

Club Constitution



**University of Melbourne
Soccer Club Incorporated**

19 November 2020 – DRAFT v2.1

Constitution

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1 Purposes of Club

1.1 Purposes

The purposes for which the Club is established are to:

- (a) Provide and maintain, under such terms and conditions as from time to time be determined by the Directors, a sporting club for the purposes of promoting Football, or any other sport or recreation as the Club may see fit;
- (b) be a sporting club under the auspices of the University of Melbourne;
- (c) abide by, enforce or otherwise co-operate with any rules, regulations, by-laws, policies or other documents of the University of Melbourne relating to sporting club governance;
- (d) foster friendly relations among the officials and players of Football by encouraging Football games;
- (e) prevent racial, religious, sexual or gender, or political discrimination or distinction among Football players;
- (f) promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games under the control of or authorised by the Club;
- (g) facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football;
- (h) be the Football organisation's formal legal entity recognised by FFA and/or FV, and to comply with the constitution and by-laws of FFA and FV;
- (i) organise teams to participate in competitions sanctioned by FV and/or FFA;
- (j) prevent infringement of the constitution and by-laws of FFA and FV, and protect Football from abuse;
- (k) co-operate with FFA, FV, and other bodies in the promotion and development of, or otherwise in relation to, football, the Statutes, the Regulations, and the Laws of the Game; and
- (l) act in the best interests of the Club and Football.

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

1.2 Alteration of purposes and Constitution

- (a) Any addition, amendment or alteration of the purposes in **rule 1.1** or of any other rule contained in this Constitution must be approved by Special Resolution.
- (b) The Club must:
 - (i) amend this Constitution and/or its By-laws to promptly adopt changes in the constitutions and by-laws of FFA and/or FV made from time to time to the extent that they are applicable to the Club; and
 - (ii) not otherwise amend or vary this Constitution and/or any of

its By-laws without the prior written consent of FV and in accordance with the Associations Incorporation (Reform) Act 2012 (Vic).

2 Income and payments

2.1 Application of income

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

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

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

2.3 Payments in good faith

Subject to **rule 9.8**, **rule 2.2** does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a Club of which an officer or Member is a director, member or shareholder:

- (a) for reimbursement of expenses properly incurred by the member; of remuneration for goods or services supplied to the Club in the ordinary course of business and provided this is done in good faith on terms no more favourable to the supplier of the goods or services than if the that person was not a member of the Club or in any way related to a member of the Club;
 - (b) of interest on money borrowed from them by the Club at a rate not exceeding the rate fixed for the purposes of this **rule 2.3** by the Club in general meeting; or
 - (c) of reasonable rent for premises let by them to the Club.
-

3 Membership

3.1 Ongoing Membership

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

3.2 Members

The Members of the Club shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the rights set out in **rule 8.4**;
- (b) Ordinary Members over 18 years of age who, subject to this Constitution:
 - (i) are registered through the approved Club registration process under **rule 3.5**; and
 - (ii) shall have the right to be present, debate and vote at general meetings;
- (c) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through

the Junior Member's parent or legal guardian and;

- (i) are registered through the Club registration process under **rule 3.5**; and
- (ii) are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Junior Member's parent or legal guardian.

3.3 Duration of membership

A person admitted to membership under **rule 3.2** will cease to be a Member according to this Constitution and its By-laws.

3.4 Members admitted to membership

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

- (a) this Constitution;
- (b) its By-laws;
- (c) Club Rules;
- (d) the Laws of the Game;
- (e) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members;
- (f) the Statutes and Regulations and the constitutions and by-laws of FFA and FV as enforced from time to time;
- (g) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (h) the FFA Code of Conduct, as amended from time to time.

subject always to the application of the established order of precedence set out in **rule 22.2 (a) (iv)**.

3.5 Admission of Ordinary Members and Junior Members

- (a) To apply to become an Ordinary Member or a Junior Member of the Club, an individual ("applicant") must apply for membership of the Club through the membership application process determined by the Board, which may include a Club approved self-registration process.
- (b) As part of the membership application process determined by the Board, each applicant must agree to be bound by and observe this Constitution, the By-laws and all applicable Competition Rules.
- (c) An applicant will only be admitted as an Ordinary Member or Junior Member when:
 - (i) the applicant's application is approved by the Board, in accordance with the approval process determined by the Board; and
 - (ii) unless the Board has determined to waive or delay the payment of any applicable Membership subscriptions, the Member has paid any applicable Member subscriptions.
 - (iii) The decision to approve or reject an application is at the absolute discretion of the Board.
 - (iv) Acceptance or rejection of applications will be recorded

according to **rule 3.11**.

