



FOOTBALL  
NSW



# CONSTITUTIONAL AND GOVERNANCE REVIEW

SUMMARY OF PROPOSED REFORMS

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# Summary of Proposed Reforms

## MEMBERSHIP

### Membership Structure

Associations/Branches to hold 70% of voting rights and Clubs to hold 30% of voting rights

### Associations/Branches

The voting share of Associations/Branches to continue be shared equally among them

### Clubs

The voting share of Clubs to continue to be shared equally across each Competition

### SIGs

SIGs will not be granted membership of Football NSW at this time

### Admission/Expulsion of Associations/Branches

The admission and expulsion of Associations/Branches will remain a Board decision but with mandated consultation and subject to Football Australia (FA) approval

### Redrawing Association/Branch Boundaries

The power to redraw Association/Branch boundaries will remain a Board decision but with mandated consultation and subject to FA approval

### Standing Committees

The Standing Committees will be dissolved and replaced with seven Board Advisory Committees which will not be Members of Football NSW

## 40/40/20 PRINCIPLE

### Football NSW

The Board and Members are to use reasonable endeavors to achieve the Principle among Elected and Appointed Directors and across all Football NSW Committees

### Members

Football NSW stakeholders encouraged to adopt the Principle at board/committee level

## DISPOSAL OF KEY ASSETS

The ability to sell any key/sizeable assets of Football NSW will remain a power of the Board

# Summary of Proposed Reforms

## THE BOARD

### **Size & Composition**

Retain 9 Directors –  
6 Elected + 3 Appointed

### **Elected Directors**

Retain 4-year terms and  
2-term limit

### **Appointed Directors**

Retain 2-year terms but  
impose a 3-term limit

### **Overall Limit**

A 10-year overall limit be  
imposed so that someone  
who has served both as an  
Elected and an Appointed  
Director cannot serve more  
than 10 consecutive years as  
a Director

### **Nominations Committee**

Retained in its  
current form

### **Returning to the Board**

Directors will not be eligible  
for election/appointment  
for three years after having  
served maximum term

### **CEO Becoming Director**

CEO will not be eligible to  
serve as a Director for three  
years after ceasing as CEO

### **Fixing the Quorum for Directors' Meetings**

The Quorum will be fixed at  
four Directors

# Summary of Proposed Reforms

## OTHER MATTERS

### **Company's Objects**

Football NSW's Objects to be updated

### **FNSW Financial Year End**

Retain 31 October year-end

### **Regular Review**

The Football NSW Constitution, By-laws and boundaries will be reviewed every four years with these reviews enshrined in the Football NSW Constitution

### **Virtual/Hybrid General Meetings**

Allow for virtual/hybrid general meetings

### **Electronic Voting at General Meetings**

Allow for electronic general meetings

### **Alternate Directors**

Remove the ability for Directors to appoint an Alternate

### **Life**

#### **Membership**

Life Membership will be able to be awarded posthumously

### **Patrons**

The Board's power to appoint and remove patrons will be abolished

### **Distinguished Service Awards**

The power to establish awards for distinguished service will be abolished

# PURPOSE

## of the Review

- No significant review of the current Football NSW Constitution had taken place since its adoption in 2007
- The review reflects Football NSW's commitment to work towards the 'Good of the Game'
- Consider whether changes were required so that the Football NSW Constitution remained aligned with the Football Australia Constitution
- Review the membership structure of Football NSW and consider whether the current split between Associations/Branches and Clubs is equitable
- Review the purpose, roles and relevance of the Standing Committees and Regional Branches
- Ensure best practice governance generally, and in relation to Board composition and director terms, specifically
- To follow good governance principles in the periodic review and update of the Football NSW Constitution
- Improve the strategic alignment, efficiency and delivery of football programs and activities through defined roles and responsibilities and structural reform
- Consider the adoption of specific gender equity targets
- Review and update the Objects of Football NSW



# The Review Process

## Summary of the work undertaken to this point

MAY  
2020



**Comprehensive survey issued** to Members requesting responses to a range of questions, and suggestions for governance reforms to strengthen Football NSW, and football in NSW  
**(Survey No 1)**

JUNE  
2020



Over **40 completed surveys** were received from across a broad range of Members, including **Metropolitan and Regional Associations, Clubs at various levels and Referees Branches**

JUNE - JULY  
2020



The **survey results were compiled** and analysed by the Constitution Review Working Group (**CRWG**)

