



ALTONA CITY SOCCER CLUB CONSTITUTION



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1. STATEMENT OF PURPOSE

1.1 Purpose of the Club

The objects for which the Club is established are to:

- (a) be the Football organization's formal legal entity recognized by FFA and/or FV, and to comply with the constitution and by-laws of FFA and FV;
- (b) organize teams to participate in competitions sanctioned by FV and/or FFA;
- (c) prevent infringement of the constitution and by-laws of FFA and FV, and protect Football from abuse;
- (d) co-operate with FFA, FV, and other bodies in the promotion and development of, or otherwise in relation to, football, the Statutes, the Regulations, and the Laws of the Game;
- (e) preserve, foster and advance the tradition and ideals of the Club;
- (f) be a Member Club of FV and to comply with the constitution and by-laws of FFA and FV;
- (g) assist in the educational advancement of the community by means of the development of fair play and a love of sport in particular soccer football;
- (h) enlist and stimulate interest in the Club;
- (i) enter into any arrangement with any government, or local authority, or any Club association or person which may seem conducive to the objects of the Club, and to acquire any such Government or authority, Club, association or person, any charters, decrees, rights, privileges and concessions which may be conducive to any such objects and accept, make payments under, carry out exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions;
- (j) take any gifts of property whether subject to any special trust or not for any one or more of the objects of the Club;
- (k) take such steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club in the shape of donations, annual subscriptions or otherwise;
- (l) undertake and execute any trust or any agency business which may seem directly or indirectly conducive to any of the objects of the Club;
- (m) print and publish any media the Club may think desirable for the promotion of its objects and to form committees for the furtherance of this object;
- (n) act in the best interests of the Club and Football; and
- (o) do all such things as are incidental or conducive to the attainment of the above objects.

1.2 Alteration of the Objects

Subject to rule 9.1, any 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 at an Annual General Meeting.

1.3 Definitions and Interpretation



In these Articles, unless inconsistent with the context, the following terms shall have the following meanings:

“Act” means the Associations Incorporation Act 1981 (Vic);

“Annual General Meeting” is the annual meeting convened by the Club pursuant to rule 7;

“Club” means Altona City Soccer Club;

“Constitution” means this Constitution for the time being of the Club or such of them as may be referred to by numbers and “Clause” means any particular one of the Clauses which is referred to by a number.

“Executive Committee” means the executive committee Members of the Club;

“Financial Year” means the period between 1st July and June 30th of each year’;

“FFA” means Football Federation Australia Limited ACN 106 478 068;

“FIFA” means Federation Internationale de Football Association;

“FV” means Football Federation Victoria Incorporated;

“Football” means “Association Football” as recognized 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;

“Honorary Member” means a Member in which the Executive Committee confer the privileges of honorary membership of the Club including upon players, officials, donors and other persons who have a special relationship with the Club, for such limited period as the Executive Committee determines;

“Laws Of The Game” are the laws authorized by FIFA;

“Life Member” means a Member in which the Executive Committee (after being approved by the Annual General Meeting) confer a life membership without paying any membership fee if that person has given ten years of continuous service to the Club, or any player who plays in 150 first team games for the Club, or for any special services to the Club;

“Member” means a Member of the Club omitted to membership under rule 2;

“President” means the president of the Club for the time being;

“Register of Members” is the register maintained by the Secretary pursuant to rule 2.5;

“Secretary” means the secretary for the time being and includes the acting secretary (if any) of the Club;

“Visiting Team Member” is a Member which is automatically granted to any visiting team member, coach, or official of said team when playing at the Club for the duration of the day;

“Voting Member” is defined in clause 2.3;

1.4 Name

The body of person’s hereby constituted shall be a body corporate or incorporated association and shall be known as Altona City Soccer Club Incorporated (incorporated in 1986) (hereinafter referred to as the Club).

The Club shall be incorporated under the provisions of “The Associations Incorporation’s Act 1987”, as



amended from time to time.

1.5 Club Colours

The Club colours shall be maroon and gold, alternate colours to be used when required.

