



Constitution

Football Federation Australia Limited (“**FFA**”)

A Company Limited by Guarantee

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**1 Name, Headquarters, Legal Form**

- (a) Football Federation Australia Limited is a company limited by guarantee incorporated and registered under the Corporations Act. The operation of the company is governed by the laws of Australia and this Constitution.
- (b) The headquarters of Football Federation Australia Limited are in Sydney, New South Wales, Australia.
- (c) Football Federation Australia Limited is a member of FIFA and of the Asian Football Confederation.
- (d) The abbreviation of Football Federation Australia Limited is FFA.
- (e) The FFA Brand and other key names and marks are protected as intellectual property rights, including copyright and, where appropriate, as registered trade marks or designs.

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**2 Objects of FFA****2.1 Objects**

The objects for which FFA is established are:

- (a) to be the premier body for Football in Australia and, as such, to promote and enforce the Statutes and Regulations and the Laws of the Game at all levels, including by:
  - (i) controlling the strategic direction of Football in Australia;
  - (ii) determining the highest level policy for the conduct and management of Football in Australia; and
  - (iii) supervising and governing State Bodies, Standing Committees and Football Leagues;
- (b) to constantly improve the game of football and promote, regulate and control it throughout Australia in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programs;
- (c) to be the Australian member of FIFA and comply with the Statutes and Regulations in force from time to time;
- (d) to govern Football throughout Australia, respect and prevent any infringement of the Statutes and Regulations, directives and decisions of FIFA, of AFC and of FFA as well as the Laws of the Game and to ensure that these are also respected by its Constituents;
- (e) to accredit and regulate referees, coaches and other individuals or entities to undertake functions and activities in relation to or incidental to Football in Australia;

- (f) to foster friendly relations among the officials and players of Football by encouraging Football games at all levels;
- (g) to prevent all methods or practices that might jeopardise the integrity of Matches or Competitions or that give rise to abuse of Football;
- (h) to take all reasonable steps to ensure that discrimination or distinction does not occur among Football participants on any grounds regulated under any Equal Opportunity Law. Discrimination of any kind against a country, private person or group of people on account of race, colour, religion, language, politics, national or ethnic origin, gender, transgender, sexual orientation, age, marital status, pregnancy or intellectual or physical impairment or any other attribute specified under commonwealth or state legislation is strictly prohibited and punishable by disciplinary sanction, including suspension or expulsion;
- (i) to make, adopt, vary and publish rules, regulations, by-laws and conditions for:
  - (i) regulating Football in Australia;
  - (ii) deciding and settling all differences that arise between any of the following: State Bodies, Football Leagues, Standing Committees and FFA; and
  - (iii) doing everything necessary or desirable to enforce those rules, regulations, by-laws and conditions;
- (j) to do everything expedient to make known the rules, regulations, by-laws and conditions of Football by, in particular:
  - (i) advertising in the press, on television and radio and by circular;
  - (ii) controlling the rights to photograph or make films or other visual reproductions of the games controlled by FFA;
  - (iii) publishing books, programs, brochures and periodicals; and
  - (iv) granting prizes, rewards and making donations;
- (k) to manage international sporting relations connected with Football in all its forms;
- (l) to secure and maintain affiliation with other bodies, domestic and international, having a common interest in Football;
- (m) to promote, provide for, regulate and ensure effective management of Football tournaments and games under the control of or authorised by FFA, including:
  - (i) national championships between teams representing or selected by State Bodies;
  - (ii) interstate competitions between teams representing or selected by State Bodies;
  - (iii) international competitions;



- (iv) games in Australia between visiting overseas teams, between visiting overseas teams and teams representing or nominated or selected by FFA or between visiting overseas teams and teams representing or selected by Constituents;
  - (v) tours overseas by teams representing or nominated or selected by FFA or teams representing or selected by Constituents; and
  - (vi) participation in international competitions by players representing Australia; and
- (n) to co-operate with other bodies, including AFC and other member associations of FIFA:
- (i) in the promotion and development of interstate, international and other Football competitions; and
  - (ii) otherwise, in relation to Football, the Statutes and Regulations and the Laws of the Game.

## **2.2 Football league**

Without limiting article 2.1, FFA may establish one or more Football Leagues, including under licence.

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## **3 Income and payments**

### **3.1 Application of income**

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

### **3.2 No dividends, bonus or profit to be paid to Members**

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

### **3.3 Payments in good faith**

Subject to article 15.18, article 3.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

- (a) of remuneration for services to FFA;
- (b) for goods supplied to FFA in the ordinary course of business;
- (c) of interest on money borrowed from them by FFA at a rate not exceeding the rate fixed for the purposes of this article 3.3 by FFA in general meeting; or
- (d) of reasonable rent for premises let by them to FFA.