The CRWG was made up, variably, of Anter Isaac (*then FNSW Chair*) • Gilbert Lorquet (*current FNSW Chair*) • Carlos Gonzalez (*FNSW Director*) • Morris lemma (*FNSW Director*) • Stuart Hodge (*FNSW CEO*) • Lorenzo Crepaldi (*FNSW Head of Legal & Governance*) • Jo Fernandes (*then FNSW Strategic Projects Manager*) • Ian Fullagar (*Independent*)

AUGUST -  
OCTOBER  
2020



The CRWG held five meetings during which a wide range of **information was considered and analysed**, including:

- the feedback received from Members
- Sport Australia's Sports Governance Principles (March 2020)
- for comparative purposes, the governance structures of FA, the other Member Federations and other large State Sporting Organisations (**SSOs**)
  - the Office of Sport's Model Constitution for SSOs
  - the FA's XI Principles For The Future of Australian Football

NOVEMBER  
2020



**Endorsement of the CRWG's recommendations** was sought and obtained from the Football NSW Board

DECEMBER  
2020



The recommendations were presented to **stakeholders** of Football NSW via a **virtual "town hall" meeting**

*continued next page*

# The Review Process (con't)

Summary of the work undertaken to this point

DECEMBER  
2020



A **further comprehensive survey** was issued to Members requesting responses to the **Board's recommendations (Survey No 2)**

DECEMBER 2020 -  
FEBRUARY 2021



**27 completed surveys** were received from across a broad range of Members, including **Metropolitan and Regional Associations, Clubs and Standing Committees**

APRIL 2021 -  
JULY 2022



The **CRWG** met on a number of occasions to discuss the results of Survey No 2 and to **make further recommendations** to the Football NSW Board

AUGUST  
2022



The Football NSW Board **endorsed** the CRWG's **recommendations**



The CRWG has had the **independent assistance of Ian Fullagar of Lex Sportiva**. Ian is a highly experienced sports lawyer and has advised a wide range of sports and government agencies on governance matters