- (d) Once approved or rejected in accordance with **rule 3.5(c)**, each Ordinary Member or Junior Member must be included on the register of Members in accordance with **rule 3.11**.

3.6 Provisional Membership

In some instances, an individual participating ("participant") in Club activities may be provided with a Provisional membership. This membership may include the payment of a small fee by the participant to the Club.

Provisional membership is temporary and does not provide a participant with the rights of an Ordinary member as outlined in **rule 3.2 (b) (ii)**. In order to be considered an Ordinary member, a participant is still to apply for Club membership according to **rule 3.5**.

3.7 Ceasing to be a Member

Subject to **rule 3.3**, a person ceases to be a Member on:

- (a) resignation, by notice to the Club in writing;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally, or;
- (d) the termination of their membership according to this Constitution.

3.8 No claim against the Club

No Member whose membership ceases has any claim against the Club or the Directors for damages or otherwise.

3.9 Limited liability

Members have no liability to contribute towards the payment of the debts and liabilities of the Club, or the costs, charges and expenses of the winding up of the Club.

3.10 Members subscriptions

- (a) Within any such time as the Club deems appropriate following the annual general meeting, the Club must determine:
 - (i) the amounts of the annual subscription (if any) for the following financial year; and
 - (ii) the date for payment of the annual subscription.
- (b) The Club determine that a lower annual subscription is payable by particular members or classes of any Member;
- (c) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to:
 - (i) the full annual subscription;
 - (ii) a pro rata annual subscription based on the remaining part of the financial year; or
 - (iii) a fixed amount determined from time to time by the Club.
- (d) The rights of a member (including the right to vote) who has not paid

the annual subscription by the due date are suspended until the subscription is paid.

- (e) The Club must not strike or impose any fee, subscription, or other amount on any member:
 - (i) which relates solely or principally to the right to vote for any Club officeholder;
 - (ii) in addition to the Club's regular membership fee, for the right of a member to vote for any Club officeholder;
 - (iii) in any other ways disassociates the right to vote for Club officeholders from the usual rights of members whether they participate in the Club as players, administrators, official, or otherwise.

3.11 Register of Members

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the class of membership of the Member (if any);
- (c) the date on which each Member was admitted to membership of the Club; and
- (d) if applicable, the date on which the person ceases to be a Member and the reason that the person's membership ceased.

The register of Members will be made available for inspection by a Member at a reasonable time (but not copying in any form) within a reasonable time of receipt by the Secretary of a written request made by a Member, subject always to restrictions on access to personal information available under the Act or otherwise at law.

4 General meetings

4.1 Annual general meeting

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

4.2 Power to convene general meeting

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

4.3 Use of technology at general meetings

A Member not physically present at a general meeting may participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other, subject always to such reasonable requirements regarding the availability and use of such technology as the Directors may reasonably determine.

For the purposes of these rules, a Member participating in this manner is taken to be present at the general meeting and, if the Member votes (by any method available using the relevant technology) at the meeting, is taken to have voted in person (irrespective of whether voting is stated in these rules to be by show of hands or by poll).

4.4 Notice of general meeting

Notice of a meeting of Members must be given at least 21 days before the meeting and in accordance with **rule 17** and the Act.

4.5 Directors entitled to attend general meetings

A Director is entitled to receive notice of and attend and speak at all general meetings.

4.6 Non-receipt of notice

The non-receipt of a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to **rule 5.3**, 10% by number of those persons who are Members and eligible to vote are a quorum at a general meeting.

5.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairperson 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 (physically, by proxy or as allowed under **rule 4.3**), the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; or
- (b) in any other case:
 - (i) 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;
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (c) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under **rule 5.3(b)**, the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

5.4 President to preside over general meetings

The President is entitled to preside at general meetings. If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Directors shall appoint a

Director to preside as chairperson for that meeting only.

5.5 Conduct of general meetings

The chairperson of a general meeting:

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

A decision by the chairperson under this rule is final.

5.6 Adjournment of general meeting

The chairperson of a general meeting may, with the consent of a majority of members present at the meeting, at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

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

5.7 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.

