

UNIVERSITY OF MELBOURNE
SOCCER CLUB INC.

CONSTITUTION



UNIVERSITY OF MELBOURNE SOCCER CLUB INC.
CONSTITUTION

1. Name

The name of the incorporated association is University of Melbourne Soccer Club Inc (in these Rules called "the Association").

1.1 Objects

The objects for which the Club is established are to:

- (a) be the member Club of FFA and to comply with the constitution and by-laws of FFA and FFV;
- (b) prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;
- (c) foster friendly relations among the officials and players of Football by encouraging Football games;
- (d) prevent racial, religious, gender or political discrimination or distinction among Football players;
- (e) promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games under the control of or authorised by the Club;
- (f) co-operate with FFA, FFV and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- (g) facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football; and
- (h) act in the best interests of the Club and Football.

1.2 Alteration of objects and Constitution

Subject to **rule 7.1**, an addition, amendment or alteration of the objects in **rule 1.1** or of any other rule contained in this Constitution must be approved by Special Resolution.

1.3 FFA and FFV

1.3.1 Constitution

The Club must:

- (a) be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:
 - (i) it organises teams to participate in competitions sanctioned by FFV or FFA;

- (ii) all members of its teams are entitled to membership;
 - (iii) members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through the Junior Member's parent or other legal guardian if under 18 years of age);
 - (iv) agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and
 - (v) prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;
- (b) amend:
- (i) this Constitution; or
 - (ii) the By-laws,
- to promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;
- (c) not otherwise amend or vary this Constitution without the consent of FFV and in accordance with the Act; or
 - (d) not otherwise amend or vary any of its By-laws without the consent of FFV.

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

1.4 Enforcement of rules

Subject to applicable law, the Club must:

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

2. Definitions

- (1) In these Rules, unless the contrary intention appears-

“**Act**” means the **Associations Incorporation Act 1981**;

“**Board**” means the management Board of the Association;

“**division**” means either the men’s division or the women’s division of the Association;

“**divisional committee**” means the committee of management of either the men’s division or women’s division;

“**financial year**” means the year ending on 15 October;

“**general meeting**” means a general meeting of members convened in accordance with rule 12.

“**member**” means a member of the Association;

“**men’s division**” means the division of the Association that manages the Association’s teams playing in men’s competition.

“**ordinary member of the committee**” means a member of the committee who is not an officer of the Association under Rule 21;

“**Regulations**” means regulations under the Act;

“**relevant documents**” has the same meaning as in the Act.

“**women’s division**” means the division of the Association that manages the Association’s teams playing in women’s competition.

- (2) In these Rules, a reference to the Secretaries of an Association is a reference--
- (a) if 2 persons hold office under these Rules as Secretary (men’s division) and Secretary (women’s division) of the Association--to those persons; and
 - (b) in any other case, to the Public Officer of the Association.

3. *Alteration of the rules*

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

4. *Membership, entry fees and subscription*

Eligibility for membership of the Association is limited to:

- (a) enrolled students of the University of Melbourne who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;
- (b) enrolled students of other universities with which the University of Melbourne has reciprocal rights who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;
- (c) those persons in the following categories who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings:
 - (i) graduates of the University of Melbourne or any other university with which the University of Melbourne has reciprocal rights;
 - (ii) members of staff on the payroll of the University of Melbourne;
 - (iii) members and staff of the University of Melbourne's affiliated residential colleges and halls of residence;
 - (iv) persons not on the payroll of the University of Melbourne but who are employed on the University site by an organisation which has a permanent office on the site of the University;
- (d) Life Members who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings; and
- (e) any other person whom the respective divisional committee deems will make a significant contribution to the Association who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings; and
- (f) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Junior Member's parent or other legal guardian.

4.1 *Members admitted to membership*

The Club must procure that each Member admitted to membership agrees to be bound by and observe:

- (a) This Constitution;
- (b) The Laws of the Game;
- (c) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;

- (d) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
- (e) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (f) The FFA Code of Conduct, as amended from time to time.