1.6 Ground

The ground of the Club shall be at H.C Kim Reserve, Seaholme or as otherwise provided by the Hobson's Bay City Council.

1.7 Enforcement of Rules

Subject to applicable law, the Club will:

- (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.

1.8 Club bound

The Club is bound by and will observe, and must procure that each Voting Member 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 Voting 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 Behavior 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 1.9.

1.9 Inconsistency

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.

1.10 Not for profit

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

2. MEMBERSHIP



2.1 Unlimited Membership

The number of Members of the Club shall be unlimited.

2.2 Categories of Members

The Club shall have the following classes of Members:

- (a) Voting Member;
- (b) Honorary Member;
- (c) Life Member; and
- (d) Visiting Team Member.

2.3 Eligibility for Membership

All individuals registered as follows with the Club on Play Football are Voting Members of the Club if they agree to the requirement in rule 1.8, and no other individual may be a Voting Member:

- (a) "Role" is "Player" or "Team Official";
- (b) "Football Type" is "Club Football"; and
- (c) "Playing Level" is "Community" or "NPL".

The following categories of membership have no voting rights (unless they are Voting Member):

- (a) **Life Member** - As conferred by the Executive Committee has a voting right;
- (b) **Honorary Member** - Honorary membership may be conferred by the Club Executive Committee upon any person of whom it approves and shall be for limited period only as stated by the Executive Committee; and
- (c) **Visiting Team Member** - The status of Honorary Member is automatically granted to any visiting team member, coach, or official of said team when playing at the Club for the duration of the day. Memberships granted under this rule do not have voting rights.

2.4 Register of Members

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 Executive Committee; and
- (b) for each former member, the date of ceasing to be a Member.

Any Member may, at a reasonable time and free of charge, inspect the Register of Members.



The information contained in the Register of Members may be provided to Members of the Executive Committee and sub-committee for the purposes of Club business.

2.5 Membership Fees

The annual membership fees for members shall be such sum as may be decided from time to time by the Executive Committee.

2.6 Admission of Members

An application for membership by an individual ("applicant") must:

- (a) be in writing and submitted by the applicant or its nominated representative and lodge with the Club; and
- (b) be accompanied by the appropriate fee.

An application does not oblige the Executive Committee to admit any applicant to membership. Where an application is rejected, the Executive Committee do not need to provide any reasons.

2.7 Voting Member

Each Voting Member is entitled to, and each Voting Member under the age of 18 has the right through that Voting Member's parent or legal guardian to:

- (a) receive notice of General Meetings and of proposed special resolutions; and
- (b) submit items of business for consideration at a General Meeting; and
- (c) attend and be heard at General Meetings; and
- (d) vote at a General Meeting (and has one vote); and
- (e) access the minutes of General Meetings and other documents of the Club; and
- (f) inspect the register of members,

and no person other than a Voting Member has the right to vote at a General Meeting.

Voting Members under the age of 18 are not entitled to be elected to and hold any office.

The Club must not strike or impose any fee, subscription, or other amount on any Voting Member:

- (a) which relates solely or principally to the right to attend, debate or vote in general meeting; or
- (b) in addition to the Club's regular membership fee, for the right of a Voting 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 Voting Members whether they participate in the Club as players, administrators, official, or otherwise.

2.8 Ceasing membership

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

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.



2.9 Resigning as a Member

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

A Member is taken to have resigned if:

- (a) the Member's annual fee is more than 12 months in arrears; or
- (b) where no annual fee 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.

2.10 Discipline, suspension and expulsion of Members

- (a) If the Executive Committee is of the opinion that a Member has refused or neglected to comply with the rules of the Club or the Constitution, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Club, the committee may by resolution:
 - i. fine that Member an amount not exceeding \$500; or
 - ii. suspend that Member from membership of the Club for a specified period; or
 - iii. expel that Member from the Club.
- (b) A resolution of the Executive Committee under (a) above does not take effect unless:
 - i. at a meeting held in accordance with (c) below, the Executive Committee confirms the resolution; and
 - ii. if the Member exercises a right of appeal to the Club under this Constitution, the Club confirms the resolution in accordance with the Constitution.
- (c) A meeting of the Executive Committee to confirm or revoke a resolution passed under (a) above must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member. For the purposes of giving notice in accordance with this rule, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
 - i. setting out the resolution of the committee and the grounds on which it is based;
 - ii. stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member;
 - iii. stating the date, place and time of that meeting;
 - iv. informing the Member that he or she may do one or both of attend that meeting and/or give to the committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - v. informing the Member that, if at that meeting, the Executive Committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against



the resolution.

