



**FOOTBALL
FEDERATION
AUSTRALIA**

Constitution

Football Federation Australia Limited (“FFA”)

A Company Limited by Guarantee

May 2007

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1 Objects of FFA

1.1 Objects

The objects for which FFA is established are:

- (a) to be the premier body for Football in Australia and, as such, to promote and enforce the Statutes and Regulations and the Laws of the Game at all levels, including by:
 - (i) controlling the strategic direction of Football in Australia;
 - (ii) determining the highest level policy for the conduct and management of Football in Australia; and
 - (iii) supervising and governing State Bodies, Standing Committees and Football Leagues;
- (b) to be the Australian member of FIFA and comply with the Statutes and Regulations in force from time to time;
- (c) to govern Football throughout Australia, prevent infringement of the Statutes and Regulations and the Laws of the Game and protect Football from abuse;
- (d) to accredit and regulate referees, coaches and other individuals or entities to undertake functions and activities in relation to or incidental to Football in Australia;
- (e) to foster friendly relations among the officials and players of Football by encouraging Football games at all levels;
- (f) to take all reasonable steps to ensure that discrimination or distinction does not occur among Football participants on any grounds regulated under any Equal Opportunity Law;
- (g) to make, adopt, vary and publish rules, regulations, by-laws and conditions for:
 - (i) regulating Football in Australia;
 - (ii) deciding and settling all differences that arise between any of the following: State Bodies, Football Leagues, Standing Committees and FFA; and
 - (iii) doing everything necessary or desirable to enforce those rules, regulations, by-laws and conditions;
- (h) to do everything expedient to make known the rules, regulations, by-laws and conditions of Football by, in particular:
 - (i) advertising in the press, on television and radio and by circular;
 - (ii) controlling the rights to photograph or make films or other visual reproductions of the games controlled by FFA;
 - (iii) publishing books, programs, brochures and periodicals; and
 - (iv) granting prizes, rewards and making donations;
- (i) to secure and maintain affiliation with other bodies, domestic and international, having a common interest in Football;
- (j) to promote, provide for, regulate and ensure effective management of Football tournaments and games under the control of or authorised by FFA, including:
 - (i) national championships between teams representing or selected by State Bodies;
 - (ii) interstate competitions between teams representing or selected by State Bodies;
 - (iii) international competitions;
 - (iv) games in Australia between visiting overseas teams, between visiting overseas teams and teams representing or nominated or selected by FFA or between visiting overseas teams and teams representing or selected by Members;
 - (v) tours overseas by teams representing or nominated or selected by FFA or teams representing or selected by Members; and
 - (vi) participation in international competitions by players representing Australia; and
- (k) to co-operate with other bodies, including AFC and other member associations of FIFA:
 - (i) in the promotion and development of interstate, international and other Football competitions; and
 - (ii) otherwise, in relation to Football, the Statutes and Regulations and the Laws of the Game.

1.2 Football league

Without limiting article 1.1, FFA may establish one or more Football Leagues, including under licence.

2 Income and payments

2.1 Application of income

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

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

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

2.3 Payments in good faith

Subject to article 10.20, article 2.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

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

3 Membership

3.1 First Members

The First Members were, on the incorporation of FFA:

- (a) Frank Lowy;
- (b) Brian Martin Schwartz;
- (c) John Desmond Singleton;
- (d) Ronald Joseph Walker;
- (e) Suzanne Gae Williams; and
- (f) Phillip Paul Wolanski;

of whom all but John Desmond Singleton continue as First Members on the date of adoption by FFA of this Constitution.

When at least four State Bodies are also Members the Directors may, in their absolute discretion, terminate the membership of any one or more or all of the First Members.

Despite any other provision of this Constitution, the membership of each of the remaining First Members (if any) ceases automatically at the end of the 2007 Extraordinary General Meeting.



3.2 Interim Members

The Interim Members of FFA at the date of adoption of this Constitution are:

- (a) Football Queensland Limited (formerly Queensland Soccer Federation Limited);
- (b) Football Federation Northern Territory Incorporated (formerly Northern Territory Soccer Federation Incorporated);
- (c) Football NSW Limited (formerly Soccer New South Wales Limited);
- (d) Northern NSW Football Limited (formerly The Northern New South Wales Soccer Federation Limited);
- (e) Football Federation Tasmania Limited (formerly Soccer Tasmania Limited);
- (f) Football Federation SA Incorporated;
- (g) Football West Limited;
- (h) Football Federation Victoria Incorporated (formerly Victorian Soccer Federation Incorporated); and
- (i) ACT Football Federation Incorporated (trading as Capital Football) (formerly ACT Soccer Federation Incorporated).

There may be no more than:

- (a) two Interim Members for New South Wales; and
- (b) one Interim Member for each other State.

An Interim Member ceases to be an Interim Member:

- (a) on their admission as a Member under article 3.9; and
- (b) at 5.00pm Sydney time on 30 June 2007,

whichever occurs first.

3.3 State Bodies

- (a) The Directors must recognise as a State Body one body in respect of each State which, in their opinion, represents Football in that State, with the exception of New South Wales, in respect of which the Directors may recognise two bodies which, in their opinion, represent Football in New South Wales.
- (b) The Directors may revoke the recognition of a State Body under article 3.3(a) and terminate the membership of the State Body under article 3.10 if in their opinion the State Body no longer represents Football in the State in respect of which it was recognised.
- (c) Before revoking the recognition of a State Body under article 3.3(b), the Directors must provide the State Body with a reasonable opportunity to be heard and to make submissions in relation to the revocation referred to in article 3.3(b).
- (d) Following revocation of the recognition of a State Body under article 3.3(b), the Directors may recognise as a State Body another body as representing Football in the State in respect of which the former State Body was recognised, and may, upon termination of the membership of the former State Body under article 3.10, invite the new State Body to become a Member under article 3.4(a).

