

**CONSTITUTION**  
**of**  
**FOOTBALL FEDERATION**  
**SUNRAYZIA**  
**INCORPORATED**

March 2015

Incorporation Number: A0062706N

ABN: 53 051 486 497

<b>1</b>	<b>Name and Purposes of the Federation</b>	<b>1</b>
1.1	Name	1
1.2	Purposes	1
1.3	Alteration of purposes and Constitution	1
<b>2</b>	<b>Income and payments</b>	<b>1</b>
2.1	Application of income	1
2.2	No dividends, bonus or profit to be paid to Members	1
2.3	Payments in good faith	2
<b>3</b>	<b>Membership</b>	<b>2</b>
3.1	Ongoing Membership	2
3.2	Members	2
3.3	Duration of membership	2
3.4	Members admitted to membership	2
3.5	Admission of Members	3
3.6	Ceasing to be a Member	3
3.7	No claim against the Federation	3
3.8	Limited liability	3
3.9	Members subscriptions	4
3.10	Register of Members	4
<b>4</b>	<b>General meetings</b>	<b>5</b>
4.1	Annual general meeting	5
4.2	Power to convene general meeting	5
4.3	Use of technology at general meetings	5
4.4	Notice of general meeting	5
4.5	Directors entitled to attend general meetings	5
4.6	Non-receipt of notice	5
<b>5</b>	<b>Proceedings at general meetings</b>	<b>5</b>
5.1	Number for a quorum	5
5.2	Requirement for a quorum	5
5.3	Quorum and time	6
5.4	Adjourned meeting	6
5.5	President to preside over general meetings	6
5.6	Conduct of general meetings	6
5.7	Adjournment of general meeting	6
5.8	Notice of adjourned meeting	7
5.9	Questions decided by majority	7
5.10	Equality of votes casting vote for chairman	7
5.11	Declaration of results	7
5.12	Poll	7
5.13	Objection to voting qualification	8
5.14	Chairman to determine any poll dispute	8
<b>6</b>	<b>Voting rights of Members</b>	<b>8</b>
6.1	Votes on show of hands	8
6.2	Votes on a poll	8
6.3	Proxy voting	8

<b>7</b>	<b>FFA and FFV</b>	<b>8</b>
7.1	Constitution	8
7.2	Enforcement of rules	9
7.3	Disputes	9
<b>8</b>	<b>Patrons and Life Members</b>	<b>10</b>
8.1	Appointment and removal of Patrons	10
8.2	Rights of Patrons	10
8.3	Eligibility for Life Membership	10
8.4	Nomination requirements	10
8.5	Admission to Life Membership	10
8.6	Rights of Life Members	11
<b>9</b>	<b>Directors</b>	<b>11</b>
9.1	Powers of the Board	11
9.2	Number of Directors	11
9.3	Elections	11
9.4	Term of office	12
9.5	Casual vacancy	12
9.6	Vacation of office	12
9.7	Directors to be bound by Federation Rules	13
9.8	Non Member Directors	13
<b>10</b>	<b>Powers and duties of Directors</b>	<b>13</b>
10.1	Ongoing appointment as Directors	13
10.2	Directors to manage Federation	13
10.3	Minutes	13
10.4	Signing Cheques and other negotiable instruments	13
<b>11</b>	<b>Proceedings of Directors</b>	<b>13</b>
11.1	Directors meetings	13
11.2	Questions decided by majority	14
11.3	Chairman's casting vote	14
11.4	Quorum	14
11.5	Effect of vacancy	14
11.6	Director attending and voting by proxy	14
11.7	Convening meetings	14
11.8	President to preside at Directors' meeting	14
11.9	Subcommittees	14
11.10	Powers delegated to Subcommittees	15
11.11	Subcommittee meetings	15
11.12	Circulating resolutions	15
11.13	Validity of acts of Directors	15
11.14	Conflicts of interest	15
<b>12</b>	<b>Secretary</b>	<b>15</b>
12.1	Election and Appointment of Secretary	15
12.2	Vacation in office of Secretary	16
12.3	Powers, duties and authorities of Secretary	16
<b>13</b>	<b>By-laws</b>	<b>16</b>
13.1	Making and amending By-laws	16
13.2	Effect of By-law	16