- (d) At a meeting of the Executive Committee to confirm or revoke a resolution passed under (a) above, the Executive Committee must:
 - i. give the member, or his or her representative, an opportunity to be heard; and
 - ii. give due consideration to any written statement submitted by the Member; and
 - iii. determine by resolution whether to confirm or to revoke the resolution.
- (e) If at the meeting of the Executive Committee, the Executive Committee confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in general meeting against the resolution.
- (f) If the Secretary receives a notice under (e), he or she must notify the Executive Committee and the Executive Committee must convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (g) At a general meeting of the Club convened under (f):
 - i. no business other than the question of the appeal may be conducted;
 - ii. the committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - iii. the Member, or his or her representative, must be given an opportunity to be heard; and
 - iv. the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

2.11 Rights not transferable

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

3. DISPUTES AND MEDIATION

3.1 Dispute

The grievance procedure set out herein applies to disputes under this Constitution between:

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

The parties to the 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.

3.2 Mediation

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.



The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement
 - i. in the case of a dispute between a Member and another Member, a person appointed by the committee of the Club; or
 - ii. in the case of a dispute between a Member and the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

A Member of the Club can be a mediator. The mediator cannot be a Member who is a party to the dispute.

The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

The mediator, in conducting the mediation, must

- (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.

The mediator must not determine the dispute.

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or other applicable law.

4. EXECUTIVE COMMITTEE

4.1 Club Committee

The Club shall be governed by a Club committee of seven Executive Officers and General Members, who form the Executive Committee. The Executive Committee is to be elected at the Annual General Meeting of the Club as hereinafter provided. Depending on nominations for these positions, a candidate may hold more than one position as long as there is no conflict or pecuniary interest. In this event, the candidate has only one vote and a quorum is to be maintained. The Executive Committee may co-opt people for positions on the Sub-Committees.

4.2 Roles

The business of the Club shall be conducted by the Executive Committee, which shall consist of seven Executive Officers which are:

- (a) President;
- (b) Vice-President;
- (c) Secretary;
- (d) Treasurer;
- (e) Facilities Manager;



- (f) Coaching Director; and
- (g) Marketing and Sponsorship Manager.

All Executive Committee members are to apply for and hold a current Victorian Working With Children card (or equivalent).

4.3 Capacity

All officers of the Executive Committee shall hold office in an honorary capacity during the period for which they are elected where otherwise provided.

Casual vacancies on the Executive Committee shall be filled by the Executive Committee but the Member so co-opted shall only hold office for the unexpired term of the Member he/she replaces. For the purpose of this rule, the office of Member of the Executive Committee shall become vacant if they:

- (a) ceases to be Member of the Club;
- (b) sends his resignation in writing to the Secretary;
- (c) office is declared vacant by the resolution of a General Meeting;
- (d) absents him/herself from three consecutive meetings of the Executive Committee without leave of absence; and
- (e) deemed to have lost the confidence of the Members.

4.4 Election of Executive Officers

The Executive Committee shall generally be elected from non-players.

Voting shall be by ballot or show of hands as determined prior to election.

Each Member shall be entitled to one vote on each motion.

In the event of any equality of votes, the President shall have casting vote only.

Election shall be for each Committee Member individually or may be for the Executive Committee as one body if a list of candidates shall be presented to the Secretary one hour before the time of the commencement of the General Meeting and if so resolved by the members present.

Proxy or absentee votes may be registered by members providing that authorisation be in the hands of the Secretary no later than twenty-four hours before the time of the meeting in respect to which the proxy is appointed. Notice appointing the proxy shall be in the form set out.