5 Register of members

- (1) The divisional committee must elect a member of the divisional committee to keep and maintain a register of members containing-
 - (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- (2) The register is available for inspection free of charge by any member upon request.
- (3) A member may make a copy of entries in the register.

6 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the divisional committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution--
 - (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.

7 Life membership

- (1) Life membership shall be granted to any person by the Board upon nomination by the relevant divisional committee, in recognition of outstanding service to the Association. Such persons shall be released of all further payments of membership fees to the Association.
- (2) The divisional committees shall call for nominations of life members during the months of August and September each year. The decision as to the success of

those nominated for life membership shall be held with the divisional committee, which shall forward successful nominations to the Board.

8 Annual general meetings

- (1) The Board may determine the date, time and place of the annual general meeting of the Association.
- (2) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (3) 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; and
 - (b) to receive from the committee reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the committee; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (4) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

9 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Board or either divisional committee may, whenever it thinks fit, convene a special general meeting of the Association.
- (4) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

- (5) The Board must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- (6) The request for a special general meeting must--
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of Public Officer.
- (7) If the Board does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of either the Public Officer, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

10 Special business

All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

11 Notice of general meetings

- (1) The Public Officer of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (2) Notice may be sent--
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.

- (3) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (4) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Public Officer of that business, who must include that business in the notice calling the next general meeting.

12 Quorum at general meetings

- (1) No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (2) Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present-
 - (i) in the case of a meeting convened upon the request of members--the meeting must be dissolved; and
 - (ii) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

13 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (2) If the President and the Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

14 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

15 *Voting at general meetings*

- (1) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

16 *Poll at general meetings*

- (1) If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

17 *Manner of determining whether resolution carried*

If a question arising at a general meeting of the Association is determined on a show of hands-

- (a) a declaration by the Chairperson that a resolution has been-

- (i) carried; or
- (ii) carried unanimously; or
- (iii) carried by a particular majority; or
- (iv) lost; and

(b) an entry to that effect in the minute book of the Association--

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18 Proxies

- (1) Each member is entitled to appoint another member as a proxy by notice given to the Public Officer no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be--
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 1; or
 - (b) in any other case, in the form set out in Appendix 2.

19 The Board

- (1) The affairs of the Association shall be managed by the board and two separate divisional committees, with one divisional committee governing the Men's division's operations and the other governing the Women's division's operations.
- (2) The Board--
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.

- (3) Subject to section 23 of the Act, the Board shall consist of the officers of the Association whom shall be elected at the annual general meeting of the Association in each year.
- (4) Both the men's division and women's division must be fairly represented on the Board, so the Board shall comprise of at least 3 members from the men's division and at least 3 members from the women's division.
- (5) The President will be the Public Officer of the Association.
- (6) The Board will be responsible for:
 - (i) Governance of the Association, including implementation of the Constitution, compliance with the *Associations Incorporations Act 1981* and other relevant Acts;
 - (ii) Preparation of consolidated financial statements;
 - (iii) Development of overarching Association policies in relation to areas such as financial procedures, equity and risk;
 - (iv) Correspondence with the University of Melbourne;
 - (v) Overall Association correspondence with Football Federation Victoria, in particular voting for zone representatives, excluding specialist representatives for men's and women's committees which will be the responsibility of the divisional committees; and
 - (vi) Provision of joint facilities.
- (7) Written notice of each committee meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- (8) Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (9) The Board shall meet at least quarterly, in the months of December, February, May and August. At each meeting, each division shall be required to present a divisional report, balance sheet and statement of accounts for the preceding financial quarter.

- (1) The operational aspects of the Association will be managed by two separate management committees, with one divisional committee governing the Men's division's operations and the other governing the Women's division's operations.
- (2) The divisional committees shall each consist the Board members elected and not less than three and not more than 12 other ordinary members who shall be elected at the Annual General Meeting.
- (3) Every attempt should be made to ensure that at least two members of each divisional committee shall be full time students of the University of Melbourne.
- (4) Every attempt should be made to ensure that each divisional committee has at least two representatives from each of the leagues in which the Association's teams participate.
- (5) Written notice of each committee meeting must be given to each member of the divisional committee at least 2 business days before the date of the meeting.
- (6) Written notice must be given to members of the divisional committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (7) The divisional committees shall meet at least once every six weeks during the current soccer season to examine the accounts and arrange the affairs of the division. Six members of a divisional committee shall form a quorum. Minutes shall be taken of all the proceedings of the divisional committees and shall be open for inspection of any member of the Association.