<b>14</b>	<b>Seals</b>	<b>16</b>
14.1	Safe custody of common seals	16
14.2	Use of common seal	16
<b>15</b>	<b>Funds</b>	<b>16</b>
15.1	Source of Funds	16
15.2	Funds management	17
<b>16</b>	<b>Inspection and copying of and access to records</b>	<b>17</b>
16.1	Inspection by Members	17
16.2	Right of a Member to inspect, copy or access documents	17
16.3	Custody of documents	17
<b>17</b>	<b>Service of documents</b>	<b>17</b>
17.1	Document includes notice	17
17.2	Methods of service	17
17.3	Methods of service on the Federation	17
17.4	Post	18
17.5	Fax or electronic transmission	18
<b>18</b>	<b>Indemnity</b>	<b>18</b>
18.1	Indemnity of office holders	18
18.2	Insurance	18
<b>19</b>	<b>Winding up</b>	<b>19</b>
19.1	Contributions of Members on winding up	19
19.2	Excess property on winding up	19
<b>20</b>	<b>Financial statements</b>	<b>19</b>
<b>21</b>	<b>Disciplining of members</b>	<b>19</b>
21.1	Grounds for taking disciplinary action	19
21.2	Disciplinary Subcommittee	20
21.3	Notice to member	20
21.4	Decision of subcommittee	20
21.5	Appeal rights	21
21.6	Conduct of disciplinary appeal meeting	21
<b>22</b>	<b>Definitions and interpretation</b>	<b>22</b>
22.1	Definitions	22
22.2	Interpretation	23
22.3	Corporations Act	24
22.4	Headings	24
22.5	"Include" etc	24
22.6	Powers	24
22.7	Purposes	24
<b>APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF FOOTBALL FEDERATION SUNRAYSLIA INC</b>		<b>25</b>
<b>APPENDIX 2 – FORM OF APPOINTMENT OF PROXY (For use at Directors' meetings only)</b>		<b>26</b>

---

## **1 Name and Purposes of the Federation**

### **1.1 Name**

The name of the incorporated association is "Football Federation Sunraysia Incorporated".

### **1.2 Purposes**

The purposes for which the Federation is established are to:

- (a) promote, provide for, regulate and ensure effective management of all forms of football participation both competitive and social, under the control of or authorised by the Federation;
- (b) facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for football;
- (c) foster friendly relations among the officials and players of Football by encouraging Football games;
- (d) endeavour to prevent racial, religious, gender or political discrimination or distinction among Football players;
- (e) co-operate with FFA and/or FFV 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;
- (f) endeavour to prevent infringement of the constitution and by-laws of FFA and/or FFV and protect Football from abuse;
- (g) act in the best interests of the Federation and Football.

To avoid doubt, the Federation may engage in trade or trading activities consistent with these purposes.

### **1.3 Alteration of purposes and Constitution**

Subject to **rule 7.1**, an addition, amendment or alteration of the purposes in **rule 1.2** 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 Federation's profits (if any), other income and property, however derived, must be applied only to promote its purposes.

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

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

### 2.3 Payments in good faith

Subject to **rule 9.5**, **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 Club of which an officer or Member is a director, member or shareholder:

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

## 3 Membership

### 3.1 Ongoing Membership

Those persons, or incorporated bodies, who were members of the Federation immediately prior to the approval of this Constitution, shall continue to be Members of the Federation in accordance with **rule 3.2**. The Association must have at least 5 members.

### 3.2 Members

The Members of the Federation shall consist of:

- a) Any Incorporated Football (Soccer) Club or any other incorporated organisation who applies for and is accepted to participate in Federation controlled activities;
- b) Life members, who subject to this Constitution, shall have the rights set out in **rule 8.6**.

### 3.3 Duration of membership

A person admitted to membership under **rule 3.2** will cease to be a Member according to this Constitution and the By-laws.