4.5 Terms of Office of the Club Committee

President and Vice President shall be elected for a period of two years. Term of office to be staggered so that both positions do not become vacant at the same time.

Secretary shall be elected for a period of two years. Term of office to be staggered so that both positions do not become vacant at the same time.

Treasurer shall be elected for a period of two years. Term of office to be staggered so that both positions do not become vacant at the same time.

All other members shall be elected for a period of two years.



Sub-Committees to be elected annually.

4.6 Duties of Officers

The President shall conduct all executive meetings of the Club in accordance with the Constitution. They shall advise and guide all meetings on matters affecting general policy of the Club and maintain order and decorum throughout all meetings.

The Secretary shall attend all meetings in connection with the Club to keep records and minutes, thereof to receive all memorials, letters and application, to arrange all business for the consideration of the Executive Committee, to conduct the correspondence, to give notice to all General and Special Meetings of the Club and the Executive Committee to collect and arrange all statistical or other information that may be deemed valuable, to report on all matters of interest to the Club and to assist in all matters connected with the affairs of the Club.

The Treasurer shall receive all moneys on behalf of the Club, give receipts therefore, and pay such moneys into such account or accounts at such bank as the Executive Committee may from time to time decide upon. Such account or accounts shall be operated in such a manner, as the Executive Committee shall from time to time determine. He/she shall keep the accounts of the Club and shall make up an annual report of the accounts and balance sheet of the Club as it stands at the time of the Annual General Meeting which shall after audit be circulated among the members of the Club with the notice of Annual General Meeting. He/she shall also prepare statement of receipts and expenditure for each monthly Executive Committee meeting.

The remaining Executive Officers shall have their duties specified and outlined in accordance with the Roles and Responsibilities of the Executive Committee.

The Executive Committee may transact business by email so long as the agreement is unanimous and there is no objection by any Member of the Executive Committee.

4.7 Powers and Functions of The Executive Committee

The Executive Committee shall without prejudice to the general powers conferred by this Constitution have the power to exercise for and on behalf of the Club all of the powers vested in the Club by this Constitution. The Executive Committee shall have the sole management of the affairs, concerns and business of the Club and the appointment and dismissal of all officers and servants of the Club and shall have power to perform all such acts, deeds and things as shall appear to it necessary, desirable or advisable for the management of the Club.

Without in any way affecting the generality of the words of the immediately preceding sentence the Executive Committee shall have the power:

- (a) to purchase or otherwise acquire for the Club any property, rights or privileges which the Club is authorized to acquire at such price and generally under such terms and conditions as it shall think fit;
- (b) to secure the fulfilment of any contracts or engagements entered into by the Club;
- (c) to make, alter and repeal all such by-laws and house rules as it may deem necessary, expedient or convenient for the proper conduct and management of the Club and in particular but not exclusively the Board may make by laws regulating the times of opening and closing of the Club premises or any part thereof;



- (d) to appoint sub-committees and fill vacancies thereon and without limiting the number or titles of sub-committees;
- (e) to impose levies on Members;
- (f) to deal with resignations of Members which are submitted in writing;
- (g) to interpret the FVs and by-laws of the Club;
- (h) to carry out all resolutions passed at any Annual General Meeting of the Members of the Club;
- (i) to regulate the conduct of the Members of the Club in relation to one another whilst on the Club premises or the appurtenances thereof and of the servants of the Club;
- (j) to cause correct accounts and book to be kept showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature;
- (k) to authorise all expenditures including any expenditure passed at any Annual General Meeting of the Members of the Club and direct the method of dealing with monies received for an on behalf of the Club; and
- (l) to deal with other matters which may arise or which are not specifically provided for in the Constitution.

The Executive Committee shall have the power to make by-laws or house rules for the good conduct of the Club but so that such by-laws or house rules are not contrary to the provision of any Act of Parliament in force in the State. The Executive Committee may vary, rescind or alter any by-laws or house rules as its so desires.

