Monash City Villarreal FC Incorporated Constitution

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Note: The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of this Constitution.

Under section 46 of the Associations Incorporation Reform Act 2012, this Constitution is taken to constitute the terms of a contract between the Club and its members.

PART 1. PRELIMINARY

1. Name

The name of the incorporated association is "Monash City Villarreal FC Incorporated".

Note: Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2. Purposes

2.1 The purposes for which the Club is established are to:

(a) be the Football organisation's formal legal entity recognised by FFA and/or FV, and to comply with the constitution and by-laws of FFA and FV; and

(b) organise teams to participate in competitions sanctioned by FV and/or FFA; and

(c) prevent infringement of the constitution and by-laws of FFA and FV, and protect Football from abuse; and

(d) co-operate with FFA, FV, 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.

2.2 The Club is bound by and will observe, and must procure that each person admitted to membership agrees to be bound by and observe:

(a) this Constitution; and

(b) the Laws of the Game; and

(c) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and

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

(e) the FV 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 77.

2.3 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 FV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general.

3. Financial year

The financial year of the Club is each period of 12 months ending on the 30th of September.

4. Definitions

In these Rules—

absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;

Club means this Incorporated Association.

Committee means the Committee having management of the business of the Club;

committee meeting means a meeting of the Committee held in accordance with these Rules;

committee member means a member of the Committee elected or appointed under rules 48 to 56;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 22.3;

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 21;

disciplinary subcommittee means the subcommittee appointed under rule 19;

financial year means the 12-month period specified in rule 3;

FFA means Football Federation Australia Limited (ABN 28 106 478 068) or its successor;

FV means Football Federation Victoria Inc (ABN 97 592 993 965) or its successor;

general meeting means a general meeting of the members of the Club convened in accordance with rules 29 to 40 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Laws of the Game means rules of the sport of football referred to in the Statutes and Regulations;

member means a member of the Club;

member entitled to vote means a member who under rule 13.3 is entitled to vote at a general meeting;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

Statutes and Regulations means the statutes and regulations of Federation Internationale de Football Association in force from time to time; and

the Registrar means the Registrar of Incorporated Associations.

PART 2. POWERS OF ASSOCIATION

5. Powers of Club

5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.

5.2 Without limiting rule 5.1, the Club may—

(a) acquire, hold and dispose of real or personal property;

(b) open and operate accounts with financial institutions;

(c) invest its money in any security in which trust monies may lawfully be invested;

(d) raise and borrow money on any terms and in any manner as it thinks fit;

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;

(f) appoint agents to transact business on its behalf;

(g) enter into any other contract it considers necessary or desirable.

5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Rule 6.1 does not prevent the Club from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1. Membership

7. Minimum number of members

The Club must have at least 5 members.

8. Who is eligible to be a member

Any person who supports the purposes of the Club is eligible for membership.

9. Application for membership

9.1 To apply to become a member of the Club, a person must submit a written application to a committee member stating that the person—

(a) wishes to become a member of the Club; and

(b) supports the purposes of the Club; and

(c) agrees to comply with these Rules.

9.2 The application—

(a) must be signed by the applicant; and

(b) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the Club under rule 12.3.

10. Consideration of application

10.1 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.

10.2 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.

10.3 If the Committee rejects the application, it must return any money accompanying the application to the applicant.

10.4 No reason need be given for the rejection of an application.

11. New membership

11.1 If an application for membership is approved by the Committee—

(a) the resolution to accept the membership must be recorded in the minutes of the committee meeting; and

(b) the Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

11.2 A person becomes a member of the Club and, subject to rule 13.3, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—

(a) the Committee approves the person's membership; or

(b) the person pays the joining fee.

12. Annual subscription and fee on joining

12.1 At each annual general meeting, the Club must determine—

(a) the amount of the annual subscription (if any) for the following financial year; and

(b) the date for payment of the annual subscription.

12.2 The Club may determine that a lower annual subscription is payable by associate members.

12.3 The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Club.

12.4 The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

12.5 The 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 vote for any Club officeholder; or

(b) in addition to the Club's regular membership fee, for the right of a member to vote for any Club officeholder; or

(c) in any other ways disassociates the right to vote for Club officeholders from the usual rights of members whether they participate in the Club as players, administrators, official, or otherwise.