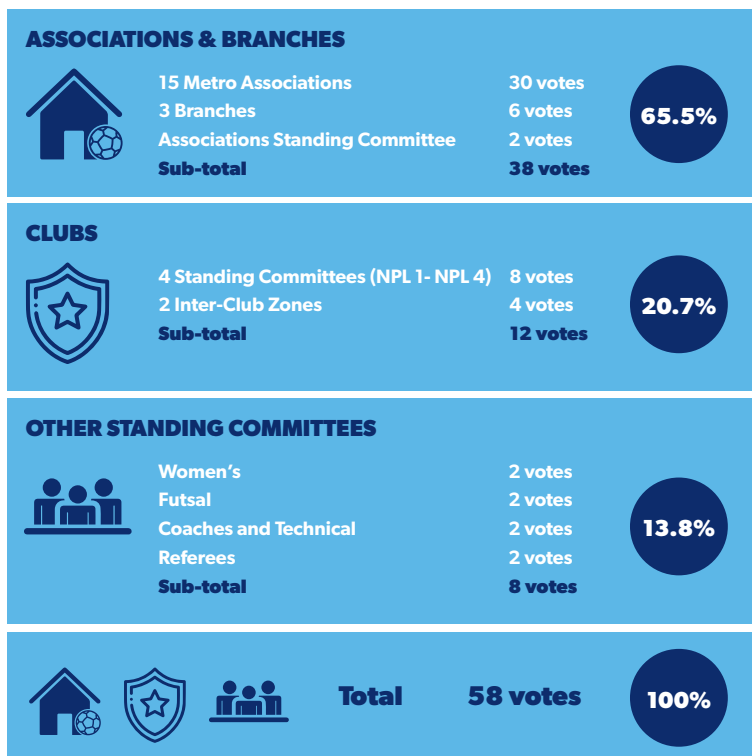




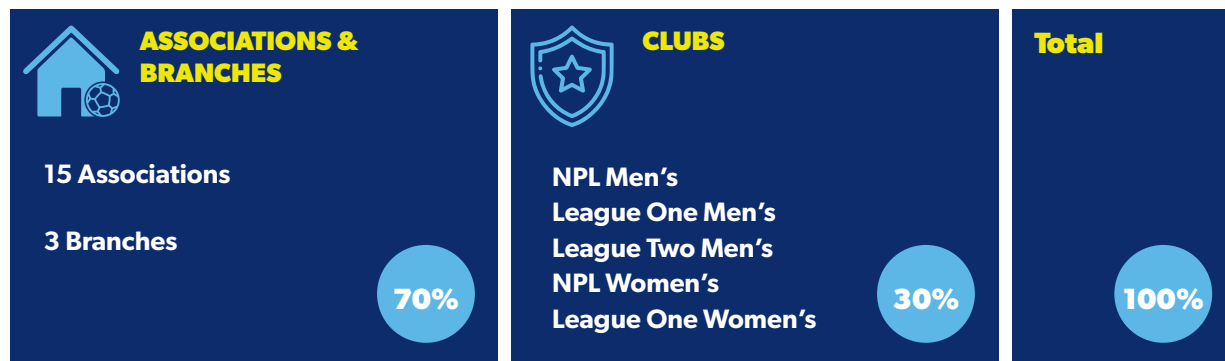
# MEMBERSHIP RELATED MATTERS

# Membership Structure of Football NSW and Voting Shares

## CURRENT



## PROPOSED



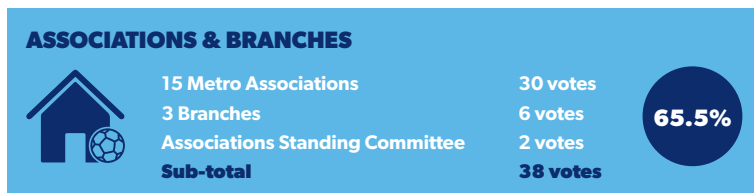
- The total percentage of votes allocated to Associations and Branches would be 70%. This is an increase from 65.5%.
- Each of the 15 Metropolitan Associations and each of the 3 Regional Branches would have an equal share of that 70%.
- The total percentage of votes allocated to Clubs competing in Football NSW Competitions would be 30%. This is an increase from 20.7%.
- Each Football NSW Competition would have an equal share of the 30% of votes allocated to Clubs (see further at page 11).

### See Article 6.1 generally.

- The two Inter-Club Zones would be dissolved.
- All Standing Committees would be dissolved.
- In lieu of the Standing Committees, seven Advisory Committees would be established but these would not have any membership/voting rights (see further at page 16).
- While consideration was given to seeking to have Hills Football Inc. (HFI) admitted as a Member via this set of reforms, it was ultimately decided that HFI should seek admission as a Member through the formal admission process created under these reforms. Management will work with HFI from early 2023 to progress the admission of HFI as a Member.

# The Composition of Votes for Associations and Branches

## CURRENT



## PROPOSED



- The total percentage of votes allocated to Associations and Branches would be 70%. This is an increase from 65.5%. **See Article 6.1(a)(i).**
- Each of the 15 Metropolitan Associations and each of the 3 Regional Branches would continue to have an equal share of the votes that are allocated to Associations and Branches within the Football NSW Congress.
- If Associations or Branches are added or removed over time, the overall total percentage of votes allocated to Associations and Branches (70%) would remain unchanged and each Association and Branch's share of the total votes would increase or decrease accordingly. **See Article 6.1(b).**
- Rather than having two individuals nominated by each Association and Branch becoming Members of Football NSW (as is currently the case), each Association and Branch would become the Member of Football NSW (**Entity Member**). For example, rather than two directors of Sutherland Shire Football Association Inc. being the Members of Football NSW, Sutherland Shire Football Association Inc. would be the Member. **See Articles 3.1(a)(i), 3.1(b)(i), 3.1(d) and 3.7.**
- Each Association and Branch would appoint one representative who would be entitled to attend and speak at general meetings and vote as directed by the board of the Association or Branch, to be known as the **Entity Member Representative** – **see Articles 3.4(a)(i) and 3.4(d).** The Entity Member Representative would carry the entirety of the votes for the relevant Association or Branch rather than those votes being split across two individuals (as is presently the case).
- Each Association and Branch would also appoint one Delegate who would be entitled to attend and speak at general meetings but would not be entitled to vote. **See Articles 3.4(a)(ii) and 6.1(g).**
- The Entity Member Representative and the Delegate must be directors (however named) of the Association or Branch. This is consistent with the current position in respect of Association and Branch delegates. **See Article 3.4.**
- The Associations Standing Committee would be dissolved but a Community Football Advisory Committee (with no membership/voting rights) would be established in its stead (see further at page 16).