3.4 New Members

The Directors:

- (a) must invite one State Body from each State, with the exception of New South Wales in respect of which the Directors may invite two State Bodies;
- (b) must invite the chair from time to time of each Standing Committee; and
- (c) may invite a representative from time to time of any one or more Football Leagues,

to apply for membership under article 3.9.

3.5 Standing Committees

- (a) The Directors must establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a juniors' Standing Committee;
 - (iv) a women's Standing Committee; and
 - (v) a futsal Standing Committee.
- (b) In addition to the Standing Committees referred to in article 3.5(a), the Directors may establish any other Standing Committee they think fit.
- (c) A Standing Committee is to be established by a By-law made by the Directors.
- (d) In respect of each Standing Committee, the By law must provide for its functions, membership and operation.
- (e) The Directors or FFA may dissolve any Standing Committee established under article 3.5(b) by repealing the By-law under which it is established.

3.6 Football Leagues

- (a) A person is not eligible to be invited to become a Member under article 3.4(c) unless the person has been nominated in writing by a majority of not less than 75% of the clubs participating in the Football League that the nominee is proposed to represent.
- (b) A majority of not less than 75% of the clubs participating in the relevant Football League may revoke, in writing, the nomination of a person as the representative under article 3.6(a).

3.7 Membership subscriptions

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription payable by each Member, or any class of Members, and the due date for its payment; and
 - (iii) any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.
- (b) Each Member (other than a First Member) must pay to FFA the amounts determined under this article 3.7.
- (c) FFA in general meeting may, by special resolution, increase or reduce any amounts determined by the Directors under article 3.7(a) provided, in the case of a reduction of an amount, that reduction does not place the financial viability or the programs of FFA in doubt, but this does not affect the validity of anything previously done pursuant to articles 3.7(a) or 3.7(b).

3.8 Deferral or reduction of subscriptions

The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) FFA will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

3.9 Admission of Members

- (a) Before admission as a Member, a person must be invited by the Directors to apply for membership and sign an application agreeing to be bound by:
 - (i) this Constitution;
 - (ii) the By-laws;
 - (iii) the Statutes and Regulations; and
 - (iv) the Grievance Procedure and the dispute resolution process set out in article 8.2:
 - (A) while a Member; and
 - (B) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.
- (b) Subject to article 3.4, on receipt by the Secretary of the signed application and any subscriptions or other amount payable, the applicant becomes a Member.

3.10 Termination of membership of a State Body

- (a) The Directors may terminate the membership of a State Body if:
 - (i) recognition of the State Body is revoked under article 3.3(b);
 - (ii) the State Body Member breaches or fails to comply with a written notice given to it by the Directors under article 7.4; or
 - (iii) the State Body Member breaches or fails to comply with a direction given to it by the Directors under article 7.6.
- (b) Before terminating the membership of a State Body under article 3.10(a)(ii) or 3.10(a)(iii), the Directors must provide the State Body Member with a reasonable opportunity to be heard and to make submissions in relation to the breach or failure referred to in article 3.10(a)(ii) or 3.10(a)(iii).
- (c) The Directors must notify a State Body Member, in writing, if its membership is terminated. The termination of the membership will be effective 3 months from the date the Directors resolve to terminate the membership of the State Body under article 3.10(a).
- (d) If the Directors have notified a State Body Member that its membership has been terminated, during the 3 month period before the termination becomes effective the State Body Member:
 - (i) must continue to comply with its obligations under this Constitution; and
 - (ii) will not be entitled to receive notice of, or to attend, speak at or vote at, general meetings.

3.11 Ceasing to be a Member

- (a) A person ceases to be a Member on:
- (i) resignation;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement, composition or compromise with creditors of the person's joint or separate estate generally;
 - (iv) becoming of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (v) the termination of their membership under this Constitution;
 - (vi) the expiry of the term of their membership under article 3.2;
 - (vii) in the case of a Member referred to in article 3.4(b), their ceasing to be the chair of the relevant Standing Committee;
 - (viii) in the case of a Member referred to in article 3.4(c), their nomination as the representative of the relevant Football League being revoked under article 3.6(b); or
 - (ix) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.
- (b) For the purposes of article 3.11(a)(i), a Member may resign as a member of FFA by giving 14 days written notice to the Directors.

3.12 No claim against FFA

A Member whose membership ceases has no claim in their capacity as a Member or former Member of FFA, against FFA or the Directors, for damages or otherwise.

3.13 Limited liability

Members have no liability in that capacity except as set out in article 20.1.

4 General meetings

4.1 Annual general meeting

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

4.2 Power to convene general meeting

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

4.3 Notice of general meeting

- (a) Notice of a general meeting must be given according to Part 18 and the Corporations Act.
- (b) A person may waive notice of any general meeting by notice in writing to FFA, where permitted to do so by the Corporations Act.

4.4 Attendance at general meetings

- (a) Each Member is entitled to receive notice of and to attend and speak at general meetings.
- (b) A Director is entitled to receive notice of and to attend and speak at general meetings.
- (c) The Directors may invite other persons to attend and speak at general meetings.

4.5 Cancellation or postponement of general meeting

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting, change the venue for the meeting, or postpone the meeting to a date and time they determine.
- (b) If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

4.6 Written notice of cancellation or postponement of general meeting

Notice of the cancellation, change of the venue for or postponement of, a general meeting must state the reasons for doing so and be given to:

- (a) each Member individually; and
- (b) each other person entitled to notice of general meetings under the Corporations Act.