13. General rights of members

13.1 All members of Club teams are entitled to:

(a) Club membership; and

(b) vote in an election for any Club officeholders (through his or her parent or guardian if under 18).

13.2 A member of the Club who is entitled to vote has the right—

(a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

(b) to submit items of business for consideration at a general meeting; and

(c) to attend and be heard at general meetings; and

(d) to vote at a general meeting; and

(e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 74; and

(f) to inspect the register of members.

13.3 A member is entitled to vote if—

(a) more than 10 business days have passed since he or she became a member of the Club; and

(b) the member's membership rights are not suspended for any reason.

14. Rights not transferable

The rights of a member are not transferable and end when membership ceases.

15. Ceasing membership

15.1 The membership of a person ceases on resignation, expulsion or death.

15.2 If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16. Resigning as a member

16.1 A member may resign by notice in writing given to the Club.

Note: Rule 73.3 sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

16.2 A member is taken to have resigned if—

(a) the member's annual subscription is more than 12 months in arrears; or

(b) where no annual subscription is payable—

(i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and

(ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17. Register of members

17.1 The Secretary must keep and maintain a register of members that includes—

(a) for each current member—

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

(iv) if the member is an associate member, a note to that effect;

(v) any other information determined by the Committee; and

(b) for each former member, the date of ceasing to be a member.

17.2 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2. Disciplinary action

18. Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

18.1 has failed to comply with these Rules; or

18.2 refuses to support the purposes of the Club; or

18.3 has engaged in conduct prejudicial to the Club.

19. Disciplinary subcommittee

19.1 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

19.2 The members of the disciplinary subcommittee—

(a) may be Committee members, members of the Club or anyone else; but

(b) must not be biased against, or in favour of, the member concerned.

20. Notice to member

20.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—

(a) stating that the Club 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 he or she 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 22.

20.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21. Decision of subcommittee

21.1 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.

21.2 After complying with rule 21.1, the disciplinary subcommittee may—

(a) take no further action against the member; or

(b) subject to rule 21.3—

(i) reprimand the member; or

(ii) suspend the membership rights of the member for a specified period; or

(iii) expel the member from the Club.

21.3 The disciplinary subcommittee may not fine the member.

21.4 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.

22. Appeal rights

22.1 A person whose membership rights have been suspended or who has been expelled from the Club under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

22.2 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.

22.3 If a person has given notice under rule 22.2, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

22.4 Notice of the disciplinary appeal meeting must be given to each member of the Club 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.

23. Conduct of disciplinary appeal meeting

23.1 At a disciplinary appeal meeting—

(a) no business other than the question of the appeal may be conducted; and

(b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

(c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

23.2 After complying with rule 23.1, 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.

23.3 A member may not vote by proxy at the meeting.

23.4 The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3. Grievance procedure

24. Application

24.1 The grievance procedure set out in this Division applies to disputes under this Constitution between—

(a) a member and another member;

(b) a member and the Committee;

(c) a member and the Club.

24.2 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25. Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

26. Appointment of mediator

26.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days—

(a) notify the Committee of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

26.2 The mediator must be—

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement—

(i) if the dispute is between a member and another member—a person appointed by the Committee; or

(ii) if the dispute is between a member and the Committee or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.

26.3 A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who—

(a) has a personal interest in the dispute; or

(b) is biased in favour of or against any party.

27. Mediation process

27.1 The mediator to the dispute, in conducting the mediation, must—

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

27.2 The mediator must not determine the dispute.

28. Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4. GENERAL MEETINGS OF THE ASSOCIATION

29. Annual general meetings

29.1 The Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.

29.2 Despite rule 29.1, the Club may hold its first annual general meeting at any time within 18 months after its incorporation.

29.3 The Committee may determine the date, time and place of the annual general meeting.

29.4 The ordinary business of the annual general meeting is as follows—

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider—

(i) the annual report of the Committee on the activities of the Club during the preceding financial year; and

(ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;

(c) to elect the members of the Committee;

(d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.

29.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30. Special general meetings

30.1 Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

30.2 The Committee may convene a special general meeting whenever it thinks fit.

30.3 No business other than that set out in the notice under rule 32 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

31. Special general meeting held at request of members

31.1 The Committee must convene a special general meeting if a request to do so is made in accordance with rule 31.2 by at least 10% of the total number of members.

