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1 Purposes of Club

1.1 Purposes

The purposes for which the Club is established are to:

(a) be the member Club of FFA and to comply with the constitution and by-laws of FFA and FFV;

(b) prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;

(c) foster friendly relations among the officials and players of Football by encouraging Football games;

(d) prevent racial, religious, gender or political discrimination or distinction among Football players;

(e) promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games under the control of or authorised by the Club;

(f) co-operate with FFA, 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;

(g) facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football; and

(h) act in the best interests of the Club and Football.

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

1.2 Alteration of purposes and Constitution

Subject to **rule 7.1**, an addition, amendment or alteration of the purposes 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 Club'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 Club'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 9.6**, **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 Club;

(b) for goods supplied to the Club in the ordinary course of business;

(c) of interest on money borrowed from them by the Club at a rate not exceeding the rate fixed for the purposes of this **rule 2.3** by the Club in general meeting; or

(d) of reasonable rent for premises let by them to the Club.

3 Membership

3.1 Ongoing Membership

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

3.2 Members

The Members of the Club shall consist of:

(a) Life Members, who subject to this Constitution, shall have the rights set out in **rule 8.6**;

(b) Ordinary Members over 18 years of age who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;

(c) Social Members over 18 years of age being persons other than Ordinary Members who are interested in promoting the Club but who do not participate in the playing activities (including in the role of player, coach or official) of the Club and who shall not be entitled to be present, debate and vote at General Meetings; and

(d) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Junior Member's parent or legal guardian.

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 Club must procure that each Member 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 Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;

(e) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and

(f) The FFA 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 individual ("applicant") must either:

(a) self-register and pay the appropriate fee (if any) through the approved FFV registration system (online or otherwise), which registration process includes the applicant agreeing to become a Member of the Club and be bound by this Constitution, the By-laws and the Statutes, Regulations, applicable Codes of Conduct and Behaviour and Rules of Competition (of FFA, FFV and the Club, as applicable); or

(b) apply for membership of the Club by application 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 or his/her nominated representative and lodged with the Club.

Before admission as a Member, an applicant must complete the approved FFV self-registration process (online or otherwise) or a written application which includes an agreement to be bound by this Constitution, the By-laws and the Statutes, Regulations, applicable Codes of Conduct and Behaviour and Rules of Competition (of FFA, FFV and the Club, under **rule 3.4** as applicable).

Subject to the above and to the prior or concurrent completion of any additional Club membership requirement (if any) which are consistent with the requirements of the approved FFV registration process, the applicant becomes a Member of the Club:

(c) from the time of completion of the approved FFV registration process (online or otherwise and including payment), whether by self-registration or registration or approval by a Club official, unless the applicant's application for registration or Club membership is validly refused by the Club including in accordance with the National Competition Regulations; or

(d) if there is no applicable FFV registration process for a particular category of membership, at the time of approval of the membership application by the Directors or the Club as required.

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 Club in writing;

(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 3.3**.

3.7 No claim against the Club

No Member whose membership ceases has any claim against the Club 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 Club, or the costs, charges and expenses of the winding up of the Club.

3.9 Members subscriptions

Membership fees, subscriptions or other amounts payable by Members to the Club shall be determined by the Directors from time to time. To avoid doubt, the Directors or Club 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 Club 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 Club; and

(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 FFV from time to time. Information about a person who is no longer a Member of the Club, other than the person's name and the date on which the person 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 Club must provide FFV (and to FFA if requested by FFA) 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 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 Club 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**, 30 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)**, 20 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 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; 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 and **rule 1.2**, 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 Club, 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 of 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 Club, 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, provided always that a parent or legal guardian of a Junior Member has one vote for each Junior Member he or she represents.

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, provided always that a parent or legal guardian of a Junior Member has one vote for each Junior Member he or she represents.

6.3 Proxy voting

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

7 FFA and FFV

7.1 Constitution

The Club 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 teams to participate in competitions sanctioned by FFV or FFA;

(ii) all members of its teams are entitled to membership;

(iii) members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through the Junior Member's parent or other legal guardian if under 18 years of age);

(iv) agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and

(v) prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;

(b) amend:

(i) this Constitution; or

(ii) the By-laws,

to promptly adopt changes 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 Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;

(c) not otherwise amend or vary this Constitution without the prior written consent of FFV and in accordance with the Act; or

(d) not otherwise amend or vary any of its By-laws without the prior written consent of FFV.

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

7.2 Enforcement of rules

Subject to applicable law, the Club 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 and FFV in all matters relating to the organisation of competitions, the Club'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 Club, a person appointed by 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 Club.

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 Club;

(c) subject to any separate agreement with the Club 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 Number of Directors

There are to be no more than 10 Directors comprised as follows:

(a) the President;

(b) the Secretary (which is a mandatory position under the Act);

(c) the Treasurer; and

(d) 7 other committee members;

who must all be Ordinary Members (or the parent or other legal guardian of a Junior Member) and who shall be elected under **rule 9.2**.