4.7 Contents of notice postponing general meeting

A notice postponing a general meeting must specify:

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

4.8 Number of clear days for postponement of general meeting

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

4.9 Business at postponed general meeting

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

4.10 Proxy, attorney or Representative at postponed general meeting

Where:

- (a) a proxy, attorney or Representative is by the terms of the instrument of appointment authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument, then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies FFA in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

4.11 Non-receipt of notice

The non-receipt of notice of a general meeting (or postponed or cancelled meeting) or proxy form by, or a failure to give notice of a general meeting (or postponed or cancelled meeting) or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate the general meeting (or postponed or cancelled meeting) or any act, matter or thing done or resolution passed at the general meeting (or postponed or cancelled meeting) if:

- (a) the non-receipt or failure occurred by accident or error; or
- (b) before or after the meeting, the person waives notice of the meeting under article 4.3(b) where permitted to do so by the Corporations Act, or notifies FFA of the person's agreement to that act, matter, thing or resolution by notice in writing to FFA.

5 Proceedings at general meetings

5.1 Number for a quorum

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

5.2 Requirement for a quorum

An item of business may not be transacted at a general meeting, except the election of a chairman and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to consider it.

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

5.3 Quorum and time

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

- (a) if the meeting was convened by or on the requisition of Members, the meeting must be dissolved; and
- (b) in any other case, the meeting stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

5.4 Adjourned meeting

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

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

5.5 Chairman to preside over general meetings

The Chairman is entitled to preside at general meetings.

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

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

5.6 Conduct of general meetings

The chairman of a general meeting:

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

A decision by the chairman under this article is final.

5.7 Adjournment of general meeting

- (a) The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The chairman may, but need not, seek any approval for the adjournment.
- (d) Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members or the court under the Corporations Act. If a meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

5.8 Notice of adjourned meeting

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

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

5.9 Questions decided by majority

Subject to the requirements of the Corporations Act and this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.10 Equality of votes casting vote for chairman

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

5.11 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is properly demanded (and the demand is not withdrawn):

- (a) by the chairman of the meeting; or
- (b) by at least one Member present and having the right to vote on the resolution.

Unless a poll is properly demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of FFA, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

5.12 Poll

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

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

A demand for a poll may be withdrawn.

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

5.13 Objection to voting qualification

An objection to the qualification of a person to attend or vote at a meeting (including an adjourned meeting):

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

A vote not disallowed by the chairman of a meeting under this article 5.13 is valid for all purposes.



5.14 Chairman to determine any poll dispute

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

6 Votes of Members

6.1 Votes of Members

- (a) At a general meeting, on a show of hands and on a poll, each of the following Members has one vote:
 - (i) a State Body Member;
 - (ii) a Football League Member; and
 - (iii) for so long as they remain a Member, a First Member.
- (b) No other Member is entitled to vote at general meetings.
- (c) On a show of hands, where a person present at a general meeting represents personally or by proxy, attorney or Representative more than one Member who is entitled to vote, the person is entitled to only one vote despite the number of Members the person represents.
- (d) On a poll, each person present who is a proxy, attorney or Representative of a Member has (in addition to any vote or votes to which they are themselves entitled if they are also a Member), for each Member they represent, the number of votes that Member is entitled to cast on a poll.

6.2 Relativity of votes

Despite any other provision in this Constitution, until the end of the 2007 Extraordinary General Meeting whenever each of the First Members present votes in the same way (that is, all for or all against) on a resolution, the aggregate of their votes will always be 76% of the votes cast.

6.3 Suspension of voting rights

Unless the Directors have deferred a Member's obligations under article 3.8, the voting rights of a Member are suspended while the payment of any subscription or other amount determined under article 3.7 is in arrears.

No other rights of the Member are affected.

6.4 Representation at general meetings

- (a) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
 - (i) in person;
 - (ii) if the Member is a State Body Member, by its Representative;
 - (iii) by proxy; or
 - (iv) by attorney.
- (b) For a State Body Member, the Representative to be appointed is the chairman of the State Body Member or the chairman's nominee.
- (c) A proxy or attorney may, but need not, be a Member.
- (d) A proxy, attorney or Representative may be appointed for all general meetings, or for all general meetings held during a specified period, or for any number of general meetings, or for a particular general meeting.
- (e) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or Representative will be taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to agree to a resolution being proposed and passed as a special resolution at a meeting of which the period of notice given is less than the period of notice required by the Corporations Act;
 - (iii) to speak to any proposed resolution;
 - (iv) to demand or join in demanding a poll on any resolution on which the proxy, attorney or Representative may vote;
 - (v) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or Representative how to vote on those resolutions:

- (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (B) to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting; and
 - (C) to act generally at the meeting;
- and
- (vi) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
 - (f) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument. If the proxy or attorney fails to vote or votes contrary to the direction in the instrument, the voting rights that the proxy or attorney represents are deemed to be exercised as directed in the instrument;
 - (g) Subject to article 6.4(j), an instrument appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and signed by the appointer or the appointer's attorney.
 - (h) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received at the places and fax numbers for that purpose in the notice of meeting and at least 48 hours before the meeting.
 - (i) The Directors may waive all or any of the requirements of articles 6.4(g) and 6.4(h) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy or attorney, accept:
 - (i) an oral appointment of a proxy or attorney;
 - (ii) an appointment of a proxy or attorney which is not signed or executed in the manner required by article 6.4(g); and
 - (iii) the deposited, tabled or produced copy (including at a general meeting or a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
 - (j) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by FFA by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be received under article 6.4(h).
 - (k) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

7 Obligations of State Body Members

7.1 Constitutions

- (a) The Directors must adopt a By-law containing a model constitution for State Body Members to use as their constitutions.
- (b) The Directors may from time to time amend the By-law containing the model constitution and the model constitution.
- (c) A State Body Member must:
 - (i) have a constitution in the form of the model constitution contained in the By-laws as at the date of its admission as a Member, amended only to the extent that the Directors may agree;
 - (ii) amend its constitution from time to time to promptly adopt changes in the model constitution;
 - (iii) not otherwise amend or vary its constitution without the consent of the Directors; and
 - (iv) not adopt or amend any by-law without the consent of the Directors.
- (d) The Directors must consent to any amendment to the constitution of a State Body Member that is required by law, but that consent does not prevent the amendment from giving rise to a breach of article 7.1(c) and does not limit the Directors' powers under article 3.10.