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#### **4 Players**

- (a) The status of Players and the provisions for their transfer are regulated by FFA in accordance with the **National Registration Regulations** and, where applicable, the FIFA Regulations for the Status and Transfer of Players.
- (b) Each Constituent must comply with the National Registration Regulations that, amongst other things, regulate the eligibility, registration, contracting, payments and loan and transfer of Players who enter into, participate in, and leave football in Australia. They apply to all players (whether male or female, junior or senior or Amateur or Professional) and to all forms of organised football under FFA's jurisdiction, including 11-a-side, modified football, futsal, indoor and beach football.
- (c) Each Player must be registered with FFA in accordance with the National Registration Regulations.
- (d) A Club cannot field a Player in a Match unless that Player is registered by FFA with that Club.

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#### **5 Conduct of Bodies and Official**

Each Body and Official must observe the Constitution, by-laws, statutes, regulations, directives, decisions and the Code of Ethics of FIFA, of AFC and of FFA in their activities.

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#### **6 Membership**

##### **6.1 Members**

The Members of FFA are:

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

- (i) ACT Football Federation Incorporated (trading as Capital Football) (formerly ACT Soccer Federation Incorporated);and
- (j) The A-League Member who has been nominated in accordance with article 6.4 and admitted in accordance with article 6.10.

## **6.2 State Bodies**

- (a) The Directors must recognise as a State Body one body in respect of each State which, in their opinion, represents Football in that State, with the exception of New South Wales, in respect of which the Directors may recognise two bodies which, in their opinion, represent Football in New South Wales.
- (b) The Directors may provisionally revoke the recognition of a State Body under article 6.2(a) if in their opinion the State Body no longer represents Football in the State in respect of which it was recognised. The provisional revocation, unless lifted by the Directors, continues until the next annual general meeting at which FFA, through the Members must consider a resolution to terminate the membership of the State Body Member under article 6.12.
- (c) Before provisionally revoking the recognition of a State Body under article 6.2(b), the Directors must provide the State Body with a reasonable opportunity to be heard and to make submissions in relation to the provisional revocation referred to in article 6.2(b).
- (d) Following provisional revocation of the recognition of a State Body under article 6.2(b), the Directors may recognise as a State Body another body as representing Football in the State in respect of which the former State Body was recognised, and may, upon termination of the membership of the former State Body, invite the new State Body to become a Member under article 6.10. The admission of the new State Body as a Member is subject to being ratified by FFA, by resolution, in general meeting.

## **6.3 The A-League Member**

The Directors:

- (a) must invite one representative of the A-League nominated in accordance with article 6.3,
- (b) to apply for membership under article 6.10.

## **6.4 A-League Member eligibility**

- (a) A person is not eligible to be invited to become a Member under article 6.3 unless the person has been nominated in writing by a majority of more than 50% of the clubs participating in the A-League. Such nomination must be made in accordance with a nomination and appointment process determined and applied by the clubs and notified to the Secretary by the clubs on an annual basis by 30 September.

- (b) A majority of more than 50% of the clubs participating in the A-League may revoke, in writing, the nomination of a person as the representative under article 6.4(a).

## **6.5 Members**

- (a) As a consequence of this clause 6, there are ten Members of FFA being:
  - (i) Nine State Body Members; and
  - (ii) One A-League Member.

## **6.6 Mandatory Compliance and Constituent and Member obligations**

- (a) Each Constituent must comply with the FFA Statutes (including any Annexures from time to time), including:
  - (i) this Constitution;
  - (ii) Member Protection Policy;
  - (iii) National Registration Regulations;
  - (iv) National Code of Conduct;
  - (v) National Disciplinary Regulations;
  - (vi) National Anti-Doping Policy; and
  - (vii) any other by-laws, statutes, regulations, directives and decisions of FIFA, AFC and the FFA.
- (b) Each Constituent must comply with the determination of a Judicial Body.
- (c) Any Constituent who infringes or breaches any term of the FFA Statutes will be subject to disciplinary sanction in accordance with the relevant provision of the FFA Statutes.
- (d) Each State Body Member must ensure the election or appointment of its decision-making bodies.
- (e) Each State Body Member must:
  - (i) organise, promote and administer Football throughout its own state or territory jurisdiction;
  - (ii) implement and enforce the FFA Statutes throughout its jurisdiction, including the communication and education of any variations to any of the FFA Statutes from time to time; and
  - (iii) ensure compliance with the FFA Statutes by the District Associations, Competition Administrators and Clubs within its jurisdiction.