# The Composition of Votes for Clubs

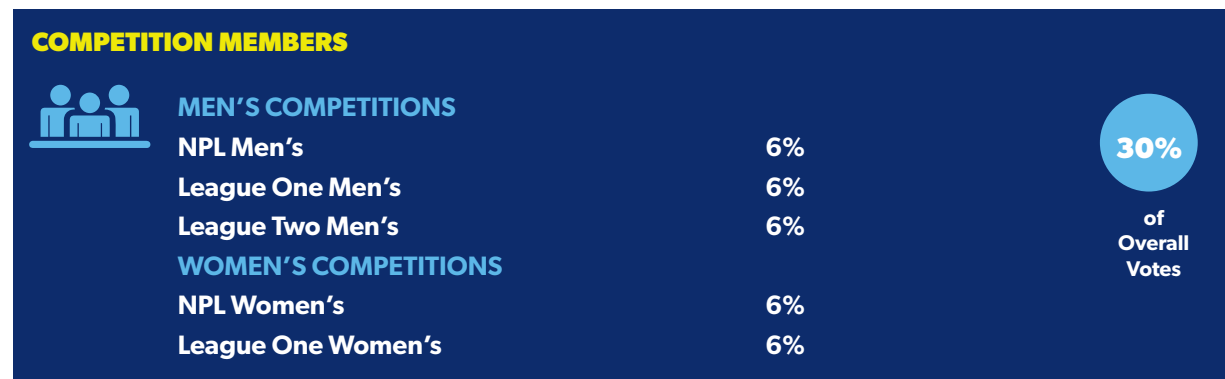
## CURRENT



As per changes made at the March 2021 AGM which are due to come into effect from 1 January 2023:



## PROPOSED



- Clubs competing in Football NSW Competitions would make up 30% of the Football NSW Congress. This is an increase from 20.7%. **See Article 6.1(a)(ii).**
- The votes allocated to Clubs would continue to be shared equally across each Competition. For example, based on the Competition Structures for 2023, each of the five tiers of Competitions would have one-fifth of the 30% of votes allocated to Clubs, i.e. 6% each (as per the table above). **See Article 6.1(c).**
- If, in the future, Competitions are added or removed, the overall total (30%) would remain unchanged and each Competition's share of the total votes would increase or decrease accordingly. For example, if a third tier of Women's football was introduced, there would then be six tiers of Competitions and each of those six tiers would have one-sixth of the 30% of votes allocated to Clubs, i.e. 5% each. **See Article 6.1(b).**
- Clubs in each Competition would elect one representative per Competition who would become a Member of Football NSW, to be known as a **Competition Member**. **See Articles 3.1(a)(ii), 3.1(b)(ii), 3.1(c), 3.6(b) and 3.7.**
- Each Competition Member would be entitled to attend and speak at general meetings and vote as directed by the majority of Clubs in the Competition they represent.
- The Competition Member would carry the entirety of the votes for the relevant Competition, rather than those votes being split across two individuals (as is presently the case).
- Clubs in each Competition would also nominate one Delegate per Competition. That individual would not become a Member of Football NSW and would not be entitled to vote at general meetings. The Delegate would, however, be entitled to attend and speak at general meetings. **See Articles 3.6(b) and 6.1(g).**
- The two Inter-Club Zones would be dissolved.
- The four Competition-related Standing Committees would be dissolved.

# Special Interest Groups (SIGs)

## CURRENT

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Some SIGs currently have representation on the FNSW Congress via Standing Committees (e.g. Women's Football, Referees, Coaches & Technical and Futsal).

These Standing Committees currently hold 13.8% of the vote.

## PROPOSED

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Consideration was given to granting membership and voting rights to a range of SIGs.

For the reasons set out below, it was ultimately decided not to, as these SIGs:

- are, for the most part, already represented through other avenues (e.g. Women's Football, at the grassroots level, is represented via the Associations and Branches and, at the elite level, via the Clubs participating in relevant Football NSW Competitions); and
- will have a voice via the Advisory Committees that are to be established under the proposed reforms.

# Admission/ Suspension/Expulsion of Associations and Branches

## CURRENT

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Subject to FA approval, the Board can admit and expel Associations and Branches by redrawing the Boundaries.