7.2 Enforcement of rules

- (a) A State Body Member must promulgate and comply with the Statutes and Regulations.
- (b) A State Body Member must promulgate and enforce the Laws of the Game.

7.3 Register of participants

- (a) A State Body Member must maintain a database of each person registered with it in any capacity.
- (b) The database is to be established and maintained in the form, and contain the details, required by the Directors from time to time.
- (c) Each State Body Member must provide the Directors with a copy of its database by 1 March and 1 September each year, certified by its chief executive officer (or the person who holds an equivalent position) to be true and correct as at the previous 31 December and 30 June respectively.
- (d) The Directors may, or may appoint a third party to, audit any database maintained under this article at their discretion and the State Body Member must co-operate with the Directors and the auditor and do everything reasonably required by the Directors or the auditor to facilitate the audit.
- (e) In fulfilling its obligations under this article, the State Body Member must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the State Body Member is otherwise bound to comply with them.
- (f) The Directors may adopt a By-law regulating the steps to be taken by each State Body Member in relation to the disclosure to the Directors of Personal Information collected by the State Body Member.

7.4 Compliance with Constitution, By-laws and rules

- (a) A State Body Member must comply with this Constitution, all By-laws, its own constitution and by-laws, the Football Code of Conduct, and the Statutes and Regulations.
- (b) If a State Body Member breaches or fails to comply with this Constitution, any By-law, its own constitution or by-laws, the Football Code of Conduct, or the Statutes and Regulations, the Directors may give written notice to the State Body Member specifying the breach or failure.
- (c) If a State Body Member receives a written notice under article 7.4(b), the State Body Member must remedy the breach or failure specified in the written notice within 14 days (or a longer period determined by the Directors) after receipt by the State Body Member of the written notice.

7.5 Financial Statements

Each State Body Member must:

- (a) prepare annual Financial Statements in respect of all of its financial activities for the period ending at the end of its financial year and ensure that the Financial Statement are audited; and
- (b) provide the Directors with a copy of the audited Financial Statements no later than 3 months after the end of the State Body Member's financial year.

7.6 Directions to State Body Members

- (a) If, in the opinion of the Directors, a State Body Member:
 - (i) engages in conduct; or
 - (ii) fails adequately and appropriately to deal with or respond to the conduct of an Affiliate of the State Body Member, and in the opinion of the Directors the conduct of the State Body Member referred to in article 7.6(a)(i) or the conduct of the State Body Member's Affiliate referred to in article 7.6(a)(ii) has or is likely to have impaired the confidence of:
 - (iii) the public in the:
 - (A) honest, orderly and safe conduct of Football matches and Football competitions;
 - (B) integrity and good character of Football administrators; or
 - (C) disciplined and sporting behaviour of Football participants;or
 - (iv) FFA's commercial partners that they will derive commercial advantage from their association with Football, the Directors may, in their absolute discretion, give directions to the State Body Member as to the action that must be taken by the State Body Member in relation to that conduct or in relation to the State Body Member dealing with or responding to the conduct of the Affiliate.
- (b) If a State Body Member is given directions under article 7.6(a), the State Body Member must comply with the directions within 14 days (or a longer period determined by the Directors) after the directions are given.
- (c) Examples of conduct referred to in articles 7.6(a)(i) and 7.6(a)(ii) include, but are not limited to:
 - (i) wagering on the outcome or on any other aspect of a Football match or competition;
 - (ii) throwing or fixing a Football match, trying to achieve a contrived outcome to a Football match or competition, or otherwise influencing improperly the outcome or any other aspect of a Football match or competition;
 - (iii) seeking or accepting a bribe or other benefit to do anything mentioned in paragraph (ii);

- (iv) failing to report immediately to FFA any offer of a bribe or other benefit to do anything mentioned in paragraph (ii) or the doing by any other person of, or any attempt by any other person to do, anything mentioned in paragraph (i) or (ii);
- (v) involvement in any way in an Anti-Doping Rule Violation as set out in the Anti-Doping By-Law;
- (vi) repeatedly breaching the Laws of the Game relating to foul play or misconduct;
- (vii) abusing, threatening or intimidating a referee or other match official, whether on or off the field, or a selector, manager, coach or other team official;
- (viii) showing unnecessary obvious dissension, displeasure or disapproval towards a referee or other match official, their decision or generally following a decision of a match official;
- (ix) using crude or abusive language or gestures towards a referee or other match official or a spectator;
- (x) doing anything which is likely to intimidate, offend, insult or humiliate another participant on any grounds regulated under any Equal Opportunity Law; or
- (xi) conduct which has resulted in the person being charged with a criminal offence.

7.7 Authority of State Body Members

Subject to this Constitution, State Body Members have the authority and obligation to govern and administer Football, including the obligation to run competitions, within their respective States.

8 FIFA and AFC

8.1 Compliance and co-operation

FFA must:

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

8.2 Referral of disputes

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must itself, and must ensure that its Affiliates, refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (c) This article 8.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

9 Patrons and Life Members

9.1 Appointment and removal of patrons

The Directors may appoint and remove patrons of FFA.