5.8 Questions decided by majority

Subject to the requirements of the Act requiring a Special Resolution and **rule 1.2**, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

5.9 Equality of votes casting vote for chairperson

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 chairperson of the meeting is entitled to a casting vote in addition to any votes to which the chairperson is otherwise entitled.

5.10 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

A declaration by the chairperson that a resolution (including a special resolution) has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact.

Neither the chairperson nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

5.11 Poll

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

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

A demand for a poll may be withdrawn.

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

A declaration by the chairperson that a resolution (including a special resolution) has by poll been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Club, is conclusive evidence of the fact, subject always to that declaration being made after the votes are counted.

5.12 Objection to voting qualification

An objection to the right of a person to attend or vote at the meeting or adjourned meeting:

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

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

5.13 Chairperson to determine any poll dispute

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

6 Voting rights of Members

6.1 Votes on show of hands

On a show of hands each Member entitled to vote under **rule 3.2** (and not otherwise disqualified from voting) and present at a general meeting has one vote, provided always that a parent or legal guardian of a Junior Member has one vote for each Junior Member they represent.

6.2 Votes on a poll

On a poll each Member entitled to vote under **rule 3.2** (and not otherwise disqualified from voting) and present at a general meeting has one vote, provided always that a parent or legal guardian of a Junior Member has one vote for each Junior Member he or she represents.

6.3 Proxy voting

Proxy voting is permitted at general meetings of the Club.

The notice appointing the proxy must be:

- (a) for a general meeting convened in accordance with this Constitution

- and the Act,
- (b) given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed; and
 - (c) in the Form of Appointment of Proxy, Appendix 2 in this constitution.
-

7 Rules and disputes

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

7.2 Disputes

- (a) This **rule 7.2** applies to a Dispute under this Constitution (as those terms are defined in **rule 22.1**)
- (b) In any Dispute, a Member may appoint a person to act on behalf of the Member in the Dispute procedure, and accordingly, a reference to a party to a Dispute includes reference to a person acting on behalf of a Member.
- (c) The parties to a Dispute must meet and discuss the matter in dispute, and, if possible, resolve the Dispute within 14 days after the Dispute comes to the attention of all of the parties.
- (d) If the parties are unable to resolve the Dispute at the meeting or meetings held in accordance with **rule 7.2 (c)**, or if a party fails to attend such a meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (e) The mediator must be an unbiased decision maker and must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a Dispute between a Member and another Member, a person appointed by the Directors; or
 - (B) in the case of a Dispute between a Member and the Club, a person appointed by or employed by the Dispute Settlement Centre of Victoria.
- (f) A mediator appointed by the Directors may be a Member or former Member of the Club but in any case must not be a person who:
 - (i) has a personal interest in the Dispute; or
 - (ii) is biased in favour of or against any party to the Dispute.
- (g) The parties to a Dispute must, in good faith, attempt to settle the Dispute by mediation.

- (h) The mediator, in conducting the mediation, must:
 - (i) Give the parties to the mediation process reasonable opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the Dispute throughout the mediation process.
 - (i) The mediator must not determine the Dispute.
 - (j) If the mediation process does not result in the Dispute being resolved, the parties may then seek to resolve the Dispute in accordance with Act or otherwise at law.
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8 Life Members

8.1 Eligibility for Life Membership

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

8.2 Nomination requirements

A nomination under **rule 8.1** must:

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

8.3 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.

Upon receiving a nomination, the Directors may refer the nomination to life membership to a Committee which shall consider the nomination and submit its recommendation to the Directors to make a final decision, in their absolute discretion, in relation to the nomination.

No current Director may be appointed as a Life Member unless approved by a majority of two thirds of Members present at a general meeting.

8.4 Rights of Life Members

A Life Member:

- (a) is entitled to all the rights and privileges of an Ordinary Member and is subject to all the Club rules other than payment of the annual subscription fee; and
 - (b) has the right to remain a Life Member until they die or resign their Life Membership or unless they are expelled from the Club.
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9 Directors

9.1 Number of Directors

There are to be no more than eight (8) Directors comprised as follows:

- (a) the President;
- (b) the Vice President;

- (c) the Secretary (which is a mandatory position under the Act);
- (d) the Treasurer; and
- (e) up to a maximum of 4 ordinary Board members,

who must all be Ordinary Members (or the parent or other legal guardian of a Junior Member) and who shall be elected and appointed under **rule 9.4**.

