

Constitution

Football Victoria Incorporated

Constitution

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Constitution

1 Objects of Association

1.1 Objects

The objects for which the Association is established are:

- (a) to be the member of FFA in respect of the State and to comply with the constitution and by-laws of FFA;
- (b) to govern, administer and regulate Football throughout the State, prevent infringement of the constitution and by-laws of FFA and protect Football from abuse;
- (c) to foster friendly relations among the officials and players of Football by encouraging Football games in the State;
- (d) to prevent racial, religious, gender or political discrimination or distinction among Football players in the State;
- (e) to promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games in the State under the control of or authorised by the Association, including:
 - (i) State championships; and
 - (ii) games between visiting teams and teams representing or nominated or selected by the Association;
- (f) to promote, provide for, regulate and manage Football players representing the State;
- (g) to co-operate with FFA, other members of FFA and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (h) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the State; and
- (i) any other object which, in the opinion of the Directors, is in the best interests of Football.

1.2 Alteration of objects and Constitution

Subject to rule 7.1, an addition, amendment or alteration of the objects in rule 1.1 or of any other rule contained in this Constitution must be approved by Special Resolution.

2 Income and payments

2.1 Application of income

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

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

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

2.3 Payments in good faith

Subject to rule 10.15, rule 2.2 does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a Association of which an officer or Member is a director or shareholder:

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

3 Membership

3.1 First Members

The First Members are those persons who were the Commissioners of the Association immediately prior to the approval of this Constitution by the Registrar in accordance with the Act.

When the last of the individuals referred to in rule 3.2 are admitted to membership, the membership of the each of the First Members automatically ceases.

3.2 Members

The Directors must invite:

- (a) two Zone Representatives elected from each Zone; and
- (b) the chair of each Standing Committee,

to apply for membership.

The Directors must admit to membership under this rule 3.2 each of those individuals who accept the invitation according to rule 3.8.

3.3 Duration of membership

- (a) An individual admitted to membership according to rule 3.2(a) will cease to be a Member according to the By-laws.
- (b) An individual admitted to membership according to rule 3.2(b) will cease to be a Member upon ceasing to be the chair of the relevant Standing Committee.

3.4 Zones

The State must be divided into Zones.

Zone boundaries will initially be proposed by the Association and approved by FFA and defined in the By-laws. With the consent of FFA, Zone boundaries may be redrawn by the Directors from time to time.

The Directors must adopt a By-law which defines the Zone boundaries.

3.5 Registered Participants in Zones

The Association must procure that each Registered Participant in a Zone:

- (a) agrees to be bound by:
 - I. The Laws of the Game;
 - II. The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Registered Participants;
 - III. The Statutes and Regulations and By-Laws of FFA enforced from time to time;
 - IV. The FFA Code of Conduct, as amended from time to time

3.6 Standing Committees

- (a) The Directors must, as soon as practicable, establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a women's Standing Committee;
 - (iv) a Futsal Standing Committee;
 - (v) a juniors' Standing Committee; and
 - (vi) a men's Standing Committee.
- (b) In addition to the Standing Committees referred to in rule 3.6(a), the Directors may, with the consent of FFA, establish any other Standing Committee they think fit.
- (c) A Standing Committee is established by a By-law made by the Directors.
- (d) In respect of each Standing Committee the By-law must provide for its functions, membership and operation.
- (e) The Directors or the Association may with the consent of the FFA dissolve any Standing Committee established under rule 3.6(b) by repealing the By-law under which it is established.

3.7 Election By-law

The Directors must adopt a By-law which regulates the election or appointment of Zone Representatives and members of Standing Committees.

3.8 Admission of Members

Before admission as a Member, a person invited by the Directors to apply for membership under rule 3.2 must sign an application agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations.

On receipt by the Secretary of the signed application, the applicant becomes a Member.

3.9 Ceasing to be a Member

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

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of their membership according to this Constitution; or
- (f) the expiry of the term of their membership according to rule 3.1 or 3.3.

3.10 No claim against the Association

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

3.11 Limited liability

Members have no liability to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association.

3.12 Members subscriptions

There are no membership fees, subscriptions or other amounts payable by the Members as Members.