9.2 Rights of Patrons

Patrons are:

- (a) entitled to notice of general meetings which are held after the 2007 Extraordinary General Meeting;
- (b) entitled to attend and speak at general meetings; and
- (c) not entitled to vote at general meetings.

9.3 Eligibility for Life Membership

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

9.4 Nomination requirements

A nomination under article 9.3 must:

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

9.5 Admission to Life Membership

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

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

A nominee is admitted to Life Membership if:

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

9.6 Rights of Life Members

A Life Member:

- (a) is not to be counted in a quorum under article 5.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with FFA to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to notice of general meetings which are held after the 2007 Extraordinary General Meeting;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

9.7 Patrons and Life Members are not Members

Patrons and Life Members are not Members.

10 Directors

10.1 Number of Directors

- (a) There must be not less than five Directors and not more than nine Directors.
- (b)
 - (i) not more than six Directors are to be elected by the Members (Elected Directors);
 - (ii) subject to article 10.1(c) not more than three Directors are to be appointed under article 10.17 (Appointed Directors); and
 - (iii) not more than one Managing Director is to be appointed under article 10.21.
- (c) If a Managing Director is appointed under article 10.21 there must not be more than two Appointed Directors.

10.2 First Directors

- (a) The First Directors were, on incorporation of FFA:
- (i) Frank Lowy (who holds the office of Chairman);
 - (ii) Brian Martin Schwartz (who holds the office of Deputy Chairman);
 - (iii) John Desmond Singleton;
 - (iv) Ronald Joseph Walker;
 - (v) Suzanne Gae Williams; and
 - (vi) Phillip Paul Wolanski;
- of whom all but John Desmond Singleton continue as First Directors on the date of adoption by FFA of this Constitution.
- (b) Subject to the Corporations Act and article 10.20, two of the First Directors will retire at the end of the 2007 Extraordinary General Meeting and are eligible for re-election.
- (c) The Directors to retire under article 10.2(b) will be decided by lot unless the Directors otherwise agree among themselves.
- (d) The remaining First Directors who do not retire under article 10.2(b) will hold office until the end of the annual general meeting in 2011 and are eligible for re-election. Service as a Director from the 2007 Extraordinary General Meeting until the end of the annual general meeting in 2011 (or part of that period) is one term of office for the purposes of article 10.12.

10.3 First election of Directors

At the 2007 Extraordinary General Meeting, the Members must elect three Directors.

10.4 Term of office of first Elected Directors

The persons elected as Directors under article 10.3 will hold office until the end of the annual general meeting in 2013 and are eligible for re-election. Service as a Director from the 2007 Extraordinary General Meeting until the end of the annual general meeting in 2013 (or part of that period) is one term of office for the purposes of article 10.12.

10.5 Term of office of Elected Directors

Subject to articles 10.2 10.4 and 10.6, Elected Directors hold office for a term which continues until the end of the fourth annual general meeting held after the meeting at which they were elected.

10.6 Rotation of Directors

- (a) At the annual general meeting in 2013 and at each second annual general meeting after that, one-half of the Elected Directors must retire from office.
- (b) If the number of Elected Directors in office is not a whole number which is a multiple of two, the number of Elected Directors to retire is to be rounded down to the next whole number.

10.7 Directors to retire

Subject to articles 10.4, 10.5 and 10.12:

- (a) the Elected Directors required to retire at an annual general meeting under article 10.6 must be those who have been longest in office since their last election; and
- (b) as between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless the Elected Directors otherwise agree among themselves.

10.8 Office held until end of meeting

A retiring Director holds office until the end of the meeting at which that Director retires and, subject to article 10.12, is eligible for re-election.

10.9 Election of Chairman

- (a) The Elected Directors may elect one of their number to the office of chairman of directors (and a Director participating in such a vote will not have a casting vote).
- (b) The person elected to the office of chairman of directors under article 10.9(a) will remain chairman of directors until the next annual general meeting at which an election of directors is to take place.
- (c) When representing FFA internationally (including, without limitation, when dealing with FIFA or other member associations of FIFA) the Chairman will have the title of “President”.

10.10 Deputy Chairman

- (a) The Elected Directors may elect one of their number to the office of deputy chairman of directors.
- (b) The person elected to the office of deputy chairman of directors under article 10.10(a) will remain deputy chairman of directors until the next annual general meeting at which an election of directors is to take place.
- (c) When representing FFA internationally (including, without limitation, when dealing with FIFA or other member associations of FIFA) the Deputy Chairman will have the title of “Vice President”.

10.11 Elections at general meeting

- (a) At a general meeting:
 - (i) at which a Director (other than an Appointed Director) retires; or
 - (ii) at the commencement of which there is a vacancy in the office of a Director (other than an Appointed Director),FFA may, by resolution passed by not less than a Prescribed Majority fill the vacancy by electing someone to that office.
- (b) If the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees for election as Director receiving less than a Prescribed Majority in an election (First Election), then:
 - (i) if there were more nominees for election as Director at a First Election than there were vacancies, then the chairman of the meeting will inform the meeting of the result of the First Election and the nominee or nominees who received the least proportion of votes in favour of their election in that First Election will be deleted from the nominees unless to do so would result in there being no nominees, and a further election will be held to fill the vacancy or vacancies (Second Election);
 - (ii) if the number of nominees for election as Director at a First Election is less than or equal to the number of vacancies, and after that First Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the First Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such circumstances may be filled after the end of the general meeting in accordance with article 10.18;
 - (iii) if there were more nominees for election as Director at a Second Election than there were vacancies after completion of the First Election and, after that Second Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Second Election and the nominee or nominees who received the least proportion of votes in favour of their election in that Second Election will be deleted from the nominees unless to do so would result in there being no nominees, and a further election will be held to fill the vacancy or vacancies (Third Election);
 - (iv) if the number of nominees for election as Director at a Second Election is less than or equal to the number of vacancies, and after that Second Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Second Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such circumstances may be filled after the end of the general meeting in accordance with article 10.18;
 - (v) if after a Third Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees for election as Director receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Third Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such circumstances may be filled after the end of the general meeting in accordance with article 10.18.
- (c) A Director elected under this article takes office at the end of the meeting at which they are elected.