9.2 Board Composition

- (a) The Board of Directors is to consist of:
 - (i) a minimum of 3 and a maximum of 4 female Directors; and
 - (ii) a minimum of 3 and a maximum of 4 male Directors.
- (b) In the event there are insufficient nominations to fill all Director vacancies by reason only of the required Board composition in **rule 9.2 (a)**, then:
 - (i) The Director positions for which there are insufficient nominations required to satisfy the required Board composition in **rule 9.2 (a)** will remain vacant.
 - (ii) The remaining Director positions will be filled in accordance with this Constitution.
 - (iii) The Directors must use best endeavours to appoint a person or persons to fill the vacant Director positions within 14 days of the Annual General Meeting.
 - (iv) The appointment of Directors in accordance with **rule 9.2 (b)** must satisfy the required Board composition in **rule 9.2 (a)**.
 - (v) If after 14 days, insufficient appointments have been made to satisfy the requirements in **rule 9.2 (a)**, the Directors must call a general meeting, at which the Directors must explain the steps that have been taken to fulfill the requirements of **rule 9.2 (b)**.
 - (vi) If nominations for the vacant Board positions are received in advance of a meeting called in accordance with **rule 9.2 (b) (v)**, but appointments have not been made, then elections must be held at this meeting for the remaining positions. Such an election may be conducted by such means as is prescribed by the Directors.

9.3 Positions to be declared vacant

At the Annual General Meeting held in accordance with this Constitution the Chairperson of the meeting must declare all positions as Director of the Club vacant (including President) and hold elections for those positions in accordance with **rules 9.4 to 9.6**.

9.4 Nominations

Prior to the election of each position as President and Directors, the Chairperson of the meeting must call for nominations.

A Member or a Director may nominate a person (including themselves) for election as a Director, including as President. A nomination must be in writing and signed by the nominator and nominee.

Nominations can be received at any time up until the Meeting Chair determines that the time for receiving nominations is closed.

9.5 Election of President and Directors

- (a) At the annual general meeting, separate elections must be held for:
 - (i) first, the position of President; and then
 - (ii) the position of the remaining Directors.
- (b) If only one member is nominated for the position of President, the Chairperson of the meeting must declare the member elected to that position.
- (c) If more than one member is nominated for the position of President, voting papers shall be prepared containing the names of the candidates in alphabetical order and an election conducted by such means as is prescribed by the Directors.
- (d) Following the election of the President in accordance with **rule 9.5 (b)** and **rule 9.5 (c)** above, the annual general meeting must by resolution elect the persons who will hold office as a Director.
- (e) If the number of members nominated for the position of a Director is less than or equal to the number to be elected according to **rule 9.2 (a)**, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (f) If the number of members nominated for the position of a Director exceeds the number to be elected according to **rule 9.2 (a)**, voting papers shall be prepared containing the names of the candidates in alphabetical order and an election conducted by such means as is prescribed by the Directors.

9.6 Appointment of Office Bearers

- (a) Following the election of the President and Directors in accordance with **rule 9.5** above, the President and the Directors must, by majority vote, appoint the following office bearer positions:
 - (i) the Vice President;
 - (ii) the Secretary (which is a mandatory position under the Act); and
 - (iii) the Treasurer.
- (b) If votes are divided equally then the President will have a second and casting vote.
- (c) The office bearers must, to the extent possible, be comprised of an equal representation of both women and men (without prejudice to gender diverse people).

9.7 Term of office

Directors shall hold office for a term of one year and subject to this Constitution, shall hold office from the conclusion of the annual general meeting at which they were elected until the conclusion of the following annual general meeting.

9.8 Casual vacancy

The Directors may at any time (and if the vacancy is for the position of Secretary, must, within 14 days as required by the Act) appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this rule holds office until the end of the term of

the Director in whose place they were appointed.

If there are more than 50% casual vacancies then the remaining Directors must call a Special General Meeting for the election of all Director positions within 2 months.

Service as a Director under this rule is a full term of office for the purposes of **rule 9.7**.

9.9 Remuneration of Directors

A Director may not be paid for services as a Director but, with the approval of the Directors, may be reimbursed by the Club for their reasonable expenses when:

- (a) travelling to or from meetings of the Directors, a Committee or the Club; or
- (b) otherwise engaged on the affairs of the Club.