3.13 Disciplining Members

Subject to this Constitution, the By-laws, the constitution and by-laws of FFA and the Statutes and Regulations the Directors have no right to discipline a Member.

3.14 Register of Members

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Association; and
- (c) if applicable, the date of, and reasons for termination of membership.

4 General meetings

4.1 Annual general meeting

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

4.2 Power to convene general meeting

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

4.3 Notice of general meeting

Notice of a meeting of Members must be given according to rule 19 and the Act.

4.4 Directors entitled to attend general meetings

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

4.5 Cancellation or postponement of general meeting

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

4.6 Written notice of cancellation or postponement of general meeting

Notice of cancellation or postponement of a general meeting must state the reason for doing so and be given to each Member individually..

4.7 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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

4.8 Number of clear days for postponement of general meeting

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

4.9 Business at postponed general meeting

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

4.10 Proxy, attorney or Representative at postponed general meeting

Where:

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

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

4.11 Non-receipt of notice

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

4.12 Special general meetings

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice and the majority of members at the meeting agree.

4.13 Special general meeting held at request of members

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule (3).

5 Proceedings at general meetings

5.1 Number for a quorum

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

5.2 Requirement for a quorum

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

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

5.3 Quorum and time

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

- (a) if convened by, or on requisition of, Members is dissolved; and

- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

5.4 Adjourned meeting

At a meeting adjourned under rule 5.3(b), 40% by number of those persons who are Members and who are present and eligible to vote are a quorum.

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

5.5 President to preside over general meetings

The President is entitled to preside at general meetings.

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

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present;
- (c) the only Director present; or
- (d) a Member chosen by a majority of the Members present.

5.6 Conduct of general meetings

The chairman of a general meeting:

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

A decision by the chairman under this rule is final.

5.7 Adjournment of general meeting

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

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

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

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

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

5.8 Notice of adjourned meeting

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

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

5.9 Questions decided by majority

Subject to the requirements of the Act requiring a Special Resolution, rule 1.2 and rule 6.3, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes casting vote for chairman

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

5.11 Declaration of results

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

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

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

5.12 Poll

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

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

A demand for a poll may be withdrawn.

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

5.13 Objection to voting qualification

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

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

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

5.14 Chairman to determine any poll dispute

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

6 Votes of Members

6.1 Votes on show of hands

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

6.2 Votes on a poll

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

6.3 Relativity of votes

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

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

6.4 Right to appoint proxy

A Member entitled to attend a meeting of the Association or of any class of Members is entitled to appoint another person as their proxy to attend the meeting in their place.

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

However, in the case of a Standing Committee Member the appointment of a proxy must be approved by the relevant Standing Committee.

6.5 Right to appoint attorney

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

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

7 Obligations to FFA

7.1 Constitution

The Association must:

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

to promptly adopt changes in the constitution and by-laws of FFA made from time to time to the extent that they are applicable to the Association. In this clause the reference to changes to by-laws includes additional or replacement by-laws;
- (b) not otherwise amend or vary this Constitution without the consent of FFA and in accordance with the Act; or
- (c) not otherwise amend or vary any of its By-laws without the consent of FFA. This prohibition only relates to those By-laws dealing with the following:
 - (i) Zone boundaries;
 - (ii) the establishment, election, appointment, functions, membership and operation of Standing Committees;
 - (iii) the election and functions of Zone Representatives; and
 - (iv) the subject matter of by-laws adopted by FFA after the date of adoption of this Constitution by the Association.

However, FFA must consent to any amendment to this Constitution or those By-laws which are required by law.

7.2 Enforcement of rules

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

7.3 Register of participants

The Association must maintain a database of Registered Participants.

The database is to be established and maintained in the form, and contain the details, required by FFA from time to time.

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

FFA may audit a database maintained under this rule at its discretion and the Association must co-operate with FFA and do everything reasonably required by FFA to facilitate the audit.

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

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

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

8 FIFA and FFA

8.1 Compliance and co-operation

Subject to applicable law, the Association must:

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

8.2 Disputes

- (a) This rule 8.2 applies to a Dispute.
- (b) The parties to a Dispute must meet and discuss the matter in dispute, and, if possible, resolve the Dispute within 14 days after the Dispute comes to the attention of all of the parties.