10.12 Maximum term of office

Subject to article 10.13, an Elected Director may not serve more than two consecutive terms as a Director.

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

10.13 Exceptions to article 10.12

Service as a First Director under article 10.2(a) prior to the 2007 Extraordinary General Meeting does not count as a term of office for the purposes of article 10.12.

10.14 Proposal of persons for election as Directors

- (a) Two Members or a Member and a Director other than the Managing Director, may nominate a person to stand for election as a Director (**Proposers**).
- (b) Another Member or Director other than the Managing Director, must second the nomination (**Secunder**).
- (c) A nomination must be in writing and signed by the Proposers and Secunder and delivered to FFA:
 - (i) in the case of the election of Directors to be held at the 2007 Extraordinary General Meeting, no later than 31 May 2007; and
 - (ii) otherwise, no later than 30 September in any year in which an election of Directors will be held in accordance with this Constitution.
- (d) The nomination must be accompanied by a statutory declaration made by the nominee confirming that, to the best of their knowledge and belief:
 - (i) they are not disqualified from standing for office as a Director by virtue of anything in article 10.16;
 - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
 - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.

10.15 Application of nomination procedure

The requirements of nomination of persons for election as a Director under article 10.14 apply to all persons proposing to stand for election or re-election, including a First Director proposing to stand for re-election.

10.16 Eligibility

- (a) Subject to article 10.16(c) and article 10.17(d) a person who:
 - (i) is or has within the two years ending on the date of their nomination been an employee of FFA or of a State Body Member;
 - (ii) is or has within the two years ending on the date of their nomination been a member of a Standing Committee; or
 - (iii) holds or has within the two years ending on the date of their nomination held any Official Position, (each a Disqualifying Position) may not stand for or hold office as a Director.
- (b) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and article 10.20(c) applies.
- (c) Article 10.16(a) does not apply to a person appointed as Managing Director.

10.17 Appointed Directors

- (a) In addition to the First Directors, the Elected Directors and the Managing Director, the Directors may appoint up to three other persons who are not disqualified under article 10.16 as Appointed Directors.
- (b) Before a person can be appointed as a Director under article 10.17(a) the person proposed to be appointed as a Director must deliver to FFA a statutory declaration confirming that, to the best of their knowledge and belief:
 - (i) they are not disqualified from being a Director by virtue of anything in article 10.16;
 - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
 - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.
- (c) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and is eligible for re-appointment.
- (d) One Appointed Director will not be disqualified from being a Director by virtue of having held an Official Position within the two years ending on the date of their nomination.



10.18 Casual vacancy

- (a) The Directors may at any time appoint a person who is not disqualified under article 10.16 as a Director to fill a casual vacancy arising when an Elected Director ceases to hold office other than at an annual general meeting of FFA unless article 10.11(b) applies.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to FFA a statutory declaration confirming that, to the best of their knowledge and belief:
 - (i) they are not disqualified from being a director of FFA by virtue of anything in article 10.16;
 - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
 - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.
- (c) A Director appointed under this article holds office until the end of the term of the Director in whose place they were appointed unless article 10.11(b) applies in which case they hold office for the term they would have held office had they been elected under article 10.11(b) at the general meeting at which the vacancy they are appointed to fill arose. For the avoidance of doubt, before the Director can stand for election at an annual general meeting, the nomination procedure under article 10.14 must be complied with.
- (d) Service as a Director under this article is a full term of office for the purposes of article 10.12.

10.19 Remuneration of Directors

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

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

10.20 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (b) resigns office by notice in writing to FFA;
- (c) accepts appointment to, or becomes the holder of, a Disqualifying Position;
- (d) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors; or
- (e) being Managing Director, ceases to be Managing Director.

10.21 Managing Director

The Directors may appoint a Managing Director on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, determined by the Directors.

11 Powers and duties of Directors

11.1 Directors to manage Company

The Directors are to manage FFA's business and may exercise to the exclusion of FFA in general meeting all the powers of FFA which are not required, by the Corporations Act or by this Constitution, to be exercised by FFA in general meeting.

11.2 Specific powers of Directors

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

11.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

11.4 Appointment of attorney

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

11.5 Provisions in power of attorney

A power of attorney granted under article 11.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

11.6 Minutes

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

12 Proceedings of Directors

12.1 Directors meetings

- (a) The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

12.2 Questions decided by majority

- (a) A meeting of Directors at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Directors under this Constitution.
- (b) A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote and any such decision is for all purposes a determination of the Directors.

12.3 Chairman's casting vote

In the case of an equality of votes upon any proposed resolution, the chairman of the meeting of Directors has a casting vote.

12.4 Quorum

- (a) Business may not be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of:
 - (i) if the Directors have fixed a number for the quorum, that number of Directors; and
 - (ii) in any other case, four Directors (at least two of whom are entitled to vote), present at the meeting of Directors.



12.5 Effect of vacancy

- (a) If there is a vacancy in the office of a Director then, subject to article 12.5(b), the remaining Director or Directors may act.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting for that purpose,and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

12.6 Alternate directors

- (a) A Director may, with the approval of the Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.
- (b) An alternate director must not hold a Disqualifying Position.
- (c) A person may not act as alternate director to more than one Director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of Directors, to attend and vote in place of the appointer.
- (e) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (f) The office of an alternate director is vacated if and when the appointer vacates office as a Director.
- (g) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the Director who makes or made the appointment and does not take effect unless and until FFA has received notice in writing of the appointment or termination.
- (i) An alternate director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (j) An alternate director, while acting as a Director, is responsible to FFA for his or her own acts and defaults and is not to be taken to be the agent of the Director by whom he or she was appointed.