## **6.7 Member Rights**

- (a) The Members have the following rights in accordance with and as prescribed by this Constitution and the Corporations Act:
- (i) to take part in the FFA general meeting, to know its agenda in advance, to be called to the general meeting within the prescribed time and exercise their voting rights;
  - (ii) to ensure the agenda of the FFA general meeting includes agenda items enabling the exercise of Member rights specified by this Constitution and the Corporations Act;
  - (iii) to nominate candidates for election as an Elected Director in accordance with the nomination procedure under article 15.14;
  - (iv) in general meeting, to ratify the appointment of members of the Judicial Bodies of FFA;
  - (v) to nominate candidates for admission as Life Members and in general meeting, approve admission of Life Members in accordance with article 14.6;
  - (vi) In general meeting, to approve the award of title of Honorary President, Honorary Vice-President and Honorary Member in accordance with article 14.1; and
  - (vii) To exercise any other right of a Member prescribed in this Constitution, the Corporations Act or the FFA Statutes.

## **6.8 Membership subscriptions**

- (a) The Directors must determine from time to time:
- (i) the amount (if any) payable by an applicant for membership;
  - (ii) the amount of the annual subscription payable by each Member, or any class of Members, and the due date for its payment; and
  - (iii) any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.
- (b) Each Member must pay to FFA the amounts determined under this article 6.8.
- (c) FFA in general meeting may, by special resolution, increase or reduce any amounts determined by the Directors under article 6.8(a) provided, in the case of a reduction of an amount, that reduction does not place the financial viability or the programs of FFA in doubt, but this does not affect the validity of anything previously done pursuant to articles 6.8(a) or 6.8(b).

## **6.9 Deferral or reduction of subscriptions**

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

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

#### **6.10 Admission of Members**

- (a) Before admission as a Member, a person must be invited by the Directors to apply for membership and sign an application agreeing to be bound by:
  - (i) this Constitution;
  - (ii) the By-laws;
  - (iii) FFA Statutes;
  - (iv) the Statutes and Regulations; and
  - (v) the Grievance Procedure and the dispute resolution process set out in article 13.2:
    - (A) while a Member; and
    - (B) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.
- (b) Subject to article 6.4, on receipt by the Secretary of the signed application and any subscriptions or other amount payable, the applicant becomes a Member.

#### **6.11 Status of State Bodies, Competitions and Clubs**

- (a) A State Body, Competition and Club is subordinate to and must be recognised by FFA. This Constitution defines the scope of authority and the rights and duties of these bodies. The statutes and regulations of these bodies must not be inconsistent with the FFA Statutes.
- (b) Each new and continuing Competition must be registered with, and sanctioned by, FFA in accordance with procedures specified in the National Registration Regulations. Once a Competition is sanctioned, a State Body is responsible for ensuring that the competition rules of any Competition within its jurisdiction are consistent with the FFA Statutes.
- (c) The A-League is established by FFA and governed by the A-League Competition Rules.
- (d) Each Club must be registered with FFA in accordance with the procedures specified in the National Registration Regulations. FFA will keep a register of all Clubs.
- (e) A Body wanting to play a Match against a club from another National Association must apply to FFA for sanctioning in the manner prescribed

by FFA and in accordance with the FIFA Regulations Governing International Matches.

- (f) Subject to article 12, a Body must take all decisions on any matters regarding their membership independently of any external body. This obligation applies regardless of the Body's corporate structure.
- (g) Subject to article 6.11(h), no natural or legal person (including holding companies and subsidiaries) may exercise control over more than one Club or group whenever the integrity of any Match or Competition could be jeopardised.
- (h) FFA may hold the licence of more than one Club participating in the A-League for an interim period pending transfer of the licence to another person.

#### **6.12 Suspension and termination of membership of a State Body**

- (a) The Directors may suspend the membership of a State Body with immediate effect if:
  - (i) recognition of the State Body is provisionally revoked under article 6.2(b);
  - (ii) the State Body Member breaches or fails to comply with a written notice given to it by the Directors under article 12.4;
  - (iii) the State Body Member breaches or fails to comply with a direction given to it by the Directors under article 12.6; or
  - (iv) the State Body Member otherwise seriously and repeatedly violates its obligations as a Member under this Constitution.
- (b) Before suspending the membership of a State Body under article 6.12(a)(ii) or 6.12(a)(iii), the Directors must provide the State Body Member with a reasonable opportunity to be heard and to make submissions in relation to the breach or failure referred to in article 6.12(a)(ii) or 6.12(a)(iii).
- (c) The Directors must notify a State Body Member, in writing, if its membership is suspended. The suspension of the membership continues, unless lifted by the Directors, until the next annual general meeting at which FFA must consider a resolution to terminate the membership of the State Body Member under article 6.12(e).
- (d) If the Directors have notified a State Body Member that its membership has been suspended, during the period before the next annual general meeting the State Body Member:
  - (i) must continue to comply with its obligations under this Constitution; and
  - (ii) will not be entitled to receive notice of, or to attend, speak at or vote at, general meetings.