31.2 A request for a special general meeting must—

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting; and

(d) be given to the Secretary.

31.3 If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

31.4 A special general meeting convened by members under rule 31.3—

(a) must be held within 3 months after the date on which the original request was made; and

(b) may only consider the business stated in that request.

31.5 The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 31.3.

32. Notice of general meetings

32.1 The Secretary (or, in the case of a special general meeting convened under rule 31.3, the members convening the meeting) must give to each member of the Club—

(a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

(b) at least 14 days' notice of a general meeting in any other case.

32.2 The notice must—

(a) specify the date, time and place of the meeting; and

(b) indicate the general nature of each item of business to be considered at the meeting; and

(c) if a special resolution is to be proposed—

(i) state in full the proposed resolution; and

(ii) state the intention to propose the resolution as a special resolution; and

(d) comply with rule 33.5.

32.3 This rule does not apply to a disciplinary appeal meeting.

Note: Rule 22.4 sets out the requirements for notice of a disciplinary appeal meeting.

33. Proxies

33.1 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

33.2 The appointment of a proxy must be in writing and signed by the member making the appointment.

33.3 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

33.4 If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.

33.5 Notice of a general meeting given to a member under rule 32 must—

(a) state that the member may appoint another member as a proxy for the meeting; and

(b) include a copy of any form that the Committee has approved for the appointment of a proxy.

33.6 A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

33.7 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

34. Use of technology

34.1 A member not physically present at a general meeting may be permitted to 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.

34.2 For the purposes of this Part, a member participating in a general meeting as permitted under rule 34.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35. Quorum at general meetings

35.1 No business may be conducted at a general meeting unless a quorum of members is present.

35.2 The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of 10% of the members entitled to vote.

35.3 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

(a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 31.

(b) in any other case—

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

35.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 35.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

36. Adjournment of general meeting

36.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.

36.2 Without limiting rule 36.1, a meeting may be adjourned—

(a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

Example: The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

36.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

36.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

37. Voting at general meeting

37.1 On any question arising at a general meeting—

(a) subject to rule 37.3, each member who is entitled to vote has one vote; and

(b) members may vote personally or by proxy; and

(c) except in the case of a special resolution, the question must be decided on a majority of votes.

37.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

37.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

37.4 This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

38. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required—

(a) *to remove a committee member from office;*

(b) *to alter these Rules, including changing the name or any of the purposes of the Club.*

39. Determining whether resolution carried

39.1 Subject to rule 39.2, the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

(a) carried; or

(b) carried unanimously; or

(c) carried by a particular majority; or

(d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

39.2 If a poll (where votes are cast in writing) is demanded by three or more members on any question—

(a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

(b) the Chairperson must declare the result of the resolution on the basis of the poll.

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

39.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40. Minutes of general meeting

40.1 The Committee must ensure that minutes are taken and kept of each general meeting.

40.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

40.3 In addition, the minutes of each annual general meeting must include—

(a) the names of the members attending the meeting; and

(b) proxy forms given to the Chairperson of the meeting under rule 33.6; and

(c) the financial statements submitted to the members in accordance with rule 29.4(b)(ii); and

(d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and

(e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5. COMMITTEE

Division 1. Powers of Committee

41. Role and powers

41.1 The business of the Club must be managed by or under the direction of a Committee.

41.2 The Committee may exercise all the powers of the Club except those powers that this Constitution or the Act requires to be exercised by general meetings of the members of the Club.

41.3 The Committee may—

(a) appoint and remove staff;

(b) establish subcommittees consisting of members with terms of reference it considers appropriate.

42. Delegation

42.1 The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

42.2 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.

42.3 The Committee may, in writing, revoke a delegation wholly or in part.

Division 2. Composition of Committee and duties of members

43. Composition of Committee

The Committee consists of—

43.1 a President; and

43.2 a Vice-President; and

43.3 a Secretary; and

43.4 a Treasurer; and

43.5 ordinary members (if any) elected under rule 52.

44. General Duties

44.1 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with this Constitution and the Act.

44.2 The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.

44.3 Committee members must exercise their powers and discharge their duties with reasonable care and diligence.

44.4 Committee members must exercise their powers and discharge their duties—

(a) in good faith in the best interests of the Club; and

(b) for a proper purpose.