9.10 Vacation of office

The office of a Director becomes vacant when the Director:

- (a) is disqualified by the Act from being a committee member or is otherwise taken to have vacated their office as a committee member under the Act, including on removal by Special Resolution;
- (b) is disqualified by the Corporations Act from being a director;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (d) resigns office by notice in writing to the Club; or
- (e) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

9.11 Directors to be bound by Club Rules

By accepting office, each Director agrees to be bound by and observe:

- (a) this Constitution;
- (b) its By-laws; and
- (c) Club Rules.

10 Powers and duties of Directors

10.1 Ongoing appointment as Directors

Unless their position is no longer available under this Constitution, those persons who were Directors of the Club immediately prior to the approval of this Constitution shall continue to be Directors of the Club in accordance with **rule 9.1**.

10.2 Directors to manage Club

The Directors are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in general meeting. The Secretary must do those things required to be carried out by the Secretary of an association under the Act.

10.3 Minutes

The Directors must cause accurate minutes of meetings (both general and Directors') to be made and kept according to the Act.

11 Proceedings of Directors

11.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. The Directors consent, by accepting nomination as a Director, to meetings being held using any technology that allows the Directors to clearly and simultaneously communicate with each other participating Director. A Director who participates in a meeting in this manner is taken to be present at the meeting. To avoid doubt, this includes meetings held by telephone or video conferencing.

11.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

11.3 Chairperson's casting vote

The chairperson of the meeting has a casting vote.

11.4 Quorum

- (a) Until otherwise determined by the Directors, four (4) Directors present in person or by proxy is a quorum.
- (b) The quorum must comprise at least one (1) female Director and at least one (1) male Director.
- (c) If a quorum is not present at a meeting of the Directors (whether physically or otherwise):
 - (i) Unless otherwise agreed by all Directors, the meeting stands adjourned to the same day in the next week and the same time and place; and
 - (ii) Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Directors as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which the meeting of the Directors has been adjourned under **rule 11.4 (c)**, the Directors present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

11.5 Reduced number of Directors

The continuing Directors may act despite a vacancy in their number. If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum, to appoint Directors in accordance with **rule 9.2 (b) (iii)**, to convene a general meeting or fulfill statutory or other legal obligations.

11.6 Director attending and voting by proxy

A Director may attend and vote by proxy at a Directors' meeting if the

proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor in the form set out in **Appendix 2** or a similar form approved by the Directors.

The appointment must be for a particular meeting.

11.7 Convening meetings

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

11.8 President to preside at Directors' meeting

The President is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the Directors shall appoint a Director to preside as chairperson for that meeting only.

11.9 Committees

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

11.10 Powers delegated to Committees

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

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

11.11 Circulating resolutions

The Directors may pass a resolution without a Directors' meeting being held if all of the Directors who are entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

Separate copies of the document may be used for signing by Directors if the wording of the resolution and statement is identical in each copy.

The resolution is passed when the last Director signs.

11.12 Validity of acts of Directors

Everything done at a Directors' meeting or a Sub-Committee meeting, or by a person acting as a Director (including the Secretary), are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

11.13 Conflicts of interest

A Director who has a material personal interest in a matter being considered at a Directors' meeting must, as soon as the Director becomes aware of their interest in the matter, disclose the nature and extent of that interest to the Directors.

The interested Director must not be present while the matter is being considered at the meeting and must not vote on the matter.

Any such material personal interest must otherwise be dealt with in

accordance with the Act.

12 Secretary

12.1 Election and Appointment of Secretary

There must be a Secretary of the Club (who is a Director) who must be:

- (a) over 18 years of age;
- (b) reside in Australia; and
 - (i) in the case of a first secretary, is the person who fills the office of first secretary in accordance with the Act; or
 - (ii) in any other case, is the person elected or appointed in accordance with these rules.

12.2 Vacation in office of Secretary

The office of Secretary is vacated if the Secretary ceases to reside in Australia or otherwise in accordance with **rule 9.9**.

12.3 Powers, duties and authorities of Secretary

The Secretary holds office on the terms and conditions and with the powers, duties and authorities set out under the Act and otherwise as determined by the Directors.

13 By-laws

13.1 Making and amending By-laws

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

The Club in general meetings, may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone under that By-law.

13.2 Custody and inspection of By-laws

A consolidated record of the By-laws kept in secure form by the Secretary and produced at each annual general meeting.

The By-laws will be published in the form determined by Directors. The Secretary must, on request, provide a copy of the By-laws available to any Members within a reasonable time, subject always to restrictions on access to personal information available under the Act or otherwise at law.