Associations and Branches that are unfinancial to Football NSW can have their voting rights suspended while they remain unfinancial and the Board has the power to impose additional sanctions (e.g. an Association's clubs could be denied entry to Champion of Champions and State Cup).

## PROPOSED

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While a number of options were considered, it was ultimately decided that the admission and expulsion of Associations and Branches should continue to be a matter left to the Board but with a clear set of criteria that a new Association or Branch must meet prior to admission, mandated consultation with existing Associations and Branches and admission/expulsion to be subject to FA approval as an added check & balance on the Board's power.

Some of the matters that were taken into account in preferring this position over that of allowing existing Associations and Branches to vote on the admission and expulsion of Associations and Branches included:

- It helps protect the relationship between existing Associations and Branches as there will be no ability for an Association facing expulsion to pressure fellow Associations and the Branches to vote against their proposed expulsion.
- Experience in other sports is that it is not uncommon for members to vote against expulsion of one of their own, notwithstanding that it would be in the best interests of the sport as a whole.
- The view that the Board, which must make decisions in the best interests of the company and the sport, is best placed to decide on the admission or removal of Associations and Branches.

The Board would retain the right to suspend the voting rights of unfinancial Associations and Branches and to impose additional temporary sanctions.

### **See Article 3.3.**

The criteria for admission will be developed in early 2023 in consultation with current Associations and Branches. The criteria will be set out in a By-law and will be subject to FA approval.

# The Power to Redraw Association and Branch Boundaries

## CURRENT

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Currently, the power to redraw boundaries rests with the Board under the By-laws and is subject to FA approval.

## PROPOSED

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As with the admission and expulsion of Associations and Branches, a number of options were considered but, for the same reasons, it was ultimately decided that the power to redraw Association and Branch boundaries should continue to be a matter left to the Board but with mandated consultation with existing Associations and Branches and with any changes to still be subject to FA approval as an added check & balance on the Board's power.

***See Article 3.3.***

# Standing Committees to be Replaced with Advisory Committees

## CURRENT

There are currently nine Standing Committees with each able to nominate two individuals for Membership of Football NSW. The current Standing Committees are the:

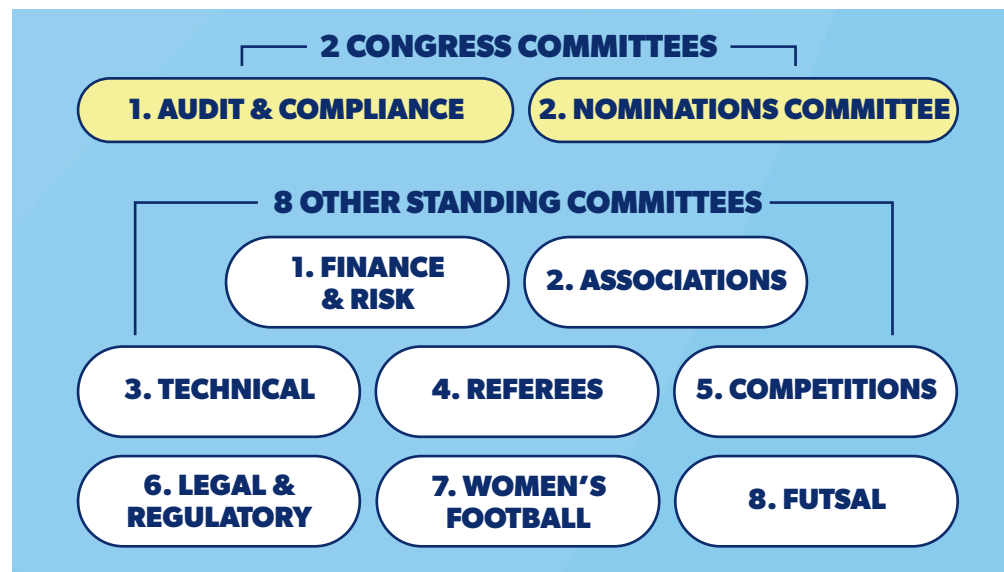
1. NPL Men's Standing Committee
2. League One Men's Standing Committee
3. League Two Men's Standing Committee
4. League Three Men's Standing Committee (due to become the NPL Women's and League One Women's Standing Committee on 1 January 2023)
5. Coaches and Technical Advisory Panel
6. Women's Standing Committee
7. Referees Advisory Panel
8. Associations Standing Committee
9. Futsal Standing Committee

## PROPOSED

It is proposed that the Standing Committees be removed as voting Members of Football NSW and that they be replaced with Advisory Committees which would not have voting rights but remain vital in guiding the organisation by reporting to the Board.