5. SUB-COMMITTEE

5.1 Sub-Committees

Sub-committees may be formed and perpetuated or disbanded at the discretion of the Executive Committee. Although a Club committee Member must chair each sub-committee, any interested person may be appointed by the committee to fill a sub-committee position. A Sub-committee chairperson should ensure that Members of the Club Executive Committee are fully informed about sub-committee activities.

Sub-Committee Members are to apply for and hold a current Victorian Working With Children Card (or equivalent).

5.2 Reports

Sub-committees shall report to the Executive Committee and their decision shall be subject to confirmation by the Executive Committee except in where they are given full power to act.

5.3 Meetings

Sub-committees shall meet at such times and places as the Members shall think fit except where in special cases the Executive Committee may otherwise direct.

The quorum of Sub-committee shall be fixed by the Executive Committee.



5.4 Vacancies

The Executive Committee may appoint additional Members to or fill vacancies on any Sub-committee.

5.5 Control of Sub-Committees

All Sub-committees shall be subject to the direction and under the control of the Executive Committee in all matters whatsoever and in case of dispute or a deadlock on any Sub- committee and question shall be submitted to the Executive Committee who forthwith decides thereon.

At each monthly meeting of the Executive Committee, the reports, books, and accounts of all Sub-committees shall be submitted for perusal and confirmation by the Board.

6. MEETINGS

The Executive Committee shall meet at such times and places as it may arrange, but it shall meet at least once a month and a Special meeting may be summoned at any time by the Secretary, President, or on requisition by two Members of the Executive Committee. Secretary shall give all requisite notices.

A quorum will be made up of at least 5 Executive Officers (or their representatives).

7. GENERAL MEETING

7.1 Annual General Meeting

The Annual General Meetings of the Club are to be held according to the Act.

The Annual General Meeting shall be held by no later than 30 November each year, at such time and place as the Executive Committee may determine.

7.2 Notice

The Secretary, at least 14 days before the date fixed for the Annual General Meeting of the Club (or at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting), must cause to be sent to each Member a notice stating:

- (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) a special resolution is to be proposed, state in full the proposed resolution and state the intention to propose the resolution as a special resolution; and
- (d) state that the Member may appoint another Member as a proxy for the meeting and include a copy of any form that the Executive Committee has approved for the appointment of a proxy.

Notice may be sent:

- (e) by prepaid post to the address appearing in the register of Members; or
- (f) if the Member requests, by electronic transmission to the email address last registered in the Register of Members held by the Club.



The non-receipt of a notice convening, cancelling or postponing an Annual 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 Annual General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

7.3 Proceedings

No business other than that set out in the notice convening the meeting may be conducted at the meeting.

A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

The ordinary business of the Annual General Meeting shall be:

- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting;
- (b) to receive from the Executive Committee reports upon the activities and transactions of the Club during the last preceding financial year;
- (c) to elect officers of the Executive Committee and the ordinary member of the committee; and
- (d) to appoint an auditor.

7.4 Quorum and Time

The quorum of such meeting shall be fifteen Members.

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 President appoints by notice to those entitled to notice of the meeting.

A Member is not entitled to vote at a general meeting unless all moneys due and payable by the Member to the Club have been paid.

7.5 Chair

The President shall chair all meetings. In absence of the President, the meeting shall be chaired by the Vice President. In the event that neither is present, the meeting may elect some other Member of the Executive Committee to preside.

7.6 Conduct of general meetings

The chairperson 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 chairperson under this rule is final.

7.7 Proxy

Proxy or absentee votes may be registered by Members providing that authorisation be in the hands of the Secretary no later than twenty-four hours prior the time of the meeting in respect to which the proxy is appointed.

7.8 Questions decided by majority

Subject to the requirements of the Act requiring a special resolution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

7.9 Equality of votes casting vote for chairperson

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

7.10 Declaration of results

At any Annual 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 chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact.

Neither the chairperson 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.

7.11 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairperson 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 chairperson 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.

7.12 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 chairperson of the meeting, whose decision is final.

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

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

7.13 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.