13.3 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 and has the same effect as a provision in this Constitution
-

14 Seals

14.1 Safe custody of common seals

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

14.2 Use of common seal

If the Club has a common seal or duplicate common seal:

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

15 Funds

15.1 Source of Funds

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

15.2 Funds management

The funds of the Club are to be used solely for the purposes specified in **rule 2.1** in any manner the Directors determine.

The Treasurer of the Club is responsible for:

- (a) collecting and receiving all moneys due to the Club and making all payments authorised by the Club; and
- (b) keeping correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.

16 Inspection and copying of and access to records

16.1 Inspection by Members

Subject to the Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records, securities and other relevant documents of the Club or any of them will be open for inspection, copying or access by the Members.

16.2 Right of a Member to inspect, copy or access documents

On request, a Member is entitled to have access to and may copy these rules and the minutes of a general meeting (including the annual financial statements of the Club submitted at the general meeting). A Member does not otherwise have the right to inspect, copy or have access to any financial records, securities or other relevant document of the Club (including minutes of Directors' meetings) except as provided by law or authorised by the Directors.

16.3 Custody of documents

The Treasurer must keep in their custody or control the financial records of the Club for the current financial year and any other financial records as authorised by the Directors. Except as otherwise provided in these rules, the Secretary must keep in their custody or under their control all books, financial records, securities and other documents of the Club.

17 Service of documents

17.1 Document includes notice

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

17.2 Methods of service

The Club may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member;
- (c) by sending it as an electronic copy to an address as nominated by the Member; or
- (d) by posting it on the Club's website.

17.3 Methods of service on the Club

A Member may give a document to the Club by:

- (a) delivering it to the Registered Office;
- (b) sending it by post to the Registered Office; or
- (c) sending it as an electronic copy to an address as nominated by the Club.

17.4 Post

A document sent by post if sent to an address:

- (a) in Australia, may be sent by ordinary post; and
- (b) outside Australia, must be sent by airmail, and in either case is taken to have been received on the day after the date of its posting.

17.5 Fax or electronic transmission

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

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

18 Indemnity

18.1 Indemnity of office holders

Every person who is or has been a Director or other office holder of the Club (as defined in the Act) is entitled to be indemnified out of the property of the Club against:

- (a) every liability incurred in good faith by the person in that capacity and in the course of performing their duties as an office holder; and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity, unless:
- (c) the Club is forbidden by statute to indemnify the person against the

liability or legal costs; or

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

18.2 Insurance

The Club may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Director or other office holder of the Club against liability incurred by the person in that capacity, including a liability for legal costs, unless the:

- (a) Club is forbidden by statute to pay or agree to pay the premium; or
 - (b) the contract would, if the Club paid the premium, be made void by statute.
-

19 Winding up

19.1 Contributions of Members on winding up

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

This contribution is for:

- (a) payment of the Club's debts and liabilities contracted before their membership ceased;
- (b) the costs of winding up; and
- (c) adjustment of the rights of the contributories among themselves, maximum member liability is \$1.00 *and the amount is not to exceed \$1.00.

19.2 Excess property on winding up

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

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

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

20 Financial statements

The Directors must cause the financial statements of the Club to be kept, disclosed, reported and otherwise dealt with (which may include the financial statements being reviewed or audited) in compliance with the Act.

21 Disciplining of members

21.1 Introduction

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

- (a) establishes a Judiciary Panel to hear disciplinary matters of the Club; and
- (b) sets out the procedures of that Judiciary Panel.

21.2 Judiciary Panel

The Judiciary Panel shall be convened and function as follows.

- (a) The Directors may convene a Judiciary Panel of such persons (being unbiased decision makers), on such terms and for such purpose(s) as is required. A member of each Judiciary Panel appointed shall act as Judiciary Panel Secretary and keep records of all investigations and decisions.
- (b) The jurisdiction of a Judiciary Panel shall be limited to matters referred to it by the Directors in accordance with the Constitution and this rule.
- (c) Every referral to a Judiciary Panel shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the Judiciary Panel.
- (d) Upon a referral to a Judiciary Panel the Judiciary Panel Secretary shall, as soon as practicable, appoint a time and place suitable to the Judiciary Panel for the proceedings.
- (e) A Judiciary Panel shall conduct any referral to it within such reasonable time as the Directors direct, provided always that a concerned person may apply for an adjournment by application in writing to the Judiciary Panel chairperson. Such application must be received at least 2 days prior to commencement of proceedings.
- (f) A Judiciary Panel shall have power to require the attendance of any Member or Club representative at any proceedings before it. Notice shall be given in accordance with this rule. Where a person who is required to attend, fails to attend without reasonable excuse, the Judiciary Panel may draw such inferences from that failure to attend as it considers reasonable.
- (g) The quorum for a Judiciary Panel shall be determined by the Directors.