### 3.4 Members admitted to membership

The Federation must procure that each Member (and their players, coaches, supporters and officials) admitted to membership agrees to be bound by and observe:

- (a) This Constitution;
- (b) The Laws of the Game;
- (c) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;
- (d) The FFS Codes of Behaviour and Rules of Competition, as amended from time to time; and

- (e) The FFS Code of Conduct, as amended from time to time.

subject always to the application of the established order of precedence set out in **rule 22.2(a)(iv)**.

### **3.5 Admission of Members**

An incorporated club or organisation ("applicant") must:

- (a) apply for membership of the Federation in writing (in the form set out in **Appendix 1** or a form which incorporates the applicant's agreement to the details set out in **Appendix 1**), accompanied by the appropriate fee (if any) and submitted by the applicant's representative and lodged with the Federation, and;
- (b) Pay the appropriate admission fee (if any).
- (c) Continue to pay the annual membership fee (if any).

Before admission as a Member, an incorporated club or organisation must complete a written application which includes an agreement that their players, coaches, supporters and officials are to be bound by this Constitution, the By-laws and the Statutes, Regulations, applicable Codes of Conduct and Behaviour and Rules of Competition (of the Federation, under **rule 3.4** as applicable).

The directors are not obliged to admit any applicant to membership and where an application is rejected the directors do not need to provide an explanation.

Life membership is awarded in accordance with **rule 8**.

### **3.6 Ceasing to be a Member**

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

- (a) Resignation, by notice to the Federation in writing;
- (b) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the club's (or any other incorporated organisation's), joint or separate estate generally;
- (c) the termination of their membership according to this Constitution; or
- (d) the expiry of the term of their membership according to **rule 3.3**.

### **3.7 No claim against the Federation**

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

### **3.8 Limited liability**

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

### **3.9 Members subscriptions**

Membership fees, subscriptions or other amounts payable by Members to the Federation shall be determined by the Directors from time to time. To avoid doubt, the Directors or Federation must not strike or impose any fee, subscription or other amount on any Member:

- (a) which relates solely or principally to the right to attend, debate or vote in general meeting
- (b) in addition to the Association's regular membership fee, for the right of a Member to attend, debate or vote in general meeting; or
- (c) in any other ways disassociates attendance, participation or voting rights at general meetings from the usual rights of Members whether they participate in the Federation as players, administrators, officials or otherwise.

### **3.10 Register of Members**

A register of Members must be kept and contain:

- (a) the name and address of each Member
- (b) the class of membership of the Member (if any)
- (c) the date on which each Member was admitted to membership of the Federation
- (d) if applicable, the date of, and reasons for termination of membership

In addition to the details above, the register must be maintained in the form, and contain such details as may be required by FFA AND OR FFV from time to time. Information about a member who is no longer a Member of the Federation, other than the member's name and the date on which they ceased to be a Member, must be removed from the register of Members within 14 days of cessation of membership or as otherwise prescribed by the Act.

The Federation must provide (if requested) FFA and/or FFV with a copy of its register by 1 February and 1 August each year, certified by the Secretary to be true and correct as at the previous 31 December and 30 June respectively.

The register of Members will be made available (if requested) for inspection by a Member at a reasonable time (but not copying in any form) within a reasonable time of receipt by the Secretary of a written request made by a Member, subject always to restrictions on access to personal information available under the Act or otherwise at law.



---

## **4 General meetings**

### **4.1 Annual general meeting**

Annual general meetings of the Federation 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 Use of technology at general meetings**

A Member not physically present at a general meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other, subject always to such reasonable requirements regarding the availability and use of such technology as the Directors may reasonably determine.

For the purposes of these rules, a Member participating in this manner is taken to be present at the general meeting and, if the Member votes (by any method available using the relevant technology) at the meeting, is taken to have voted in person (irrespective of whether voting is stated in these rules to be by show of hands or by poll).

### **4.4 Notice of general meeting**

Notice of a meeting of Members must be given at least 21 days before the meeting and in accordance with **rule 17** and the Act.