44.5 Committee members and former committee members must not make improper use of—

(a) their position; or

(b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note: See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

44.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45. President and Vice-President

45.1 Subject to rule 45.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

45.2 If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

(a) in the case of a general meeting—a member elected by the other members present; or

(b) in the case of a committee meeting—a committee member elected by the other committee members present.

46. Secretary

46.1 The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example: Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

46.2 The Secretary must—

(a) maintain the register of members in accordance with rule 17; and

(b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 69.3, all books, documents and securities of the Club in accordance with rules 71 and 74; and

(c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

46.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47. Treasurer

47.1 The Treasurer must—

(a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and

(b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and

(c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and

(d) ensure cheques are signed by at least 2 committee members.

47.2 The Treasurer must—

(a) ensure that the financial records of the Club are kept in accordance with the Act; and

(b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.

47.3 The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

Division 3. Election of Committee members and tenure of office

48. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

(a) is 18 years or over; and

(b) is entitled to vote at a general meeting.

49. Positions to be declared vacant

49.1 This rule applies to—

(a) the first annual general meeting of the Club after its incorporation; or

(b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.

49.2 The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

50. Nominations

50.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

50.2 An eligible member of the Club may—

(a) nominate himself or herself; or

(b) with the member's consent, be nominated by another member.

50.3 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51. Election of President etc.

51.1 At the annual general meeting, separate elections must be held for each of the following positions—

(a) President;

(b) Vice-President;

(c) Secretary;

(d) Treasurer.

51.2 If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

51.3 If more than one member is nominated, a ballot must be held in accordance with rule 53.

51.4 On his or her election, the new President may take over as Chairperson of the meeting.

52. Election of ordinary members

52.1 The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

52.2 A single election may be held to fill all of those positions.

52.3 If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

52.4 If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 53.

53. Ballot

53.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

53.2 The returning officer must not be a member nominated for the position.

53.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.

53.4 The election must be by secret ballot.

53.5 The returning officer must give a blank piece of paper to—

(a) each member present in person; and

(b) each proxy appointed by a member.

Example: If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

53.6 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

53.7 If the ballot is for more than one position—

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

53.8 Ballot papers that do not comply with rule 53.7(b) are not to be counted.

53.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

53.10 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

53.11 If the returning officer is unable to declare the result of an election under rule 53.10 because 2 or more candidates received the same number of votes, the returning officer must—

(a) conduct a further election for the position in accordance with rules 53.4 to 53.10 to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples: The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

54. Term of office

54.1 Subject to rules 54.3 and 55, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.

54.2 A committee member may be re-elected.

54.3 A general meeting of the Club may—

(a) by special resolution remove a committee member from office; and

(b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.

54.4 A member who is the subject of a proposed special resolution under rule 54.3(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

54.5 The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55. Vacation of office

55.1 A committee member may resign from the Committee by written notice addressed to the Committee.

55.2 A person ceases to be a committee member if he or she—

(a) ceases to be a member of the Club; or

(b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66; or

(c) otherwise ceases to be a committee member by operation of section 78 of the Act.

Note: A Committee member may not hold the office of secretary if they do not reside in Australia.

56. Filling casual vacancies

56.1 The Committee may appoint an eligible member of the Club to fill a position on the Committee that—

(a) has become vacant under rule 55; or

(b) was not filled by election at the last annual general meeting.

56.2 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.

56.3 Rule 54 applies to any committee member appointed by the Committee under rules 56.1 or 56.2.

56.4 The Committee may continue to act despite any vacancy in its membership.

Division 4. Meetings of Committee

57. Meetings of Committee

57.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

57.2 The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.

57.3 Special committee meetings may be convened by the President or by any 4 members of the Committee.

58. Notice of meetings

58.1 Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.

58.2 Notice may be given of more than one committee meeting at the same time.

58.3 The notice must state the date, time and place of the meeting.

58.4 If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

58.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

59. Urgent meetings

59.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each committee member by the quickest means practicable.