9.2 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.

9.3 Term of office

Directors shall hold office for a term of 5 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 fifth following Annual General Meeting.

9.4 Maximum term of office

Unless otherwise approved by the Members in General meeting a Director may not serve more than three consecutive terms as a Director.

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

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 9.3**.

9.6 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 Club for their reasonable expenses when:

(a) travelling to or from meetings of the Directors, a Committee or the Club; or

(b) otherwise engaged on the affairs of the Club.

9.7 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 Club; or

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

9.8 Directors to be bound by Club, FFV and FFA 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 Clubs;

(c) the Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;

(d) the FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and

(e) the FFA Code of Conduct, as amended from time to time.

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 Club immediately prior to the approval of this Constitution shall continue to be Directors of the Club in accordance with **rule 9.1**.

10.2 Directors to manage Club

The Directors are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club 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, 3 (three) 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 appointor 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 Committees

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

11.10 Powers delegated to Committees

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

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

11.11 Committee meetings

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

11.12 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 Sub-Committee 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 Club (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 Club's affairs and may amend, repeal and replace those By-laws, but only to the extent the Club can do so under **rule 7.1**.

Subject to **rule 7.1**, the Club 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 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 Club.

14.2 Use of common seal

If the Club 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 Club are to be derived from fees paid by Members and any other sources the Directors determine.

15.2 Funds management

The funds of the Club 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 Club 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 Club 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 Club (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 Club 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 Club.

17 Service of documents

17.1 Document includes notice

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

17.2 Methods of service

The Club 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 Club's website.

17.3 Methods of service on the Club

A Member may give a document to the Club 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 Club.

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 Club (as defined in the Act) is entitled to be indemnified out of the property of the Club 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 Club is forbidden by statute to indemnify the person against the liability or legal costs; or

(d) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

18.2 Insurance

The Club 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 Club against liability incurred by the person in that capacity, including a liability for legal costs, unless the:

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

(b) contract would, if the Club 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 Club's property if the Club is wound up while they are a Member or within one year after their membership ceases.

This contribution is for:

(a) payment of the Club'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 Club, 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 Club; 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 Club 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 Club 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 Introduction

This rule sets out the procedure for dealing with disciplinary actions and matters and:

(a) establishes a Judiciary Panel to hear disciplinary matters of the Club; and

(b) sets out the procedures of that Judiciary Panel.

21.2 Judiciary Panel

The Judiciary Panel shall be convened and function as follows.

(a) The Directors may convene a Judiciary Panel of such persons (being unbiased decision makers), on such terms and for such purpose(s) as is required. A member of each Judiciary Panel appointed shall act as Judiciary Panel Secretary and keep records of all investigations and decisions.

(b) The jurisdiction of a Judiciary Panel shall be limited to matters referred to it by the Directors in accordance with the Constitution and this rule.

(c) Every referral to a Judiciary Panel shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the Judiciary Panel.

(d) Upon a referral to a Judiciary Panel the Judiciary Panel Secretary shall, as soon as practicable, appoint a time and place suitable to the Judiciary Panel for the proceedings.

(e) A Judiciary Panel shall conduct any referral to it within such reasonable time as the Directors direct, provided always that a concerned person may apply for an adjournment by application in writing to the Judiciary Panel chairperson. Such application must be received at least 2 days prior to commencement of proceedings.

(f) A Judiciary Panel shall have power to require the attendance of any Member or Club representative at any proceedings before it. Notice shall be given in accordance with this rule. Where a person who is required to attend, fails to attend without reasonable excuse, the Judiciary Panel may draw such inferences from that failure to attend as it considers reasonable.

(g) The quorum for a Judiciary Panel shall be determined by the Directors.

21.3 Proceedings

The proceedings of a Judiciary Panel shall be conducted as follows.

(a) Upon receipt of a referral the Judiciary Panel may request the party or parties concerned in the referral appear before it. Such request shall be in writing either delivered personally or in appropriate cases by post or facsimile or email to the appropriate address or facsimile number of the party or parties concerned. The Judiciary Panel shall inquire into, or determine, the matters in question.

(i) A notice given by post shall be deemed to have been given on the day following the day on which it was posted.

(ii) A notice given by facsimile or email shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number or where the email was not confirmed undeliverable at the email address to which it was sent.

(b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least 7 days notice of the proceedings by the Judiciary Panel. The notice shall:

(i) be in writing;

(ii) state that the party or parties concerned are required to appear and in what capacity;

(iii) state the nature of the proceedings and the matters or alleged offence(s) the subject of investigation or determination, the possible penalty or penalties and the date, place and time of the hearing; and

(iv) be delivered in accordance with **rule 21.3(a)** above.