### **4.5 Directors entitled to attend general meetings**

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

### **4.6 Non-receipt of notice**

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

---

## **5 Proceedings at general meetings**

### **5.1 Number for a quorum**

Subject to **rule 5.4**, 60% by number of those 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
- (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 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 Directors shall appoint a Director to preside as chairman for that meeting only.

### **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
- (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 and **rule 1.3**, 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 (including a special 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 Federation, 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.

A declaration by the chairman that a resolution (including a special resolution) has by poll 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 Federation, is conclusive evidence of the fact, subject always to that declaration being made after the votes are counted.

### 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 Voting rights of Members

### 6.1 Votes on show of hands

On a show of hands each Member entitled to vote under **rule 3.2** (and not otherwise disqualified from voting) and present at a general meeting has one vote.

### 6.2 Votes on a poll

On a poll each Member entitled to vote under **rule 3.2** (and not otherwise disqualified from voting) and present at a general meeting has one vote.

### 6.3 Proxy voting

Proxy voting is not permitted at general meetings of the Federation.

## 7 FFA and FFV

### 7.1 Constitution

The Federation must:

- (a) be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:
  - (i) it organises all forms of football participation both competitive and social, sanctioned by FFA and/or FFV;
  - (ii) members may vote in an election for any officeholders;
  - (iii) agrees to be bound by the Statutes and Regulations, the Laws of the Game and by-laws expressed to apply to it;
  - (iv) Use all reasonable endeavours to prevent infringement of the constitutions and by laws of FFA and/or FFV and protect Football from abuse.
- (b) amend:
  - (i) this Constitution
  - (ii) the By-laws

to promptly adopt changes (once advised) in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Federation. In this clause the reference to changes to by-laws includes additional or replacement by-laws

## 7.2 Enforcement of rules

Subject to applicable law, the Federation must:

- (a) promulgate and 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 an/or FFV in all matters relating to the organisation of competitions, the Federation's own competitions and Football in general.

## 7.3 Disputes

- (a) This **rule 7.3** applies to a Dispute. In any Dispute, a Member may appoint a person to act on behalf of the Member in the Dispute procedure, and accordingly, a reference to a party to a Dispute includes reference to a person acting on behalf of a Member.
- (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 7.3(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 an unbiased decision maker and 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 Federation, a person appointed by FFA and/or FFV.
- (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 Patrons and Life Members**

### **8.1 Appointment and removal of Patrons**

The Directors may appoint and remove Patrons of the Federation.

### **8.2 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.

### **8.3 Eligibility for Life Membership**

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

### **8.4 Nomination requirements**

A nomination under **rule 8.3** 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.

### **8.5 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.

## 8.6 Rights of Life Members

Unless also an Ordinary Member 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 or unless they are expelled from the Federation;
- (c) subject to any separate agreement with the Federation 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.

## 9 Directors

### 9.1 Powers of the Board

- (a) Subject to the Act and this Constitution, the business of the Federation shall be managed and the powers of the Federation shall be exercised by the Board. The Board's primary responsibility is one of trusteeship on behalf of its stakeholders, ensuring that the legal entity, the Federation, remains viable and effective in the present and for the future. The Board's role includes determining the Federation's strategic direction, core values and ethical framework, as well as key objectives and performance measures. A key critical component of this role is the Board's ultimate authority and responsibility for financial operations and budgeting to ensure the achievement of strategic objectives.

### 9.2 Number of Directors

The board will consist of no fewer than 5 and no more than 11 Directors comprised as follows:

- (a) the President
- (b) the Secretary
- (c) the Treasurer
- (d) up to 8 other board members

who must all be members and who shall be elected under **rule 9.2** or be a non Member Director appointed under **rule 9.9**.

### 9.3 Elections

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.

If insufficient nominations are received to fill all available Director vacancies the candidates nominated shall, subject to declaration by the chairman, be deemed to be elected.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairman, be deemed to be elected.

If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy.

Elections shall be conducted by such means as is prescribed by the Directors.

#### **9.4 Term of office**

Directors shall hold office for a term of two years and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the second following Annual General Meeting.