- (c) If the parties are unable to resolve the Dispute at the meeting or meetings held in accordance with rule 8.2(b), or if a party fails to attend such a meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a Dispute between a Member and another Member, a person appointed by the Directors; or
 - (B) in the case of a Dispute between a Member and the Association, a person appointed by FFA.
- (e) A Member can be a mediator.
- (f) A Member who is a party to the Dispute cannot be a mediator.
- (g) The parties to a Dispute must, in good faith, attempt to settle the Dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process reasonable opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the Dispute throughout the mediation process.
- (i) The mediator must not determine the Dispute.
- (j) If the mediation process does not result in the Dispute being resolved, the parties may then seek to resolve the Dispute in accordance with the process set out in the Grievance Procedure.

8.3 Grievances

- (a) Subject to rule 8.2:
 - (i) all Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
 - (ii) the Association, Members, Directors, Secretaries and Public Officers must comply with the Grievance Procedure and must refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must not

commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.

- (iii) this rule 8.3 binds Members, Directors, Secretaries and Public Officers after they cease to be a Member, a Director or a Registered Participant if the dispute relates to a matter arising while they were a Member, a Director, a Secretary or a Public Officer.
- (b) The Association must ensure that Registered Participants and Clubs comply with this rule 8.3.

9 Patrons and Life Members

9.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Association.

9.2 Rights of Patrons

Patrons are:

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

9.3 Eligibility for Life Membership

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

9.4 Nomination requirements

A nomination under rule 9.3 must:

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

9.5 Admission to Life Membership

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

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

A nominee is admitted to Life Membership if:

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

9.6 Admission of Life Members by Directors

Despite rules 9.1 to 9.5, the Directors may admit Life Members, without nomination, at the first meeting of Directors occurring after the adoption of this Constitution.

9.7 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under rule 5.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with the Association to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

10 Directors

10.1 Number of Directors

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

- (a) a President who, is to be elected according to rule 10.8;
- (b) five other Directors who, are to be elected according to rule 10.8; and
- (c) up to two other Directors appointed according to rule 10.12.

10.2 First Directors

The First Directors are those persons who were the Commissioners of the Association immediately prior to the approval of this Constitution by the Registrar in accordance with the Act.

Subject to the Act and rule 10.16, the First Directors will each remain in office until the completion of the first annual general meeting occurring after

the adoption of this Constitution. The First Directors are eligible for re-election.

10.3 Eligibility

A person who:

- (a) is an employee of the Association or of FFA; or
- (b) holds any Official Position,

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

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and rule 10.16(e) applies.

10.4 Nomination for election

A Member or a Director may nominate a person for election as a Director (including as President).

A nomination must be in writing and signed by the nominator and nominee.

10.5 Rotation of Directors

At the annual general meeting in 2006 and at each second subsequent annual general meeting one-half of the Directors must retire from office.

If the number of Directors is not a whole number which is a multiple of two, the number of Directors is to be rounded down to the next whole number.

Rule 10.5 does not apply to Directors appointed under rule 10.12.

At the annual general meeting in 2006 the President will not be a retiring Director.

10.6 Directors to retire

The Directors to retire at any annual general meeting must be those who have been longest in office since their last election.

As between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

Rule 10.6 does not apply to the President, but only in respect of the retirement of Directors for the annual general meeting in 2006.

10.7 Office held until end of meeting

A retiring Director holds office until the end of the meeting at which that Director retires but, subject to rule 10.9, is eligible for re-election.

10.8 Director elected at general meeting

At a general meeting:

- (a) at which a Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to rule 10.12),

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

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

If one of the Directors to retire is the President, the election to fill that office must be held before the election to fill the other vacancies.

10.9 Maximum term of office

Subject to rule 10.10, a Director may not serve more than two consecutive terms as a Director.

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

Any period served as a First Director is not a term for the purposes of this rule.

10.10 Exception to rule 10.9

Despite rule 10.9, if a Director has served two consecutive terms as a Director but has not served as President, or has served only one of those terms as President, that person is eligible for election as President for one further consecutive four year term. After the end that further term, they may not be elected again as a Director until the second subsequent annual general meeting.