There was strong support for this in both surveys.

**Note:** The Advisory Committees that were recommended in Constitutional Review and Governance Improvement Presentation (December 2020), and upon which the Survey No 2 questions were based, were as follows:



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## PROPOSED

After receipt of the responses to Survey No 2, the CRWG gave further consideration to the number and types of Advisory Committees that should be established. The CRWG recommended, and the Board approved, the following Advisory Committees:



The above Advisory Committees would be enshrined in the Constitution and would not be able to be disbanded by the Board without the approval of Members (via special resolution).

The role of the Nominations Committee would continue unchanged.

The Audit & Risk Committee and the Legal & Regulatory Committee would continue to operate as Board sub-committees. **Note:** these two Committees would not, therefore, be populated by stakeholders. The independent members would continue to be appointed directly by the Board.

The Board would also have the ability to establish ad-hoc committees for special duties or purposes.

**Note:**

- Clear qualifications/experience requirements will be set for the members of Advisory Committees.
- Term lengths and maximum terms will be set.
- As Advisory Committees will not have voting rights, candidates would nominate, and nominations would be reviewed by Football NSW management which would then make a recommendation to the Board for endorsement and appointment.
- In the case of the Competitions Advisory Committee, however, the members would be elected by the Clubs competing across all Football NSW Competitions.
- Management, the Board and Clubs (in the case of the Competitions Advisory Committee) would be required to use **reasonable endeavours** to achieve the 40/40/20 Principle (see further at page 18).

**See Article 17.**

# The 40/40/20 Principle

## CURRENT

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The 40/40/20 principle is about aiming for diversity of gender in workplace leadership, be it senior leadership teams or on the Board. It refers to 40% men, 40% women, 20% of any gender (**Principle**).

The Football NSW Constitution does not currently incorporate this Principle at any level.

## PROPOSED

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In Survey No 2, there was little support for mandating that the Board of Football NSW achieve the Principle at the AGM to be held in March 2023.

After giving the issue further consideration, it is proposed that:

- When electing Elected Directors, Members would take into account the gender composition of existing Directors and use **reasonable endeavours** to achieve the Principle. **See Article 10.6.**
- When appointing Appointed Directors, the Directors would take into account the gender composition of existing Directors and use **reasonable endeavours** to achieve the Principle. **See Article 10.11(d).**
- Advisory Committees, other Committees, Tribunals etc. would be constituted taking into account gender composition and **reasonable endeavours** would be used to achieve the Principle. This will be reflected in the relevant By-laws.
- While not included in the proposed amendments to the Football NSW Constitution, the Board encourages stakeholders to adopt the Principle across their respective boards and committees.

# 'Super-Majority' of at least 80% of voting Members be required for the sale of any key/sizeable assets of Football NSW

## CURRENT

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There is currently no fetter on the Board's ability to dispose of assets of Football NSW.

## PROPOSED

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Consideration was given to introducing a requirement that a 'Super Majority' of at least 80% of voting Members be required for the sale of any key/sizeable assets of Football NSW.

Ultimately, the CRWG recommended (and the Board agreed) not to proceed with such a change as it would impose an unnecessary fetter on Directors' ability to discharge their Director's duties. Directors have been charged with acting in the best interests of the company and this includes deciding which assets to sell and when.



# BOARD RELATED MATTERS

# Board Size & Composition

## CURRENT

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9 Directors:

- 6 Elected Directors
- 3 Appointed Directors

The Chairman is elected by and from among the Elected Directors only.

## PROPOSED

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It is proposed that there be no change to the Board size and composition.

In Survey No 2, almost 50% of respondents supported maintaining the status quo. While the remaining respondents selected one of the three alternative options, there was not broad consensus among those respondents.

A Board consisting of 9 Directors in total is appropriate and is a manageable size.

The mix of 6 Elected Directors and 3 Appointed Directors strikes a good balance.

# Terms and Term Limits - Elected Directors

## CURRENT

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4-year terms

2-term maximum

Means an election of 3 Directors every 2 years

## PROPOSED

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It is proposed that there be no change to the terms and term limits of Elected Directors.