(e) FFA, in general meeting, may by special resolution, being 75% of Members present and entitled to vote, terminate the membership of a State Body Member:

(i) that has been suspended by the Directors in accordance with article 6.12(b); or

(ii) that seriously and repeatedly violates its obligations as a Member under this Constitution.

### **6.13 Ceasing to be a Member**

(a) A person ceases to be a Member on:

(i) resignation;

(ii) death;

(iii) becoming bankrupt or insolvent or making an arrangement, composition or compromise with creditors of the person's joint or separate estate generally;

(iv) becoming of unsound mind or someone whose person or estate is liable to be dealt with in any way under a law relating to mental health;

(v) the termination of their membership under this Constitution;

(vi) in the case of the A-League Member, their nomination as the representative of the A-League being revoked under article 6.4; or

(vii) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.

(b) For the purposes of article 6.13(a)(i), a Member may resign as a member of FFA by giving 14 days written notice to the Directors.

### **6.14 No claim against FFA**

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

### **6.15 Limited liability**

Members have no liability in that capacity except as set out in article 41.1.

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## **7 Bodies of FFA**

(a) FFA operates through a number of bodies being:

(i) The Members who have the rights and obligations specified in this Constitution and the Corporations Act and in particular



operate in general meeting as the electoral body of FFA and the body that may, by special resolution, amend this Constitution;

- (ii) The board of Directors which is the body that manages FFA as specified in article 16.1 including through the grant of powers, duties and authorities to the Chief Executive Officer and which may be assisted and advised by committees established under article 18;
  - (iii) The FFA management which is the executive and administrative body that operates under the direction of the Chief Executive Officer;
  - (iv) The Judicial Bodies being the Disciplinary and Ethics Committee and the Appeal Committee established under article 21.
- (b) The bodies of FFA will be either elected or appointed by FFA itself without any external influence and in accordance with this Constitution.

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## **8 General meetings**

### **8.1 General meetings**

- (a) General meetings of FFA are meetings at which all Members convene. The Members acting in general meeting represent the supreme electoral body of FFA and the supreme legislative body of FFA in relation to this Constitution.
- (b) The Corporations Act and this Constitution govern the calling of and conduct of general meetings.
- (c) Without limitation to article 8.1(b), the provisions of the Corporations Act:
  - (i) requiring the Directors to call a general meeting if requested by Members holding at least 5% of the votes that may be cast at the general meeting; and
  - (ii) providing for Members holding at least 5% of the votes that may be cast at the general meeting to call and hold a general meeting at their cost;

apply to general meetings of FFA, subject to any amendments to such provisions of the Corporations Act, which amended provisions will then apply.

### **8.2 Annual general meeting**

- (a) Annual general meetings of FFA are to be held according to the Corporations Act.
- (b) In accordance with the Corporations Act, the annual general meeting of FFA must be held within five months of the end of FFA's financial year.
- (c) Without limitation to article 8.2(a) at an annual general meeting, the Directors must:

- (i) inform the Members of the annual budget for FFA; and
- (ii) in accordance with the Corporations Act, lay before the Members the financial report, the directors' report and the auditor's report for the last financial year that ended before the annual general meeting.

### **8.3 Power to convene general meeting**

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

### **8.4 Notice of general meeting**

- (a) Notice of a general meeting must be given according to Part 39 and the Corporations Act.
- (b) A person may waive notice of any general meeting by notice in writing to FFA, where permitted to do so by the Corporations Act.

### **8.5 Attendance at general meetings**

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

### **8.6 Cancellation or postponement of general meeting**

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

### **8.7 Written notice of cancellation or postponement of general meeting**

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

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

### **8.8 Contents of notice postponing general meeting**

A notice postponing a general meeting must specify:

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

### **8.9 Number of clear days for postponement of general meeting**

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

### **8.10 Business at postponed general meeting**

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

### **8.11 Proxy, attorney or Representative at postponed general meeting**

Where:

- (a) a proxy, attorney or Representative is by the terms of the instrument of appointment authorised to attend and vote at a general meeting to be held on a specified date or at a general meeting or general meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies FFA in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

### **8.12 Non-receipt of notice**

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

- (a) the non-receipt or failure occurred by accident or error; or
- (b) before or after the meeting, the person waives notice of the meeting under article 8.4(b) where permitted to do so by the Corporations Act, or notifies FFA of the person's agreement to that act, matter, thing or resolution by notice in writing to FFA.