21.3 Proceedings

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

- (a) Upon receipt of a referral the Judiciary Panel may request the party or parties concerned in the referral appear before it. Such request shall be in writing either delivered personally or in appropriate cases by post or facsimile or email to the appropriate address or facsimile number of the party or parties concerned. The Judiciary Panel shall inquire into, or determine, the matters in question.
 - (i) A notice given by post shall be deemed to have been given on the day following the day on which it was posted.
 - (ii) A notice given by facsimile or email shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number or where the

email was not confirmed undeliverable at the email address to which it was sent.

- (b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least 7 days' notice of the proceedings by the Judiciary Panel. The notice shall:
 - (i) be in writing;
 - (ii) state that the party or parties concerned are required to appear and in what capacity;
 - (iii) state the nature of the proceedings and the matters or alleged offence(s) the subject of investigation or determination, the possible penalty or penalties and the date, place and time of the hearing; and
 - (iv) be delivered in accordance with **rule 21.3(a)** above.
- (c) Persons appearing before the Judiciary Panel shall be entitled to call witnesses but must state their case in person unless the Judiciary Panel has permitted representation through an advocate. No person appearing before the Judiciary Panel shall be entitled to legal representation as of right at the proceedings. The chairperson will consider all requests for legal representation made by a party but the decision to allow legal representation is at the sole discretion of the chairperson. The chairperson is not required to give reasons for such decision. The person appearing before the Judiciary Panel and their witnesses shall be given a full opportunity to be heard. In their absence, or in the absence of their witnesses, a decision may be made by default. Before making a decision in default of appearance, the Judiciary Panel must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with this rule.
- (d) The Judiciary Panel chairperson shall announce the opening of the proceedings, stating the Judiciary Panel's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- (e) The procedure to be followed at proceedings shall be clearly explained by the Judiciary Panel chairperson. The Judiciary Panel chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (f) The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) the subject of the proceedings shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence and submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and submissions may be tendered in writing.
- (g) The Judiciary Panel will consider the evidence presented. The Judiciary Panel may adjourn the hearing if necessary to do so. No other person shall be present or partake in any discussion with the Judiciary Panel at this time. If the Judiciary Panel finds an offence has not been committed or not proved it will advise the Directors and

dismiss the charge accordingly.

- (h) If the Judiciary Panel finds an offence has been committed or proved it may impose, in its discretion, an appropriate penalty or penalties. It may also report its findings to the Directors with such recommendations as it considers appropriate. The Judiciary Panel chairperson will declare the proceedings closed.
- (i) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given. The decision, any penalty and notice of the person's appeal rights shall be given in writing and signed by the Judiciary Panel chairperson.
- (j) Every decision of a Judiciary Panel under this rule shall be conveyed in writing to the parties concerned.

21.4 Penalties

- (a) Penalties that may be imposed include (but are not limited to):
 - (i) a reprimand;
 - (ii) suspension, from such activities of the Club, including but not only competition, on such terms and for such period as the Judiciary Panel thinks fit;
 - (iii) exclusion from a particular competition, activity, event or events;
 - (iv) expulsion from the Club;
 - (v) a fine, imposed in such manner and in such amount as the Judiciary Panel thinks fit, up to any maximum amount set out under the Act or related statutory regulations; or
 - (vi) such combination of any of the above penalties as the Judiciary Panel thinks fit.
- (b) During proceedings, the subject(s) of the proceedings may be suspended, on such terms and for such period as the Judiciary Panel thinks fit and shall remain under suspension unless the Judiciary Panel decides otherwise.

21.5 Effect of Penalty

- (a) Where a Member is suspended under this rule, all rights and privileges of that Member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a Member shall also forfeit all Club rights during the currency of the suspension.
- (b) Where a Member is expelled under this rule, their membership of, and representation rights and privileges in the Club shall be forfeited immediately and membership shall cease.
- (c) There is no right of appeal against a decision of a Judiciary Panel under this rule.