7.14 Special General Meetings

Special General meetings of the Club shall only be held by the direction of the Executive Committee or on written request to the Secretary signed by not fewer than five Members of the Club. Such direction or written request shall state the purpose of which such a meeting is to be held and such Special meeting (which shall be held within one calendar month after receipt of such direction or request by the Secretary) no matter shall be taken into consideration except those specified in the notices convening the same. The Secretary shall notify the date, time, place and object of such Special Meeting not less than seven days prior to the date of the meeting. If within half an hour from the time appointed for a meeting a quorum is NOT present the meeting may be dissolved and another meeting may be called or the meeting can proceed with Members present and hour after advertised time of meeting.

7.15 Minutes of general meeting

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

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

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; and
- (c) the financial statements submitted to the Members; and
- (d) the certificate signed by two Executive 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.

8. FINANCE

8.1 General

The funds of the Club shall be derived from entrance fees, annual subscriptions, donations and such sources as the Executive Committee determines.

8.2 Banking

The Executive Committee shall cause banking accounts to be opened and kept in the name of the Club



with such banks or banks as they may think proper.

All payments must be approved by the Treasurer and by the Secretary or by a nominated Member of the Executive Committee.

No funds shall be withdrawn without at least two Members of the Executive Committee and countersigned by the Secretary.

All money payable to the Club shall be recovered by the Treasurer or some person authorised by the Executive Committee and shall be paid into the banking account of the Club.

8.3 Accounts

The Executive Committee shall cause true accounts to be kept of the money received and expended by the Club and matters in respect of which such receipts and expenditure takes place and of the assets, credits and liabilities of the Club.

The accounts shall be closed annually on the last day of the month before the Annual General Meeting.

8.4 Inspection

The Executive Committee from time to time shall determine where and to what extent and what time and places and under what condition and regulation the accounts of the Club or any of them shall be open to the inspection of Members and no Members shall have the right of inspecting any accounts, book or document of the Club except as conferred or authorised by the Executive Committee or by resolution of a general meeting of the Club.

True accounts shall be kept of the sums of money received and expended by the Club and the manner in respect of which receipts and expenditure take place and the property, credits, liabilities of the Club and subject to such reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Club for the time being shall be open to the inspection of Members.

8.5 Audit

At each Annual General Meeting of the Club an auditor shall be appointed (who shall not be an Executive Committee Member) to hold office until the next Annual General Meeting. Any casual vacancy occurring in the office of Auditor, subsequent to any General Meeting of the Club shall be filled by the Executive Committee.

The accounts shall be examined, a balance sheet prepared and the correctness of such accounts and balance sheet ascertained by one or more auditor or auditors.

Every account of the Club when audited and approved by general meeting shall be conclusive except as regards to an error discovered within three months next after the approval thereof. Whenever an error is discovered within that period the account shall forthwith be corrected and thenceforth shall be conclusive.

9. FFA AND FV

9.1 Constitution

The Club must:



- (a) be a body corporate or incorporated association to be recognised by FFA and/or FV and must have the following characteristics:
 - i. it organises teams to participate in competitions sanctioned by FV 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 FIFA Regulations, the Laws of the Game and those FFA or FV's (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 FV and protect Football from abuse;
- (b) 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
- (c) 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 Associations Incorporation (Reform) Act 2012 (Vic);
- (d) not otherwise amend or vary any of its By-laws without the consent of FV. FV must consent to any amendment to this Constitution or those By-laws which are required by law.

9.2 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 FIFA 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.

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

10. THE TRUSTEES

The Executive Committee may appoint a Member or Members of the Club to act as trustee or Trustees of such property of the Club as cannot be conveniently vested in the Club itself. The Executive Committee may also jointly with any donor or with the approbation or sanction of such donor appoint a Member or Members of the Club to act as Trustee or Trustees of any donation gift or other property (conditional or unconditional) which may be made to the Club for the purposes of any specific object, purpose or benefit of or for the Club or in aid of its general objects. The Executive Committee may also from time to time define the trust and powers to be vested in the Trustee or Trustees of any donation, gift, or other property of the Club.