(c) Persons appearing before the Judiciary Panel shall be entitled to call witnesses but must state their case in person unless the Judiciary Panel has permitted representation through an advocate. No person appearing before the Judiciary Panel shall be entitled to legal representation as of right at the proceedings. The chairperson will consider all requests for legal representation made by a party but the decision to allow legal representation is at the sole discretion of the chairperson. The chairperson is not required to give reasons for such decision. The person appearing before the Judiciary Panel and his/her witnesses shall be given a full opportunity to be heard. In his/her absence, or in the absence of his/her witnesses, a decision may be made by default. Before making a decision in default of appearance, the Judiciary Panel must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with this rule.

(d) The Judiciary Panel chairperson shall announce the opening of the proceedings, stating the Judiciary Panel's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.

(e) The procedure to be followed at proceedings shall be clearly explained by the Judiciary Panel chairperson. The Judiciary Panel chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.

(f) The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) the subject of the proceedings shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence and submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.

(g) The Judiciary Panel will consider the evidence presented. The Judiciary Panel may adjourn the hearing if necessary to do so. No other person shall be present or partake in any discussion with the Judiciary Panel at this time. If the Judiciary Panel finds an offence has not been committed or not proved it will advise the Directors and dismiss the charge accordingly.

(h) If the Judiciary Panel finds an offence has been committed or proved it may impose, in its discretion, an appropriate penalty or penalties. It may also report its findings to the Directors with such recommendations as it considers appropriate. The Judiciary Panel chairperson will declare the proceedings closed.

(i) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty and notice of the person's appeal rights shall be given in writing and signed by the Judiciary Panel chairperson.

(j) Every decision of a Judiciary Panel under this rule shall be conveyed in writing to the parties concerned.

21.4 Penalties

(a) Penalties which may be imposed include (but are not limited to):

(i) a reprimand;

(ii) suspension, from such activities of the Club, including but not only competition, on such terms and for such period as the Judiciary Panel thinks fit;

(iii) exclusion from a particular competition, activity, event or events;

(iv) expulsion from the Club;

(v) a fine, imposed in such manner and in such amount as the Judiciary Panel thinks fit, up to any maximum amount set out under the Act or related statutory regulations; or

(vi) such combination of any of the above penalties as the Judiciary Panel thinks fit.

(b) During proceedings, the subject(s) of the proceedings may be suspended, on such terms and for such period as the Judiciary Panel thinks fit and shall remain under suspension unless the Judiciary Panel decides otherwise.

21.5 Effect of Penalty

(a) Where a Member is suspended under this rule, all rights and privileges of that Member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a Member shall also forfeit all Club rights during the currency of the suspension.

(b) Where a Member is expelled under this rule his membership of, and representation rights and privileges in, the Club shall be forfeited immediately and membership shall cease.

(c) There is no right of appeal against a decision of a Judiciary Panel under this rule.

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)

Club means Mazenod United Football Club 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 an rule of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Club 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 means all or some of the directors of the Club 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 Club.

FFA means Football Federation Australia Limited ACN 106 478 068.

FIFA means Federation Internationale de Football Association.

FFV means Football Federation Victoria (FFV) Incorporated.

Football means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Club 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.

Junior Member means a player, coach or official of the Club under **rule 3.2(d)**.

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 Club admitted to membership under **rule 3.2.**

Ordinary Member means a player, coach or official of the Club under **rule 3.2(b)**.

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

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

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

Registered Office means the registered address of the Club from time to time.

Registrar has the meaning given to it in the Act.

Social Member means a Member under **rule 3.2(c)**.

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, by attorney or by a parent or legal guardian in the case of a Junior Member;

(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 Club 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 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 a discretion reposed in a Director, the Directors, a Sub-Committee, the Club 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 Club under the Previous Act.

APPENDIX 1 – APPLICATION FOR MEMBERSHIP OF MAZENOD UNITED FOOTBALL CLUB INC.

(for use when the applicant is not self-registering via the approved FFV registration system (online or otherwise) or if otherwise required by the Club)

I,…… , of ……..…….....apply to become a
(*name*) (*address*)

member of MAZENOD FOOTBALL CLUB INC. ("the Club").
(*name of Club*)

I agree to be bound by and observe the following (for the time being in force and applicable to me as a Member of the Club or a registered participant):

(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 Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;

(e) the FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and

(f) the FFA Code of Conduct, as amended from time to time.

……
Signature of applicant

Date ……

If the applicant is under 18 years of age, I acknowledge and agree the applicant's grant of membership is subject to the applicant's agreement (and, to the extent it is applicable, my agreement) to be bound by and observe the constitution, rules, regulations, statutes, by-laws and codes set out above.

……
Signature of Parent/Guardian (if applicant under 18 years)

Date ……

APPENDIX 2 – FORM OF APPOINTMENT OF PROXY – DIRECTORS MEETINGS

(For use at a directors' meeting only)

I, ……..
(*name*)

of ……
(*address*)

being a Director of MAZENOD FOOTBALL CLUB INC.
(*name of Incorporated Club*)

appoint ……
(*name of proxy holder*)

of ……
(*address of proxy holder*)
being a Director of that Club, as my proxy to vote for me on my behalf at the Directors' meeting of the Club 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