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## **9 Proceedings at general meetings**

### **9.1 Number for a quorum**

Subject to article 9.4, 60% by number of those persons who are Members and who are entitled to vote are a quorum at a general meeting.

### **9.2 Requirement for a quorum**

An item of business may not be transacted at a general meeting, except the election of the chairman of the meeting if applicable under article 9.5(d) and the adjournment of the meeting, unless a quorum of Members is present when the meeting proceeds to consider it.

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

### **9.3 Quorum and time**

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

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

### **9.4 Adjourned meeting**

At a meeting adjourned under article 9.3(b), 40% by number of those persons who are Members and who are entitled to vote are a quorum.

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

### **9.5 Chairman to preside over general meetings**

The Chairman is entitled to preside at general meetings.

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

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

## **9.6 Conduct of general meetings**

The chairman of a general meeting:

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

A decision by the chairman under this article is final.

## **9.7 Adjournment of general meeting**

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

## **9.8 Notice of adjourned meeting**

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

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

### **9.9 Questions decided by majority**

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

### **9.10 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, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is properly demanded (and the demand is not withdrawn):

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

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

### **9.11 Poll**

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

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

A demand for a poll may be withdrawn.

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

### **9.12 Objection to voting qualification**

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

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

A vote not disallowed by the chairman of a meeting under this article 9.12 is valid for all purposes.

### **9.13 Chairman to determine any poll dispute**

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

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## **10 Votes of Members**

### **10.1 Votes of Members**

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

### **10.2 Suspension of voting rights**

Unless the Directors have deferred a Member's obligations under article 6.9, the voting rights of a Member are suspended while the payment of any subscription or other amount determined under article 6.8 is in arrears.

No other rights of the Member are affected.

### **10.3 Representation at general meetings**

- (a) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
  - (i) in person;
  - (ii) if the Member is a State Body Member, by its Representative;
  - (iii) by proxy; or
  - (iv) by attorney.
- (b) For a State Body Member, the Representative to be appointed is the chairman of the State Body Member or if unable to attend the deputy chairman or if he or she is unable to attend, a member of the board of the State Body Member nominated by his or her fellow directors..
- (c) A proxy or attorney may, but need not, be a Member.
- (d) A proxy, attorney or Representative may be appointed for all general meetings, or for all general meetings held during a specified period, or for any number of general meetings, or for a particular general meeting.
- (e) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or Representative will be taken to confer authority:
  - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;

- (ii) to agree to a resolution being proposed and passed as a special resolution at a meeting of which the period of notice given is less than the period of notice required by the Corporations Act;
- (iii) to speak to any proposed resolution;
- (iv) to demand or join in demanding a poll on any resolution on which the proxy, attorney or Representative may vote;
- (v) even though the instrument may refer to specific resolutions and may direct the proxy, attorney or Representative how to vote on those resolutions:

- (A) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;

- (B) to vote on any procedural motion, including any motion to elect the chairman, to vacate the chair or to adjourn the meeting; and

- (C) to act generally at the meeting;

and

- (vi) even though the instrument may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.

(f) An instrument appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where an instrument so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the instrument. If the proxy or attorney fails to vote or votes contrary to the direction in the instrument, the voting rights that the proxy or attorney represents are deemed to be exercised as directed in the instrument;

(g) Subject to article 10.3(j), an instrument appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and signed by the appointer or the appointer's attorney.

(h) A proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy or attorney, and the authority under which the instrument is signed or a certified copy of the authority, are received at the places and fax numbers for that purpose in the notice of meeting and at least 48 hours before the meeting.

(i) The Directors may waive all or any of the requirements of articles 10.3(g) and 10.3(h) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy or attorney, accept:

- (i) an oral appointment of a proxy or attorney;

- (ii) an appointment of a proxy or attorney which is not signed or executed in the manner required by article 10.3(g); and



- (iii) the deposited, tabled or produced copy (including at a general meeting or a copy sent by facsimile) of an instrument appointing a proxy or attorney or of the power of attorney or other authority under which the instrument is signed.
- (j) A vote given in accordance with the terms of an instrument appointing a proxy or attorney is valid despite the revocation of the instrument or of the authority under which the instrument was executed, if no notice in writing of the revocation has been received by FFA by the time and at one of the places at which the instrument appointing the proxy or attorney is required to be received under article 10.3(h).
- (k) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

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## **11 Areas of Authority**