In Survey No 2, over 40% of respondents supported maintaining the status quo. While the remaining respondents selected one of the three alternative options, there was not broad consensus among those respondents.

The advantages of the recommendation include:

- 4-year terms give directors an appropriate amount of time to understand the business and to start making an impact.
- 4 years x 2 terms is consistent with Sport Australia's recommendation that the overall tenure of a director not exceed 10 consecutive years.
- 4 years x 2 terms minimises frequency of director elections.

# Terms and Term Limits – Appointed Directors

## CURRENT

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- 2-year terms
- No limit on number of consecutive terms that an Appointed Director can serve

## PROPOSED

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It is proposed that terms of Appointed Directors remain at 2 years but that a 3-term limit be imposed.

In addition to that, it is proposed that a 10-year overall limit be imposed so that someone who has served as both an Elected and an Appointed Director cannot serve more than 10 consecutive years as a Director.

***See Article 10.7.***

# Changes to the Role of the Nominations Committee

## CURRENT

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The role and powers of the Nominations Committee are set out in Article 10.22 of the [Football NSW Constitution](#).

## PROPOSED

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It is proposed that there be no change to the role of the Nominations Committee.

In Survey No 2, there was overwhelming support for maintaining the status quo with only 11% of respondents (3 in total) voting for change.

The arguments in support of maintaining the status quo include that:

- The role of the Nominations Committee is not to “select” candidates for election.
- The role of the Nominations Committee is to screen candidates and ensure they meet the minimum criteria set out in the Football NSW Constitution.
- The role of the Nominations Committee is not that of a recruitment panel.
- It is for the voting Members to ultimately decide who should be elected as an Elected Director, subject to candidates meeting the minimum criteria.

While no changes to the **role** of the Nominations Committee are being proposed, two related changes are being proposed:

- As the members of the Nominations Committee are prescribed in the Constitution, should one or more of them (or their nominees) be unable or unwilling to act, the Nominations Committee may not be able to carry out its duties thereby impacting the Company’s ability to proceed with Director elections. Football NSW experienced this issue in 2019 when a representative of the Australian Institute of Company Directors (**AICD**) advised that the organisation was no longer able to act. On that occasion, management was able to negotiate with the AICD for a representative to remain on the Nominations Committee until the Members could approve the necessary amendments to the Constitution at a subsequent AGM, thereby avoiding the need to call an SGM. While previous amendments to this article make it unlikely that Football NSW will find itself in a similar position again, the proposed amendments will act as a failsafe by allowing the Board to appoint a replacement individual whose skills, as closely as reasonably possible, mirror those of the individual they are replacing. The Board could not appoint a Director to sit on the Nomination Committee. **See Article 10.18(a).**
- It is proposed that the Core Competencies that must be met by candidates standing for election as Elected Directors be expanded slightly, including that the candidate must not have any prior criminal convictions. **See Articles 10.18(j)(i)(C) and 10.18(j)(ii).**



# OTHER BOARD RELATED MATTERS

## Returning to the Board

### CURRENT

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An Elected Director who has served two consecutive terms cannot re-stand for election for **two years**.

### PROPOSED

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It is proposed that once a Director (Elected or Appointed) has served the maximum number of years allowed, they would not be able to be elected or appointed again for **three years**.

This is in accordance with the recommendation of Sport Australia.

*See Article 10.7(c).*

## CEO Becoming Director

### CURRENT

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Not addressed

### PROPOSED

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It is proposed that the CEO of Football NSW not be eligible for appointment or election as a Director until at least three years after ceasing as CEO.

This is in accordance with the recommendation of Sport Australia and is designed to allow a new CEO the autonomy to take on the role. This approach is consistent with that of FA.

*See Article 10.10(d).*

# Fix the quorum for a meeting of Directors at 4 Directors

## CURRENT

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The quorum for a meeting of Directors is:

- (i) if the Directors have fixed a number for the quorum, that number of Directors; and
- (ii) in any other case, 4 Directors (at least 2 of whom are entitled to vote),  
present at the meeting of Directors.

## PROPOSED

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It is proposed that the quorum be fixed at 4 Directors (at least 2 of whom are entitled to vote) present at the meeting of Directors.

This is a minor change aimed at simplifying matters and avoiding the ability for future Boards to choose the number for a quorum as they see fit.