10.11 Casual vacancy

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

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

Service as a Director under this rule is a full term of office for the purposes of rules 10.6 and 10.9.

10.12 Appointed Directors

In addition to the Directors elected under rule 10.8, the Directors may themselves appoint up to two other Directors.

A Director appointed under this rule holds office for a term of two years but is eligible for re-appointment. The provisions of rules 10.5, 10.5, 10.6, and 10.8 do not apply to a Director appointed under this rule.

A Director appointed under this rule 10.12 may be removed from office by the Directors at their absolute discretion.

10.13 Vice-President

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

However, a person may hold the office of Vice-President only for as long as they are a Director.

10.14 Removal of Vice-President from office

A Vice-President may be removed from that office by the Directors at their absolute discretion.

10.15 Remuneration of Directors

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

- (a) paid by the Association for services rendered to it; and
- (b) reimbursed by the Association for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a Committee or the Association; or
 - (ii) otherwise engaged on the affairs of the Association.

10.16 Vacation of office

The office of a Director becomes vacant when the Director:

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

10.17 All Directors are committee members

For the purposes of the Act:

- (a) the board of the Association is its committee; and
- (b) all Directors are committee members.

11 Powers and duties of Directors

11.1 Directors to manage Association

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

11.2 Specific powers of Directors

Without limiting rule 11.1 the Directors may exercise all the Association's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Association or of any other person.

11.3 Appointment of attorney

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

11.4 Provisions in power of attorney

A power of attorney granted under rule 11.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

11.5 Minutes

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

11.6 Signing Cheques and other negotiable instruments

Cheques and other negotiable instruments may be signed by a Director nominated by the Directors, the Chief Executive Officer or such other person or persons determined by the Directors.

12 Proceedings of Directors

12.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. The Directors consent, by

accepting nomination as a Director, to meetings being held using any technology that gives the Directors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

12.2 Questions decided by majority

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

12.3 Chairman's casting vote

The chairman of the meeting has a casting vote.

12.4 Quorum

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

12.5 Effect of vacancy

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

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

12.6 Director attending and voting by proxy

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

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

The appointment must be for a particular meeting.

12.7 Convening meetings

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

12.8 President to preside at Directors' meeting

The President is entitled to preside at Directors' meetings.

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

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

12.9 Sub-Committees

The Directors may delegate any of their powers to Sub-Committees consisting of those persons they think fit, and may revoke that delegation.

12.10 Powers delegated to Sub-Committees

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

Powers delegated to and exercised by a Sub-Committee are taken to have been exercised by the Directors.

12.11 Sub-Committee meetings

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

12.12 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director signs.

12.13 Validity of acts of Directors

Everything done at a Directors' meeting or a Sub-Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

13 Chief Executive Officer

13.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer.

13.2 Powers, duties and authorities of Chief Executive Officer

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

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

13.3 Suspension and removal of Chief Executive Officer

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

13.4 Chief Executive Officer to attend Directors' meetings

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

13.5 Custody of relevant documents and securities

Relevant documents and securities of the Association will be retained in the custody or under the control of the Chief Executive Officer or such other person determined by the Directors.

14 Secretary & Public Officer

14.1 Appointment of Secretary

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

14.2 Suspension and removal of Secretary

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

14.3 Powers, duties and authorities of Secretary

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

14.4 Appointment of Public Officer

There must be a Public Officer of the Association who:

- (a) must be resident in the State; and
- (b) is to be appointed by the Directors.

14.5 Suspension and removal of Public Officer

The Directors may suspend or remove a Public Officer from that office.

14.6 Powers, duties and authorities of Public Officer

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

14.7 One person may occupy both offices

An individual may simultaneously hold the offices of Secretary and Public Officer.

15 By-laws

15.1 Making and amending By-laws

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

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

15.2 Effect of By-law

A By-law:

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

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

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

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

17 Funds

17.1 Source of Funds

The funds of the Association are to be derived from fees paid by Registered Participants and, subject to any resolution passed by the Association in general meeting, any other sources the Directors determine.

17.2 Funds management

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the objects specified in rule 2.1 in any manner the Directors determine.