12.7 Convening meetings

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

12.8 Notice of meetings of directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice:
 - (i) a Director, other than a Director on leave of absence approved by the Directors; or
 - (ii) an alternate director appointed under article 12.6 by a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax or other electronic means ; and
 - (v) will be taken to have been given to an alternate director if it is given to the Director who appointed that alternate director.
- (c) A Director or alternate director may waive notice of any meeting of Directors by notifying FFA to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director or an alternate director appointed by the Director waives notice of that meeting under article 12.8(c), notifies FFA of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
 - (iii) the Director or an alternate director appointed by the Director attended the meeting.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, an alternate director of a Director on leave of absence approved by the Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:

- (i) the non-receipt or failure occurred by accident or error;
- (ii) before or after the meeting, the alternate director or the Director who appointed the alternate director waives notice of that meeting under article 12.8(c) or notifies FFA of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
- (iii) the alternate director or the Director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of Directors waives any objection that person and:
 - (i) if the person is a Director, an alternate director appointed by that person; or
 - (ii) if the person is an alternate director, the Director who appointed that person as alternate director, may have to a failure to give notice of the meeting.

12.9 Chairman to preside at Directors' meeting

- (a) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chairman at each meeting of Directors.
- (b) If at a meeting of Directors:
 - (i) there is no Chairman;
 - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairman is present within that time but is not willing to act as chairman of the meeting, the following may preside (in order of entitlement):
 - (iv) the Deputy Chairman (if any); or
 - (v) a Director chosen by a majority of the Directors present.

12.10 Delegation to individual Directors

- (a) The Directors may delegate any of their powers to one or more Directors.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

12.11 Powers delegated to persons or committees

- (a) The Directors may delegate any of their powers to any person or persons, or to committees, consisting of those persons they think fit, and may vary or revoke any delegation.
- (b) A person or Committee to whom powers have been delegated by the Directors must exercise the powers delegated to them according to the terms of the delegation and any directions of the Directors.
- (c) Powers delegated to and exercised by a person or Committee are taken to have been exercised by the Directors.

12.12 Committee meetings

The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee of Directors.

12.13 Circulating resolutions

- (a) If all of the Directors, other than:
 - (i) any Director on leave of absence approved by the Directors;
 - (ii) any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
 - (iii) any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question, assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and
 - (iv) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,
 then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of article 12.13(a):
 - (i) the resolution is passed on the day on which, and at the time on which, the document was last assented to by a Director;
 - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
 - (iii) a Director may signify assent to a document by signing the document or by notifying FFA of the Director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

12.14 Validity of acts of Directors

An act done by a person acting as a Director or by a meeting of Directors or a Committee of Directors attended by a person acting as a Director is not invalidated by reason only of:

- (a) a defect in the appointment, election or qualification of the person as a Director;
- (b) the person being disqualified to be a Director or having vacated office; or
- (c) the person not being entitled to vote,

if that circumstance was not known by the person or the Directors or Committee of Directors (as the case may be) when the act was done.

12.15 Interested Directors

- (a) A Director may be or may become a non-executive director of a related body corporate of FFA and is not accountable to FFA for any remuneration or other benefits received by the Director as a non-executive director of that related body corporate.
- (b) A Director who is required to disclose a material personal interest under the Corporations Act must disclose that interest to the other Directors in accordance with the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of Directors may be present at that meeting, and may vote on that matter, only if permitted by the Corporations Act.
- (d) A contract made by a Director with FFA or a contract or arrangement entered into by or on behalf of FFA in which any Director may be in any way interested is not avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.
- (e) Subject to the Corporations Act a Director contracting with or being interested in any arrangement involving FFA is not liable to account to FFA for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

13 Chief Executive Officer

13.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer. If a Managing Director is appointed by the Directors, the Managing Director will also be the Chief Executive Officer.

13.2 Powers, duties and authorities of Chief Executive Officer

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

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

13.3 Suspension and removal of Chief Executive Officer

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

13.4 Chief Executive Officer to attend Directors' meetings

The Chief Executive Officer is entitled to notice of and to attend all meetings of the Company, the Directors and any Committees and may speak on any matter, but does not have a vote unless the Chief Executive Officer is also the Managing Director.

14 Secretary

14.1 Appointment of Secretary

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

14.2 Suspension and removal of Secretary

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

14.3 Powers, duties and authorities of Secretary

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

15 By-laws

15.1 Making and amending By-laws

The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of FFA's affairs, and may amend, repeal and replace those By-laws.

15.2 Effect of By-law

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution; and
- (c) when in force, is binding on all Members.



16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

If FFA has a common seal or duplicate common seal:

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

17 Inspection of records

17.1 Inspection by Members

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

17.2 Right of a Member to inspect

A Member (other than a Member who is also a Director) does not have the right to inspect any document of FFA except as permitted by law or authorised by the Directors.

18 Service of documents

18.1 Document includes notice

In this Part 18, document includes a notice.

18.2 Methods of service on a Member

FFA may give a document to a Member:

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

18.3 Methods of service on FFA

A Member may give a document to FFA:

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

18.4 Post

A document sent by post:

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

and in either case is taken to have been received on the day after the date of its posting.

18.5 Fax or electronic transmission

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

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

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer; or
- (c) a Secretary (each an Officer),

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

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

unless:

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

19.2 Insurance

FFA may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any Liability incurred by the Officer as an officer of FFA or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

20 Winding up

20.1 Contributions of Members on winding up

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

The contribution is for:

- (a) payment of FFA's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves,

and the amount is not to exceed \$20.00.