***See Article 12.4(b).***

## Terminology

## CURRENT

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## PROPOSED

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The terms “Chairman” and “Deputy Chairman” would be amended to “Chair” and “Deputy Chair”, respectively.



# OTHER MATTERS

## Update to the Company's Objects

### CURRENT

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The current objects are at Article 1 of the [Football NSW Constitution](#)

### PROPOSED

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It is proposed that the Company's Objects be updated to reflect feedback provided by Members during the review process and to ensure appropriate alignment with FA's proposed amended Objects.

*See Article 1.*

## Moving to a 31 December year-end

### CURRENT

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Football NSW's current year-end is 31 October.

### PROPOSED

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Consideration was given to moving Football NSW's year-end from 31 October to 31 December.

This was driven, in part, by FA's proposed move to a 31 December year-end. Other arguments in favour of such a move included that Football NSW's Activity Calendar runs from 1 January to 31 December and that most of our commercial contracts run on a calendar year.

However, with FA having been denied permission by ASIC to move to a 31 December year-end and the fact that this proposed change has now been put on hold indefinitely, the Board has decided to keep our year-end as 31 October for the time being.

The Board also took into account the fact that ASIC may be unlikely to approve a change given that Football NSW is no longer able to rely on "alignment with its governing body" as the basis for the change.

## Regular Review of the Football NSW Constitution, By-laws and Boundaries

### CURRENT

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Currently, there is no requirement to review the Football NSW Constitution, By-laws and boundaries regularly or otherwise.

### PROPOSED

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It is proposed that Football NSW Constitution, By-laws and boundaries be reviewed every four years and that these reviews be enshrined in the Football NSW Constitution.

Note though that such a review will not necessitate or mandatorily require changes to be made.

*See article 23.7.*

## Allow for virtual/hybrid general meetings

### CURRENT

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Not currently provided for.

### PROPOSED

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It is proposed that the Football NSW Constitution be amended to explicitly allow for virtual/hybrid general meetings.

*See Article 13.*

## Allow for electronic voting at general meetings

### CURRENT

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Not currently provided for.

### PROPOSED

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It is proposed that the Football NSW Constitution be amended to explicitly allow for electronic voting at general meetings.

*See Article 5.15.*

## Allow for the passing of written resolutions outside of general meetings

### CURRENT

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While the Board can pass written resolutions outside of Board meetings (provided the resolution has unanimous support), Members are unable to do so.

### PROPOSED

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It had been proposed that Members be granted the power to pass written resolutions outside of general meetings.

After further consideration, the Board has decided not to proceed with this change.

# Remove ability to appoint alternate directors

## CURRENT

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A Director may, with the approval of the other Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.

## PROPOSED

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It is proposed to remove the ability of Directors to appoint an Alternate.

The rationale being that a person is elected or appointed to the Board because of their skills and experience and it should be they who attend meetings and make decisions, not an Alternate.

If a Director is unable to attend Board meetings for a period of time due to, for example, ill health or travel, the Director should request a leave of absence or, if the absence is going to be extensive, simply resign from the position and allow someone to replace them.

***See Article 12.6.***

# Life Membership

## CURRENT

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Life Membership cannot be awarded posthumously.

The awarding of Life Membership requires the approval of two-thirds of Members present at an annual general meeting

## PROPOSED

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It is proposed that Life Membership be able to be awarded posthumously as is common in other organisations.

It is proposed that the awarding of Life Membership require the approval of two-thirds of the votes cast, rather than the approval of two-thirds of Members present, at an annual general meeting. This is to bring the counting of votes for approval of Life Membership in line with the counting of votes for other resolutions.

***See Articles 9.1 and 9.3(c)(ii).***

# Patrons

## CURRENT

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The Board may appoint and remove patrons of the Company.

## PROPOSED

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It is proposed that the power to appoint and remove patrons be abolished as it appears the power has never been used and there are no patrons of the Company.

The awarding of Life Membership of the Company will continue to be available to recognise individuals that have rendered distinguished and special service to the Company.

***See Articles 9.1 and 9.2.***

# Distinguished Service Awards

## CURRENT

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The Directors may adopt a By-law to establish awards for distinguished service by any individual for services to the Company.

## PROPOSED

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It is proposed that this article be deleted.

No such By-law has ever been adopted.

The awarding of Life Membership of the Company will continue to be available to recognise individuals that have rendered distinguished and special service to the Company.

***See Article 9.6.***



FOOTBALL  
**NSW**