18 Inspection of records

18.1 Inspection by Members

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

18.2 Right of a Member to inspect

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

19 Service of documents

19.1 Document includes notice

In this rule 19, **document** includes a notice.

19.2 Methods of service

The Association may give a document to a Member:

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

19.3 Methods of service on the Association

A Member may give a document to the Association:

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

19.4 Post

A document sent by post:

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

(b) if sent to an address outside Australia, must be sent by airmail, and in either case is taken to have been received on the day after the date of its posting.

19.5 Fax or electronic transmission

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

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

20 Indemnity

20.1 Indemnity of officers

Every person who is or has been:

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

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

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

unless:

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

20.2 Insurance

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

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

21 Winding up

21.1 Contributions of Members on winding up

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

This contribution is for:

- (a) payment of the Association's debts and liabilities contracted before their membership ceased;
 - (b) the costs of winding up; and
 - (c) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$20.00.

21.2 Excess property on winding up

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

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

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

22 Accounts

The Directors must cause the accounts of the Association to be audited as required by the Corporations Act and in compliance with the Act.

23 Definitions and interpretation

23.1 Definitions

In this Constitution unless the contrary intention appears:

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

Act means the Associations Incorporation Act 1981 (Vic).

Association means the Football Victoria Incorporated.

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

Chief Executive Officer means a person appointed as chief executive officer by the Directors according to the powers conferred on them by rule 13.

Club means:

- (a) a body corporate or incorporated association recognised by the Association and having the following characteristics:
 - (i) it organises teams to participate in competitions sanctioned by the Association or FFA;
 - (ii) all members of its teams are entitled to club membership; and
 - (iii) Club members (or their parent or guardian) may vote in an election for any club officeholders;
 - (iv) agrees to be bound by the Statutes and Regulations and those of the By-laws expressed to apply to or in relation to Clubs; or
- (b) any legal entity deemed to be a Club by the Association.

Commissioner has the meaning give to it in the constitution (rules) of the Association immediately prior to the approval of the Constitution by the Registrar in accordance with the Act.

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

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Association and includes the President and any Vice President.

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

Dispute means a dispute under this Constitution between:

- (a) a Member and another Member; or
- (b) a Member and the Association.

FFA means Football Federation Australia Limited ACN 106 478 068.

FIFA means Federation Internationale de Football Association.

First Directors means the persons nominated under rule 10.2.

First Members means the persons nominated under rule 3.1.

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

Grievance has the meaning given to that term in the Grievance Procedure;

Grievance Procedure means the procedures so named published by the Association, as amended from time to time.

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

Life Member means a person admitted as such under rule 9.

Member means a member of the Association nominated in rule 3.1 or admitted to membership under rule 3.8.

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

- (a) president, vice-president, public officer, secretary, treasurer, director, committee member or member of the governing body (however described) of a Club, association (incorporate or unincorporated) or other entity (including any Member or another or State Body or its members) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) a member of a Standing Committee; or
- (c) a Zone Representative.

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

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

President means the President from time to time of the Association.

Public Officer has the meaning and functions accorded to that office as set out in the Act.

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

Registered Participant means a person registered by or with the Association in the category of:

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

Registrar has the meaning given to it in the Act.

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

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

Special Resolution has the meaning given to it in the Act.

Standing Committee means a Standing Committee established under clause 3.6.

State means Victoria.

State Body has the meaning given to that term in the constitution of FFA.

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

Sub-Committee means a sub-committee established under rule 12.9.

Vice-President means the person (if any) elected from time to time under rule 10.13.

Zone means a geographical area determined to be a Zone according to rule 3.4.

Zone Representative means a person elected as such according to the By-laws.

23.2 Interpretation

- (a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
 - (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Association in that calendar year under the Act; and
 - (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.
- (b) In this Constitution unless the contrary intention appears:
- (i) **(gender)** words importing any gender include all other genders;
 - (ii) **(person)** the word “person” includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (iii) **(successors)** a reference to an organisation includes a reference to its successors;
 - (iv) **(singular includes plural)** the singular includes the plural and vice versa;
 - (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
 - (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
 - (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
 - (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

23.3 Corporations Act

In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a

particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

23.4 Headings

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

23.5 “Include” etc

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

23.6 Powers

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