#### **9.5 Casual vacancy**

The Directors may at any time (and if the vacancy is for the position of Secretary, must, within 14 days as required by the Act) 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 **rule**

#### **9.5. Remuneration of Directors**

A Director may not be paid for services as a Director but, with the approval of the Directors, may be reimbursed by the Federation for their reasonable expenses when:

- (a) travelling to or from meetings of the Directors, a Committee or the Federation; or
- (b) otherwise engaged in the affairs of the Federation.

#### **9.6 Vacation of office**

The office of a Director becomes vacant when the Director:

- (a) is disqualified by the Act from being a committee member or is otherwise taken to have vacated their office as a committee member under the Act, including on removal by Special Resolution;
- (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 Federation; or



- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

### **9.7 Directors to be bound by Federation Rules**

By accepting office, each Director agrees to be bound by and observe:

- (a) this Constitution;
- (b) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Directors of Federations;

### **9.8 Non Member Directors**

The Board shall have power at any time, and from time to time:

- a) appoint no more than 5 people to each hold office as a Non-Member Director of the Federation and upon such terms as to remuneration and otherwise as the Board thinks fit, to vary the terms of such appointment and to remove such person from office;
- b) They will agree to be bound and observe the same rights and responsibilities as other Directors of the Federation
- c) They will be appointed by the board for a 2 year term and may serve in any capacity including President

## **10 Powers and duties of Directors**

### **10.1 Ongoing appointment as Directors**

Unless their position is no longer available under this Constitution, those persons who were Directors of the Federation immediately prior to the approval of this Constitution shall continue to be Directors of the Federation in accordance with **rule 9.1**.

### **10.2 Directors to manage Federation**

The Directors are to manage the Federation's business and may exercise those of the Federation's powers that are not required, by the Act or by this Constitution, to be exercised by the Federation in general meeting. The Secretary must do those things required to be carried out by the Secretary of an association under the Act.

### **10.3 Minutes**

The Directors must cause accurate minutes of meetings (both general and directors') to be made and kept according to the Act.

### **10.4 Signing Cheques and other negotiable instruments**

Cheques and other negotiable instruments must be signed by at least two Directors nominated by the Directors.

## **11 Proceedings of Directors**

### **11.1 Directors meetings**

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

nomination as a Director, to meetings being held using any technology that allows the Directors to clearly and simultaneously communicate with each other participating Director. A Director who participates in a meeting in this manner is taken to be present at the meeting. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

### **11.2 Questions decided by majority**

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

### **11.3 Chairman's casting vote**

The chairman of the meeting has a casting vote.

### **11.4 Quorum**

Until otherwise determined by the Directors, 4 (four) Directors (at least two of whom are entitled to vote) present in person or by proxy is a quorum.

### **11.5 Effect of vacancy**

The continuing Directors may act despite a vacancy in their number. If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

### **11.6 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 appointer in the form set out in **Appendix 2** or a similar form approved by the Directors.

The appointment must be for a particular meeting.

### **11.7 Convening meetings**

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

### **11.8 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 Directors shall appoint a Director to preside as chairman for that meeting only.

### **11.9 Subcommittees**

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

### **11.10 Powers delegated to Subcommittees**

A Subcommittee 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 Subcommittee are taken to have been exercised by the Directors.

### **11.11 Subcommittee meetings**

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

### **11.12 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.

### **11.13 Validity of acts of Directors**

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

### **11.14 Conflicts of interest**

A Director who has a material personal interest in a matter being considered at a Directors' meeting must, as soon as the Director becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Directors.

The interested Director must not be present while the matter is being considered at the meeting and must not vote on the matter.

Any such material personal interest must otherwise be dealt with in accordance with the Act

## **12 Secretary**

### **12.1 Election and Appointment of Secretary**

There must be a Secretary of the Federation (who is a Director) who must be:

- (a) over 18 years of age;
- (b) resident in Australia; and
  - (i) in the case of a first secretary, is the person who fills the office of first secretary in accordance with the Act; or
  - (ii) in any other case, is the person elected or appointed in accordance with these rules.

## **12.2 Vacation in office of Secretary**

The office of Secretary is vacated if the Secretary ceases to reside in Australia or otherwise in accordance with **rule 9.7**.