20.2 Excess property on winding up

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

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

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

21 Accounts

The Directors must cause the accounts of FFA to be audited as required by the Corporations Act.

22 Amendment

Prior to the end of the annual general meeting in 2011 article 6.1 and Parts 7, 8, 10 and 22 may be amended only if the amendment is approved by:

- (a) a resolution of the Directors; and
- (b) not less than 75% of all Members entitled to vote at a general meeting of FFA.

23 Definitions and interpretation

23.1 Definitions

In this Constitution unless the contrary intention appears:

2007 Extraordinary General Meeting means a general meeting to be convened under article 4.2 no later than 30 June 2007 for the purpose of conducting the first election of directors under article 10.3 and any other business specified in the notice convening the meeting.

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

AFC means Asian Football Confederation.

Affiliate, in relation to a State Body Member, means any body or person who is a member of or is affiliated or registered with the State Body Member, including without limitation a director, officer, employee, club, member of a committee, referee, manager, coach, player or Registered Participant.

Anti-Doping By Law means a By-law of FFA relating to anti-doping rule violations and related matters.

Appointed Director is defined in article 10.1.

ASIC means the Australian Securities and Investments Commission.

By-law means a by-law made under Part 15 and a reference to a specific by-law means that by-law as amended from time to time.

Chairman means the person elected to the office of chairman of directors from time to time under article 10.10.

Chief Executive Officer means a person appointed as chief executive officer by the Directors under article 13.1.

Committee means a committee established under article 12.10.

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

Corporations Act means the Corporations Act 2001 (Cth).

Deputy Chairman means the person (if any) elected to the office of deputy chairman of directors from time to time under article 10.10.

Director means a director of FFA and includes the Chairman, any Deputy Chairman and any Managing Director.

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

Disqualifying Position is defined in article 10.16.

Elected Director is defined in article 10.1.

Equal Opportunity Law means the Sex Discrimination Act 1984 (Cth), Racial Discrimination Act 1975 (Cth), Disability Discrimination Act 1992 (Cth), Age Discrimination Act 2004 (Cth), Human Rights and Equal Opportunity Act 1986 (Cth), Anti-Discrimination Act 1977 (NSW), Anti-Discrimination Act 1991 (Qld), Equal Opportunity Act 1984 (SA), Anti-Discrimination Act 1998 (Tas), Equal Opportunity Act 1995 (Vic), Equal Opportunity Act 1984 (WA), Discrimination Act 1991 (ACT) and Anti-Discrimination Act 1992 (NT), and any regulations made under any of those Acts.

FFA means Football Federation Australia Limited.

FIFA means Federation Internationale de Football Association.

Financial Statements means a statement of financial performance, a statement of financial position, a statement of cash flows and notes to each of those statements.

First Directors means the persons named in article 10.2.

First Members means the persons named in article 3.1.

Football means "Association Football" as recognised by FIFA from time to time. Football includes the games of football, soccer football, indoor or five a side (futsal) football and beach football.

Football Code of Conduct means the code of conduct published by FFA and notified to Members, as amended from time to time.

Football League means a Football League established by FFA under article 1.2.

Football League Member means a representative of a Football League invited to apply for membership under article 3.4(c) and admitted as a Member under article 3.9.

Grievances has the meaning given to that term in the Grievance Procedure.

Grievance Procedure means the procedures dealing with Grievances published by FFA and notified to Members, as amended from time to time.

Interim Member means a Member specified under article 3.2.

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

Managing Director means a person appointed as managing director by the Directors under article 10.21.

Member means a member of FFA.

Official Position means an office or position, whether elected or appointed, as:

- (a) president, chairman, vice-president, deputy chairman, secretary, treasurer, director, committee member or member of the governing body (however described) of a club, association (incorporated or unincorporated) or company (including a State Body Member, but excluding FFA) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) a member of a standing committee or a zone council established by a State Body Member.

Part means a Part of this Constitution.

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

Prescribed Majority means:

- (a) prior to the end of the annual general meeting in 2011, 75% of Members present and entitled to vote at the general meeting in question; or
- (b) after the end of the annual general meeting in 2011, 60% of Members present and entitled to vote at the general meeting in question.

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

Registered Participant means a person registered by a State Body Member under article 7.3 in the category of:

- (a) player (including junior player) in any competition recognised by FFA or that State Body Member;
- (b) Accredited referee; or
- (c) Accredited coach.

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

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

Standing Committee means a Standing Committee established by the Directors under the By-laws.

Standing Committee Member means a chair of a Standing Committee invited to apply for membership under article 3.4(b) and admitted as a Member under article 3.9.

State means a state or territory of the Commonwealth of Australia.

State Body means a body recognised by the Directors under article 3.3(a).

State Body Member means a State Body invited to apply for membership under article 3.4(a) and admitted as a Member under article 3.9.

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

23.2 Interpretation

- (a) In this Constitution:
- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
 - (ii) **(agm)** a reference to an annual general meeting in a calendar year (for example, in 2007), is a reference to the annual general meeting required to be held by FFA in that calendar year under section 250N(2); and
 - (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.
- (b) In this Constitution unless the contrary intention appears:
- (i) **(gender)** words importing any gender include all other genders;
 - (ii) **(person)** the word person includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
 - (iii) **(successors)** a reference to an organisation includes a reference to its successors;
 - (iv) **(singular includes plural)** the singular includes the plural and vice versa;
 - (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
 - (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
 - (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
 - (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

23.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to FFA.

23.4 Headings

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

23.5 “Include” etc

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

23.6 Powers

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