21 Office holders

- (1) The officers of the Association shall be a--
 - (a) President;
 - (b) Vice-President (men's division);
 - (c) Vice-President (women's division);
 - (d) Treasurer (men's division);
 - (e) Treasurer (women's division);
 - (f) Secretary (men's division); and
 - (g) Secretary (women's division).

- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (1).
- (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
- (4) In the event of a casual vacancy in any office referred to in sub-rule (1), the Board may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.

22 Ordinary members of the committee

- (1) Subject to these Rules, each ordinary member of the committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the committee, the committee may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23 Election of officers and ordinary committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the committee must be--
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.

- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the committee must be conducted at the annual general meeting in such manner as the committee may direct.

24 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member--

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Public Officer.

25 Quorum for Board meetings

- (1) Any 4 members of the committee constitute a quorum for the conduct of the business of a meeting of the Board.
- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The Board may act notwithstanding any vacancy on the Board.

26 Quorum for divisional committee meetings

- (1) Any 6 members of the divisional committee constitute a quorum for the conduct of the business of a meeting of the divisional committee.

- (2) No business may be conducted unless a quorum is present.
- (3) If within half an hour of the time appointed for the meeting a quorum is not present--
 - (i) in the case of a special meeting--the meeting lapses;
 - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
- (4) The divisional committee may act notwithstanding any vacancy on the divisional committee.

27 Presiding at Board meetings

At meetings of the Board-

- (a) the President or, in the President's absence, a coin will be tossed to determine which Vice-President presides; or
- (b) if the President and the both Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

28 Presiding at divisional committee meetings

At meetings of the committee-

- (a) the President or, in the President's absence, the respective Vice-President presides; or
- (b) if the President and the respective Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29 Voting at Board meetings

- (1) Questions arising at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

- (2) Each member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30 *Voting at divisional committee meetings*

- (1) Questions arising at a meeting of the divisional committee, or at a meeting of any sub-committee appointed by the divisional committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the divisional committee, or at a meeting of any sub-committee appointed by the divisional committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31 *Removal of Board member*

- (1) The Association in general meeting may, by resolution, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Public Officer of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Public Officer may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

32 *Removal of committee member*

- (1) The Association in general meeting may, by resolution, remove any member of the divisional committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

- (2) A member who is the subject of a proposed resolution referred to in sub-rule (1) may make representations in writing to the Public Officer of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Public Officer may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

33 Minutes of meetings

Either the men's or women's Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, each Board meeting and each divisional committee meeting, together with a record of the names of persons present at Board meetings and divisional committee meetings.

34 Funds

- (1) Both the men's division and the women's division must manage and maintain separate bank accounts.
- (2) Both Treasurers of the Association must-
 - (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (3) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

35 Seal

- (1) The common seal of the Association must be kept in the custody of the Public Officer.
- (2) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two members of the Board or, of one member of the Board and of the public officer of the Association.

36 Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by-

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

37 Winding up

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretaries must keep in their custody or under their control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7(7)**

I,.....

(name)

of

(address)

being a member of University of Melbourne Soccer Club Inc appoint

.....

(name of proxy holder)

of

(address of proxy holder)

being a member of University of Melbourne Soccer Club Inc, as my proxy
to vote for me on my behalf at the appeal to the general meeting of the
Association convened under rule 7(7), to be held on-

.....

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of
the following resolution (insert details of resolution passed under rule 7(1)).

.....

Signed

Date

APPENDIX 2
FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a member of University of Melbourne Soccer Club Inc appoint
.....
(name of proxy holder)

of
(address of proxy holder)

being a member of University of Melbourne Soccer Club Inc, as my proxy
to vote for me on my behalf at the annual/special* general meeting of the
Association to be held on

.....
(date of meeting)

and at any adjournment of that meeting.

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

.....

Signed

Date

* Delete if not applicable