## **12.3 Powers, duties and authorities of Secretary**

The Secretary holds office on the terms and conditions and with the powers, duties and authorities set out under the Act and otherwise as determined by the Directors.

# **13 By-laws**

## **13.1 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 Federation's affairs and may amend, repeal and replace those By-laws, but only to the extent the Federation can do so under **rule 7.1**.

Subject to **rule 7.1**, the Federation 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 under that By-law.

## **13.2 Effect of By-law**

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution and the objectives stated in FFA and/or FFV's 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.

# **14 Seals**

## **14.1 Safe custody of common seals**

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

## **14.2 Use of common seal**

If the Federation 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 or another person appointed by the Directors to countersign that document or a class of documents in which that document is included or as otherwise authorised under the Act.

# **15 Funds**

## **15.1 Source of Funds**

The funds of the Federation are to be derived from fees paid by Members and any other sources the Directors determine.

## **15.2 Funds management**

The funds of the Federation are to be used solely for the purposes specified in **rule 2.1** in any manner the Directors determine.

## **16 Inspection and copying of and access to records**

### **16.1 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 financial records, securities and other relevant documents of the Federation or any of them will be open for inspection, copying or access by the Members.

### **16.2 Right of a Member to inspect, copy or access documents**

On request, a Member is entitled to have access to and may copy these rules and the minutes of general meeting (including the annual financial statements of the Federation submitted at the general meeting). A Member does not otherwise have the right to inspect, copy or have access to any financial records, securities or other relevant document of the Federation (including minutes of Directors' meetings) except as provided by law or authorised by the Directors.

### **16.3 Custody of documents**

The Treasurer must keep in his or her custody or control the financial records of the Federation for the current financial year and any other financial records as authorised by the Directors, except as otherwise provided in these rules the Secretary must keep in his or her custody or under his or her control, all books, financial records, securities and other documents of the Federation.

## **17 Service of documents**

### **17.1 Document includes notice**

In this **rule 17**, **document** includes a notice.

### **17.2 Methods of service**

The Federation may give a document to a Member:

- (a) personally; or
- (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; or
- (d) by posting it on the Federation's website.

### **17.3 Methods of service on the Federation**

A Member may give a document to the Federation by:

- (a) delivering it to the Registered Office; or
- (b) sending it by post to the Registered Office; or

- (c) sending it to a fax number or electronic address nominated by the Federation.

#### **17.4 Post**

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) 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.

#### **17.5 Fax or electronic transmission**

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

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

## **18 Indemnity**

### **18.1 Indemnity of office holders**

Every person who is or has been a Director or other office holder of the Federation (as defined in the Act) is entitled to be indemnified out of the property of the Federation against:

- (a) every liability incurred in good faith by the person in that capacity (except a liability for legal costs); and
- (b) 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:

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

### **18.2 Insurance**

The Federation 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 or other office holder of the Federation against liability incurred by the person in that capacity, including a liability for legal costs, unless the:

- (a) Federation is forbidden by statute to pay or agree to pay the premium; or

- (b) contract would, if the Federation paid the premium, be made void by statute.

---

## 19 Winding up

### 19.1 Contributions of Members on winding up

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

This contribution is for:

- (a) payment of the Federation'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 \$1.00.

### 19.2 Excess property on winding up

If on the winding up or dissolution of the Federation, 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 purposes similar to those of the Federation; 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 Federation 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.

---

## 20 Financial statements

The Directors must cause the financial statements of the Federation to be kept, disclosed, reported and otherwise dealt with (which may include the financial statements being reviewed or audited) in compliance with the Act.

---

## 21 Disciplining of members

### 21.1 Grounds for taking disciplinary action

The Federation may take disciplinary action against a member if it is determined that the member—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Federation; or
- (c) has engaged in conduct prejudicial to the Federation.

## 21.2 Disciplinary Subcommittee

- 1) If the board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 2) The members of the disciplinary subcommittee—
  - a) may be board members, members of the Federation or anyone else; but
  - b) must not be biased against, or in favour of, the member concerned.