22 Definitions and interpretation

22.1 Definitions

In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Reform Act 2012 (Vic). (The Act is available from the Consumer Affairs website www.consumer.vic.gov.au)

Club means the University of Melbourne Soccer Club Incorporated.

By-law means a by-law made under this Constitution.

Competition Rules means any statutes, regulations, codes of conduct or competition rules as determined by time to time by a football governing body and which apply to a football competition.

Constitution means this Constitution as amended from time to time, and a reference to a particular rule is a reference to a rule of this Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Club and includes the President (and is the same as a reference to a 'committee member' or a 'member of the committee' under the Act).

Directors means all or some of the directors of the Club acting as a board member (and is the same as a reference to the 'committee' under the Act).

Dispute means a dispute under this Constitution between:

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

Financial Year means the financial year of the Club in each period of 12 months ending on 15th October.

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

FIFA means Federation Internationale de Football Association.

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

Gender diverse refers to the wide range of gender identities that include, but are not limited to, trans (gender identity does not exclusively align with their sex as recorded at birth), non-binary (outside the female/male binary), and agender (don't identify with any gender) identity.

Football means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Club or the date of adoption of this Constitution, Football includes the games of Football, soccer football, indoor or 5 a side (Futsal) Football and beach Football.

Grievance has the meaning given to that term in the Grievance Procedure;

Grievance Procedure means the procedures in the Club Grievance, Disciplinary, Tribunal By-Law, as amended from time to time.

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

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

Life Member means a person admitted as such under **rule 8.3**.

Member means a member of the Club admitted to membership under **rule 3.5**.

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

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

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

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

Registrar has the meaning given to it in the Act.

Special Resolution has the meaning given to it in the Act.

State means Victoria.

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

They/their/them is used as a singular gender-neutral pronoun throughout.

22.2 Interpretation

(a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person, by attorney or by a parent or legal guardian in the case of a Junior Member;
- (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Club in that calendar year under the Act; and
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.
- (iv) **(precedence)** unless contrary to law or expressly stated to the contrary, in the event of inconsistency between any Statutes, Rules, Regulations, Laws, Policy or other governing document of a relevant body or bodies, the relevant governing document of the relevant body applies in accordance with the established order of precedence within the sport of football, from international, national, state and regional, down to local level.

(b) In this Constitution unless the contrary intention appears:

- (i) **(sex) or (gender)** words importing any sex or gender include all other sexes and gender identities;
- (ii) **(person)** the word "person" includes a firm, a body corporate, a partnership, a joint venture, an unincorporated body or association or an authority;
- (iii) **(successors)** a reference to an organisation includes a reference to its successors;
- (iv) **(singular includes plural)** the singular includes the plural and vice versa;
- (v) **(instruments)** a reference to a law includes regulations and instruments made under it;

- (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
- (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
- (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

22.3 Corporations Act

In this Constitution unless the contrary intention appears an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.

22.4 Headings

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

22.5 “Include” etc.

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

22.6 Powers

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

22.7 Purposes

A reference in this Constitution to purposes is the same as a reference to “objects” or “objects and purposes” or “statement of purposes” under the *Associations Incorporation Act 1981* (Vic) (in this clause, “Previous Act”) or in the administration of the Club under the Previous Act.

APPENDIX 1 – Membership Application: University of Melbourne Soccer Club Inc
(for use when the applicant is not self-registering via the approved Club registration system or if otherwise required by the Club)

I, , of apply to become
(name) (address)

a member of Melbourne University Soccer Club Incorporated
(name of Club)

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

- (a) this Constitution;
- (b) its By-laws; and
- (c) Club Rules.

Signature of applicant:

Date

If the applicant is under 18 years of age, I acknowledge and agree the applicant's grant of membership is subject to the applicant's agreement (and, to the extent it is applicable, my agreement) to be bound by and observe the Constitution, its By-laws and Club Rules as set out above.

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

Date

APPENDIX 2 – Form of Appointment of Proxy

(For use at General Meetings or Directors Meetings only)

I,
(name)

of
(address)

being a Member/Director of University of Melbourne Soccer Club Inc

appoint
(name of proxy holder)

of
(address of proxy holder)

being a Member/Director* of that Club, as my proxy to vote for me on my behalf at the General Meeting/Directors' Meeting* of the Club to be held on

..... (date of meeting)

and at any adjournment of that meeting.

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

Signed:

Date

* Delete if not applicable