pathways, for women;
- ii. connection with the W-League or the equivalent national competition for women;
- iii. measures to promote, develop and improve women's Competitions in the State in accordance with the National Curriculum; and
- iv. any other matter relating to the conduct of women's Football in the State.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the Women's Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

13.2 Membership

The Nominated Members of the Women's Standing Committee will be:

- i. no more than two persons who play for, coach or manage a Club in an Association Zone or Branch Zone competition, or who have done so in the last twelve months, who have been nominated by two Eligible Nominators;
- ii. no more than two persons who play for, coach or manage a Women's premier league or state league Club or who have done so in the last twelve months, who have been nominated by two Eligible Nominators;
- iii. no more than two persons nominated by the Association Zones as the Eligible Nominators; and
- iv. no more than two persons nominated by the Branch Zones as the Eligible Nominators.

13.3 Number of Members

The Women's Standing Committee shall have not less than six but not greater than eight members.

14. REFEREES ADVISORY PANEL

14.1 Functions

The Referees Advisory Panel is to advise the Board on strategic matters relating to referees.

The Board may at its discretion refer any matter relating to referees to the Referees Advisory Panel for advice.

The Referees Advisory Panel may give any advice requested of it, and may (whether or not requested to do so) make recommendations to the Board on:

- i. incorporation of the National Curriculum prepared by FFA into strategic plans for the State;
- ii. development of a referee assessment program for the State;
- iii. development of a referee coaching and development program for the State;

- iv. development of a referee education program for the State;
- v. elite referee panel selections for the State;
- vi. nominations of referees to the FFA's elite referee panel and youth championships; and
- vii. referee policy development for the State.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the Referees Advisory Panel must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

14.2 Membership

There will be a maximum of two Nominated Members nominated by two Eligible Nominators and a minimum of four Appointed Members of the Referees Advisory Panel.

14.3 Number of Members

The Referees Advisory Panel shall have not less than six but not greater than eight members.

15. ASSOCIATIONS STANDING COMMITTEE

15.1 Functions

The Associations Standing Committee is to advise the Board on matters relating to grassroots football in the State.

The Board may at its discretion refer any matter relating to grassroots football to the Associations Standing Committee for advice.

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

- i. methods of improving talent identification and development, growth, retention of community players, coaches and referees and development pathways, for grassroots Football players in the State in accordance with the National Curriculum;
- ii. delivery of programs for improving the teaching of Football in the State in accordance with the National Curriculum;
- iii. measures to promote, develop and improve grassroots Football competitions in the State in accordance with the National Curriculum; and
- iv. player behavior and safety matters.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors after the recommendation is received.

In addition, the Associations Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

15.2 Membership

The Nominated Members of the Associations Standing Committee will comprise:

- i. one person nominated by each of the Association Zones; and
- ii. one person nominated by each of the Branch Zones.

15.3 Number of Members

The number of members of the Associations Standing Committee shall be equal to the number of Association Zones and Branch Zones. Each Association Zone or Branch Zone shall be required to nominate one person to become a member of the Associations Standing Committee but no Association Zone or Branch Zone shall be entitled to nominate more than one person as a member of the Associations Standing Committee.

16. FUTSAL STANDING COMMITTEE

16.1 Functions

The Futsal Standing Committee is to advise the Board on matters relating to Futsal in the State.

The Board may at its discretion refer any matter relating to Futsal to the Futsal Standing Committee for advice.

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

- i. measures to identify, and promote the development of, talented athletes, to participate in Futsal in accordance with the National Curriculum;
- ii. policies and processes to ensure the consistent application of the Laws of the Game and of refereeing standards in Futsal;
- iii. measures to promote, develop and improve Futsal Competitions in the State in accordance with the National Curriculum;
- iv. any other matter relating to the conduct of Futsal in the State;
- v. player standards and player behaviour; and
- vi. any other matter relating to policy and development of Futsal in the State.

The Board will use its best endeavours to review the recommendations at the next scheduled meeting of the Directors when the recommendation is received.

In addition, the Futsal Standing Committee must determine how the Chair and Deputy Chair are to exercise their votes as Registered Voting Members of the Company at any meeting of the Company.

16.2 Membership

The Nominated Members of the Futsal Standing Committee will be not more than eight persons with two Futsal Clubs or Futsal Centres as Eligible Nominators.

16.3 Number of Members

The Futsal Standing Committee shall have not less than six but not greater than eight members.