- (a) The Members, in general meeting, have the following areas of authority as governed by this Constitution and the Corporations Act:
  - (i) adopting or amending the Constitution;
  - (ii) appointing two Members to check the minutes, and approving the minutes of the last general meeting;
  - (iii) electing the Elected Directors;
  - (iv) ratifying the appointment of the Appointed Directors;
  - (v) removing Directors;
  - (vi) ratifying the appointment of the chairman, deputy chairman and members of the Judicial Bodies;
  - (vii) dismissing the chairman, deputy chairman and members of the Judicial Bodies;
  - (viii) admitting by special resolution new members that satisfy the Membership Criteria;
  - (ix) appointing the scrutineers;
  - (x) receiving the activity report;
  - (xi) determining membership subscriptions in accordance with article 6.8;
  - (xii) suspending or terminating the membership of a State Body Member;
  - (xiii) winding up FFA;
  - (xiv) deciding, upon the recommendation of the Directors whether to bestow the title of Honorary President, Honorary Vice-President or Honorary Member;

- (xv) admitting Life Members of FFA;
- (xvi) voting in exercise of any powers which are required by this Constitution or the Corporations Act to be exercised by the Members in general meeting.

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## **12 Obligations of State Body Members**

### **12.1 Constitutions**

- (a) The Directors must adopt a By-law containing a model constitution for State Body Members to use as their constitutions.
- (b) The Directors may from time to time amend the By-law containing the model constitution and the model constitution including amendments required to ensure the model constitution is consistent with this Constitution.
- (c) A State Body Member must:
  - (i) have a constitution in the form of the model constitution contained in the By-laws as at the date of its admission as a Member, amended only to the extent that the Directors may agree;
  - (ii) amend its constitution from time to time to promptly adopt changes in the model constitution;
  - (iii) not otherwise amend or vary its constitution without the consent of the Directors; and
  - (iv) not adopt or amend any by-law without the consent of the Directors.
- (d) The Directors must consent to any amendment to the constitution of a State Body Member that is required by law, but that consent does not prevent the amendment from giving rise to a breach of article 12.1(c) and does not limit the Directors' powers under article 6.12.

### **12.2 Enforcement of rules**

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

### **12.3 Register of participants**

- (a) A State Body Member must maintain a database of each person registered with it in any capacity.
- (b) The database is to be established and maintained in the form, and contain the details, required by the Directors from time to time.

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

#### **12.4 Compliance with Constitution, By-laws and rules**

- (a) A State Body Member must comply with this Constitution, all By-laws, its own constitution and by-laws, the National Code of Conduct, and the Statutes and Regulations.
- (b) If a State Body Member breaches or fails to comply with this Constitution, any By-law, its own constitution or by-laws, the National Code of Conduct, or the Statutes and Regulations, the Directors may give written notice to the State Body Member specifying the breach or failure.
- (c) If a State Body Member receives a written notice under article 12.4(b), the State Body Member must remedy the breach or failure specified in the written notice within 14 days (or a longer period determined by the Directors) after receipt by the State Body Member of the written notice.

#### **12.5 Financial Statements**

Each State Body Member must:

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

#### **12.6 Directions to State Body Members**

- (a) If, in the opinion of the Directors, a State Body Member:
  - (i) engages in conduct; or

- (ii) fails adequately and appropriately to deal with or respond to the conduct of an Affiliate of the State Body Member,

and in the opinion of the Directors the conduct of the State Body Member referred to in article 12.6(a)(i) or the conduct of the State Body Member's Affiliate referred to in article 12.6(a)(ii) has or is likely to have impaired the confidence of:

- (iii) the public in the:
  - (A) honest, orderly and safe conduct of Football matches and Football competitions;
  - (B) integrity and good character of Football administrators; or
  - (C) disciplined and sporting behaviour of Football participants;

or

- (iv) FFA's commercial partners that they will derive commercial advantage from their association with Football,

the Directors may, in their absolute discretion, give directions to the State Body Member as to the action that must be taken by the State Body Member in relation to that conduct or in relation to the State Body Member dealing with or responding to the conduct of the Affiliate.

- (b) If a State Body Member is given directions under article 12.6(a), the State Body Member must comply with the directions within 14 days (or a longer period determined by the Directors) after the directions are given.
- (c) Examples of conduct referred to in articles 12.6(a)(i) and 12.6(a)(ii) include, but are not limited to:
  - (i) wagering on the outcome or on any other aspect of a Football match or competition;
  - (ii) throwing or fixing a Football match, trying to achieve a contrived outcome to a Football match or competition, or otherwise influencing improperly the outcome or any other aspect of a Football match or competition;
  - (iii) seeking or accepting a bribe or other benefit to do anything mentioned in article 12.6(c)(ii);
  - (iv) failing to report immediately to FFA any offer of a bribe or other benefit to do anything mentioned in paragraph (ii) or the doing by any other person of, or any attempt by any other person to do, anything mentioned in articles 12.6(c)(i) or 12.6(c)(ii);
  - (v) involvement in any way in an Anti-Doping Rule Violation as set out in the National Anti-Doping Policy;

- (vi) repeatedly breaching the Laws of the Game relating to foul play or misconduct;
- (vii) abusing, threatening or intimidating a referee or other match official, whether on or off the field, or a selector, manager, coach or other team official;
- (viii) showing unnecessary obvious dissension, displeasure or disapproval towards a referee or other match official, their decision or generally following a decision of a match official;
- (ix) using crude or abusive language or gestures towards a referee or other match official or a spectator;
- (x) doing anything which is likely to intimidate, offend, insult or humiliate another participant on any grounds regulated under any Equal Opportunity Law; or
- (xi) conduct which has resulted in the person being charged with a criminal offence.