## 21.3 Notice to member

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Federation proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
  - (d) advising the member that they may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under **rule 21.5**.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 21.4 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with **subrule (1)**, the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to **subrule (3)** —
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period;  
or
    - (iii) expel the member from the Federation.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.



## 21.5 Appeal rights

- (1) A member whose membership rights have been suspended or who has been expelled from the Federation under **rule 21.4** may give notice to the effect that they wish to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a member has given notice under subrule (2), a disciplinary appeal meeting must be convened by the subcommittee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Federation who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## 21.6 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the member whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision

---

## 22 Definitions and interpretation

### 22.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the Associations Incorporation Reform Act 2012 (Vic). (The Act is available from the Consumer Affairs website [www.consumer.vic.gov.au](http://www.consumer.vic.gov.au) )

**Federation** means FOOTBALL FEDERATION SUNRAYSIA Incorporated.

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

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

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Federation and includes the President (and is the same as a reference to a 'committee member' or a 'member of the committee' under the Act).

**Directors** mean all or some of the directors of the Federation acting as a board (and is the same as a reference to the 'committee' under the Act)

**Dispute** means a dispute under this Constitution between:

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

**FFA** means Football Federation Australia ACN 106 478 068

**FIFA** means Federation Internationale de Football Association.

**FFV** means Football Federation Victoria Incorporated

**Football** means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Federation or the date of adoption of this Constitution, 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 in the FFV Grievance, Disciplinary, Tribunal By-Law, 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 8**.

**Member** means a member of the Federation admitted to membership under **rule 3.2**.

**Patron** means any person of influence or support appointed by the Federation as a Patron of the Federation under **rule 8.1**.

**President** means the President from time to time of the Federation.

**Secretary** has the meaning and functions accorded to that office as set out in the Act.

**Registered Office** means the registered address of the Federation from time to time.

**Registrar** has the meaning given to it in the Act.

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

**State** means Victoria.

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

## 22.2 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 attorney
- (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 Federation 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.
- (iv) **(precedence)** unless contrary to this constitution, the law or expressly stated to the contrary, in the event of inconsistency between any Statutes, Rules, Regulations, Laws, Policy or other governing document of a relevant body or bodies, the relevant governing document of the relevant body applies in accordance with the established order of precedence within the sport of football, from international, national, state and regional, down to local level.

(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.

### 22.3 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.

### 22.4 Headings

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

### 22.5 "Include" etc

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

### 22.6 Powers

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

### 22.7 Purposes

A reference in this Constitution to purposes is the same as a reference to "objects" or "objects and purposes" or "statement of purposes" under the *Associations Incorporation Act 1981* (Vic) (in this clause, "Previous Act") or in the administration of the Federation under the Previous Act.

---

**APPENDIX 1 - APPLICATION FOR MEMBERSHIP OF FOOTBALL FEDERATION SUNRAYSLIA INC**

Name of Club (or incorporated Organisation).....

Address of Above.....

Do hereby apply to become a member of **Football Federation Sunraysia** Incorporated

As a club (or incorporated Organisation), we (and our players, coaches, supporters and officials) agree to be bound by and observe the following (for the time being in force and applicable to me as a Member of the Federation):

- (a) this Constitution
- (b) the Laws of the Game
- (c) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members
- (d) the FFS Codes of Behaviour and Rules of Competition, as amended from time to time
- (e) the FFS Code of Conduct, as amended from time to time

.....  
Signature of member club or organisation's President

.....  
Signature of member club or organisation's Secretary

Date .....

---

**APPENDIX 2 – FORM OF APPOINTMENT OF PROXY (For use at Directors' meetings only)**

I,.....  
(name)

of .....  
(address)

being the delegate of .....  
(name of member club or organisation)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a member of .....  
(name of member club or organisation)

as my proxy to vote for me on my behalf at the Directors' meeting of the Federation to be held on

*Date of meeting* ..... and at any adjournment of that meeting

My proxy is authorised to vote in favour of / against\* the following resolution (insert details of resolution).

.....  
Signed  
Date

\* Delete if not applicable