The Executive Committee may also from time to time define the trust and powers to be vested in the Trustee or Trustees of any donation, gift, or other property of the Club. The Executive Committee may from time to time remove or discharge any Trustee or Trustees and fill up any vacancy in the office and decide on the mode of investing or dealing with the moneys, properties and investments of the Club.



11. INDEMNITY OF OFFICERS

All officers or Trustees of the Club shall be indemnified by the Club from all losses and expenses incurred by them in or about the discharge of their respective duties except such as happen through their own willful act or default.

No Trustee or any other officer of the Club shall be liable for any other Trustee or any other officer or for joining in any receipt or other act for the sake of conformity or for any loss or expense happening to the Club unless the same happen through his own willful act or default.

The accounts of any officer of the Club may be settled and allowed or disallowed either wholly or in part by the Executive Committee.

12. ALTERATIONS TO THE CONSTITUTION

Alterations to the Constitution are permitted under the following circumstances:

- (a) in cases of changed circumstances which are not contemplated or reasonably foreseeable at the time of adoption of this Constitution or which renders any provisions;
- (b) inoperable or implacable, the provisions of the Constitution shall not be altered or amended for a period of one year from the date of commencement;
- (c) where such circumstances are alleged to exist or alter the effluxion of the said one-year period, any Member or Members of the Committee shall have the right to apply for variations, alteration, or amendments to the Constitution.

Any such applications shall be made in writing to the secretary who shall place same on the agenda of next Annual General Meeting or a Special General Meeting especially called for this purpose for consideration.

The Constitution shall only be varied by the vote of three quarters majority of persons present and entitled to vote.

Notwithstanding the provisions above, alteration to the Constitution may be determined at an Annual General Meeting provided the application is made in writing 21 days prior to the meeting. The Secretary shall give notice in writing to all Members by sending such notice by pre-paid post the address listed in the register of Members held by the Club and such notice shall contain the suggested amendments.

Notice of motion for an amendment to the Constitution can only be dealt with at an Annual General Meeting or Special General Meeting.

Notwithstanding the aforementioned rules, the Club must:

- (d) promptly adopt changes in the Constitution and by-laws of FFA and/or FV made from time to time to the extent that they are applicable to the Club. In this rule, reference to changes to by-laws includes additional or replacement by-laws;
- (e) not otherwise amend or vary this constitution without the consent of FV and in accordance with the Act; or



- (f) not otherwise amend or vary any of its By-laws without consent of FV.

13. SERVICE OF NOTICES AND DOCUMENTS

13.1 Document includes notice

In this rule 13, document includes a notice.

13.2 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 of Members or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

13.3 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.

13.4 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 two days after the date of its posting.

13.5 Fax or electronic transmission

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

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

14. SEAL

The Common Seal of the Club shall be kept in the custody of the Secretary.

The Common Seal shall not be affixed to any instrument except by the authority of the committee and the affixing of the Common Seal shall be attested by the signatures either of the two Members of the committee or of one Member of the committee and of the Public Officer of the Club if required.



15. CUSTODY OF RECORDS

Except as otherwise provided on these Rules the secretary shall keep in his custody or under his control, all books, documents and securities of the Club and such books, documents, securities shall be at all reasonable times open to inspection by Members of the Club.

16. COPY OF CONSTITUTION

A copy of this Constitution of thereafter any amendments to this Constitution shall be available to the Members at the Clubrooms for inspections. Any person on his first election to any Honorary Office or Member of the Executive Committee shall be supplied with a copy of this Constitution and any amendments hereto.

17. SUPPLEMENTARY

If in any case occurs which is not or which is alleged not to be provided in this Constitution, it shall be determined by the Executive Committee in such a manner as they shall deem fit and the decision of the Executive Committee this and every question shall be final except where otherwise provided by this Constitution.

18. DISSOLUTION OF CLUB

If upon winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the Members of the Club but shall be held in trust for a period of three years. At the end of which time the Club does not reform shall be given or transferred to some other Club or Clubs having similar objects of the Club or be given to local schools to purchase soccer balls and other soccer football equipment. To be determined by Members at the time of dissolution.