### **12.7 Authority of State Body Members**

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

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## **13 FIFA and AFC**

### **13.1 Compliance and co-operation**

FFA must:

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

### **13.2 Referral of disputes**

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must itself, and must ensure that its Affiliates, refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (c) This article 13.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

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**14 Honorary President, Honorary Vice-President, Honorary Member, Patrons and Life Members**

**14.1 Honorary President, Honorary Vice-President, Honorary Member**

- (a) FFA may, in general meeting, bestow the title of honorary president, honorary vice-president or honorary member upon any former Director for meritorious service to football.
- (b) The Directors shall make these nominations.
- (c) The Honorary President, Honorary Vice-President or Honorary Member are:
  - (i) entitled to notice of general meetings;
  - (ii) entitled to attend and speak at general meetings; and
  - (iii) not entitled to vote at general meetings.
- (d) The Honorary President, Honorary Vice-President or Honorary Member are not Members.

**14.2 Appointment and removal of patrons**

The Directors may appoint and remove patrons of FFA.

**14.3 Rights of Patrons**

Patrons are:

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

**14.4 Eligibility for Life Membership**

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

**14.5 Nomination requirements**

A nomination under article 14.5 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.

**14.6 Admission to Life Membership**

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

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

A nominee is admitted to Life Membership if:

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

#### **14.7 Rights of Life Members**

A Life Member:

- (a) is not to be counted in a quorum under article 9.1;
- (b) has the right to remain a Life Member until they die or resign their Life Membership;
- (c) subject to any separate agreement with FFA to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to notice of general meetings which are held after the 2007 Extraordinary General Meeting;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

#### **14.8 Patrons and Life Members are not Members**

Patrons and Life Members are not Members.

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### **15 Directors**

#### **15.1 Number of Directors**

- (a) There must be not less than five Directors and not more than nine Directors comprised as follows:
  - (i) Not more than six Directors are to be elected by the Members (Elected Directors); and
  - (ii) not more than three Directors are to be appointed under article 15.16 (Appointed Directors).

#### **15.2 First election of Directors**

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

### **15.3 Term of office of first Elected Directors**

The persons elected as Directors under article 15.2 will hold office until the end of the annual general meeting in 2013 and are eligible for re-election. Service as a Director from the 2007 Extraordinary General Meeting until the end of the annual general meeting in 2013 (or part of that period) is one term of office for the purposes of article 15.12.

### **15.4 Term of office of Elected Directors**

Subject to articles 15.3, 15.5 and 15.6, Elected Directors hold office for a term which continues until the end of the third annual general meeting held after the meeting at which they were elected.

### **15.5 Transitional period**

- (a) Elected Directors who were elected at the 2013 annual general meeting hold office for a term which continues until the end of the annual general meeting in 2017.
- (b) At the annual general meeting in 2015, four directors will be elected of whom:
  - (i) the two directors elected in first and second order will in accordance with article 15.4, hold office for a term which continues until the end of the third annual general meeting held after the meeting at which they were elected; and
  - (ii) the two directors elected in third and fourth order will hold office for a first term which continues until the end of the fourth annual general meeting held after the meeting at which they were elected.

### **15.6 Rotation of Directors**

- (a) At the annual general meeting in 2017 and at each annual general meeting after that, one-third of the Elected Directors must retire from office.
- (b) If the number of Elected Directors in office is not a whole number which is a multiple of two, the number of Elected Directors to retire is to be rounded down to the next whole number.

### **15.7 Directors to retire**

Subject to articles 15.4 and 15.12:

- (a) the Elected Directors required to retire at an annual general meeting under article 15.6 must be those who have been longest in office since their last election; and
- (b) as between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless the Elected Directors otherwise agree among themselves.



### **15.8 Office held until end of meeting**

A retiring Director holds office until the end of the meeting at which that Director retires and, subject to article 15.12, is eligible for re-election.