59.2 Any resolution made at the meeting must be passed by an absolute majority of the Committee.

59.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60. Procedure and order of business

60.1 The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.

60.2 The order of business may be determined by the members present at the meeting.

61. Use of technology

61.1 A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.

61.2 For the purposes of this Part, a committee member participating in a committee meeting as permitted under rule 61.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62. Quorum

62.1 No business may be conducted at a Committee meeting unless a quorum is present.

62.2 The quorum for a committee meeting is the presence (in person or as allowed under rule 61) of a majority of the committee members holding office.

62.3 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63. Voting

63.1 On any question arising at a committee meeting, each committee member present at the meeting has one vote.

63.2 A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.

63.3 Rule 63.2 does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.

63.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

63.5 Voting by proxy is not permitted.

64. Conflict of interest

64.1 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.

64.2 The member—

(a) must not be present while the matter is being considered at the meeting; and

(b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

64.3 This rule does not apply to a material personal interest—

(a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Club.

65. Minutes of meeting

65.1 The Committee must ensure that minutes are taken and kept of each committee meeting.

65.2 The minutes must record the following—

(a) the names of the members in attendance at the meeting;

(b) the business considered at the meeting;

(c) any resolution on which a vote is taken and the result of the vote;

(d) any material personal interest disclosed under rule 64.

66. Leave of absence

66.1 The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.

66.2 The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6. FINANCIAL MATTERS

67. Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

68. Management of funds

68.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.

68.2 Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.

68.3 The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

68.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

68.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.

68.6 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69. Financial records

69.1 The Club must keep financial records that—

(a) correctly record and explain its transactions, financial position and performance; and

(b) enable financial statements to be prepared as required by the Act.

69.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.

69.3 The Treasurer must keep in his or her custody, or under his or her control—

(a) the financial records for the current financial year; and

(b) any other financial records as authorised by the Committee.

70. Financial statements

70.1 For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.

70.2 Without limiting rule 70.1, those requirements include—

(a) the preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) the certification of the financial statements by the Committee;

(d) the submission of the financial statements to the annual general meeting of the Club;

(e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7. GENERAL MATTERS

71. Common seal

71.1 The Club may have a common seal.

71.2 If the Club has a common seal—

(a) the name of the Club must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;

(c) the common seal must be kept in the custody of the Secretary.

72. Registered address

The registered address of the Club is—

(a) the address determined from time to time by resolution of the Committee; or

(b) if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

73. Notice requirements

73.1 Any notice required to be given to a member or a committee member under this Constitution may be given—

(a) by handing the notice to the member personally; or

(b) by sending it by post to the member at the address recorded for the member on the register of members; or

(c) by email or facsimile transmission.

73.2 Rule 73.1 does not apply to notice given under rule 59.

73.3 Any notice required to be given to the Club or the Committee may be given—

(a) by handing the notice to a member of the Committee; or

(b) by sending the notice by post to the registered address; or

(c) by leaving the notice at the registered address; or

(d) if the Committee determines that it is appropriate in the circumstances—

(i) by email to the email address of the Club or the Secretary; or

(ii) by facsimile transmission to the facsimile number of the Club.

74. Custody and inspection of books and records

74.1 Members may on request inspect free of charge—

(a) the register of members;

(b) the minutes of general meetings;

(c) subject to rule 74.2, the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

Note: See note following rule 17 for details of access to the register of members.

74.2 The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

74.3 The Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.

74.4 Subject to rule 74.2, a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.

74.5 For purposes of this rule—

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following—

(a) its membership records;

(b) its financial statements;

(c) its financial records;

(d) records and documents relating to transactions, dealings, business or property of the Club.

75. Winding up and cancellation

75.1 The Club may be wound up voluntarily by special resolution.

75.2 In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.

75.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.

75.4 The body to which the surplus assets are to be given must be decided by special resolution.

76. Alteration of Constitution

76.1 This Constitution may only be altered by special resolution of a general meeting of the Club.

Note: An alteration of this Constitution does not take effect unless or until it is approved by the Registrar. The Club is taken to have adopted its own rules, not the model rules.

76.2 The Club must:

(a) amend this Constitution and/or its By-laws to promptly adopt changes in the constitutions and by-laws of FFA and/or FV made from time to time to the extent that they are applicable to the Club; and

(b) not otherwise amend or vary this Constitution and/or any of its By-laws without the prior written consent of FV and in accordance with the Act.

77. Precedence

In this Constitution, 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.