### **15.9 Election of Chairman**

- (a) The Elected Directors may elect one of their number, who has nominated for the position of Chairman under 15.13(e), to the office of chairman of directors (and a Director participating in such a vote will not have a casting vote).
- (b) If the Elected Directors elect the chairman of directors from amongst more than two Elected Directors who nominated for the position of Chairman under article 15.13(e), this decision taken by the Elected Directors shall be notified in writing to all Members.
- (c) If, none or less than 50% of the Members submit their written veto within 14 days from the date of notification of the decision under article 15.9(b), the election is confirmed.
- (d) If more than 50% of the Members submit their written veto within 14 days from the date of notification of the decision under article 15.9(b), the election shall be repeated and the Elected Directors shall elect the chairman from amongst the other Elected Directors that also nominated for the position of Chairman under 15.13(e) and the procedure in articles 15.9(b) to 15.9(d) will be repeated if and as required.
- (e) The person elected to the office of chairman of directors under this article 15.9 will remain chairman of directors until the next annual general meeting at which an election of directors is to take place.
- (f) When representing FFA internationally (including, without limitation, when dealing with FIFA or other member associations of FIFA) the Chairman will have the title of “President”.

### **15.10 Deputy Chairman**

- (a) The Elected Directors may elect one of their number to the office of deputy chairman of directors.
- (b) The person elected to the office of deputy chairman of directors under article 15.10 will remain deputy chairman of directors until the next annual general meeting at which an election of directors is to take place.
- (c) When representing FFA internationally (including, without limitation, when dealing with FIFA or other member associations of FIFA) the Deputy Chairman will have the title of “Vice President”.

### **15.11 Elections at general meeting**

- (a) At a general meeting:
  - (i) at which a Director (other than an Appointed Director) retires; or
  - (ii) at the commencement of which there is a vacancy in the office of a Director (other than an Appointed Director),

FFA may, by resolution passed by not less than a Prescribed Majority fill the vacancy by electing someone who has been nominated in accordance with article 15.13 to that office.

- (b) If the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees for election as Director receiving less than a Prescribed Majority in an election (**First Election**), then:
- (i) if there were more nominees for election as Director at a First Election than there were vacancies, then the chairman of the meeting will inform the meeting of the result of the First Election and the nominee or nominees who received the least proportion of votes in favour of their election in that First Election will be deleted from the nominees unless to do so would result in there being no nominees, and a further election will be held to fill the vacancy or vacancies (**Second Election**);
  - (ii) if the number of nominees for election as Director at a First Election is less than or equal to the number of vacancies, and after that First Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the First Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such circumstances may be filled after the end of the general meeting in accordance with article 15.16;
  - (iii) if there were more nominees for election as Director at a Second Election than there were vacancies after completion of the First Election and, after that Second Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Second Election and the nominee or nominees who received the least proportion of votes in favour of their election in that Second Election will be deleted from the nominees unless to do so would result in there being no nominees, and a further election will be held to fill the vacancy or vacancies (**Third Election**);
  - (iv) if the number of nominees for election as Director at a Second Election is less than or equal to the number of vacancies, and after that Second Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Second Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such circumstances may be filled after the end of the general meeting in accordance with article 15.16;
  - (v) if after a Third Election the filling of a vacancy or vacancies cannot be determined by reason of a nominee or nominees for election as Director receiving less than a Prescribed Majority, then the chairman of the meeting will inform the meeting of the result of the Third Election and a casual vacancy or casual vacancies will arise. A casual vacancy arising in such

circumstances may be filled after the end of the general meeting in accordance with article 15.16.

- (c) A Director elected under this article takes office at the end of the meeting at which they are elected.

#### **15.12 Maximum term of office**

- (a) Subject to article 15.12(c), an Elected Director may not serve more than three consecutive terms as a Director.
- (b) If an Elected Director has served three consecutive terms, they may not be elected as a Director again until the second annual general meeting after the end of their third term of office.
- (c) An Elected Director who:
  - (i) was elected to office before 2015; or
  - (ii) who was the third or fourth director elected to office at the annual general meeting in 2015,

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

#### **15.13 Proposal of persons for election as Directors**

- (a) Two Members or a Member and a Director, may nominate a person to stand for election as a Director (**Proposers**).
- (b) Another Member or Director, must second the nomination (**Second**).
- (c) A nomination must be in writing and signed by the Proposers and Second and delivered to FFA:
  - (i) in the case of the election of Directors to be held at the 2007 Extraordinary General Meeting , no later than 31 May 2007; and
  - (ii) otherwise, no later than 30 September in any year in which an election of Directors will be held in accordance with this Constitution.
- (d) The nomination must be accompanied by a statutory declaration made by the nominee confirming that, to the best of their knowledge and belief:
  - (i) they are not disqualified from standing for office as a Director by virtue of anything in article 15.15;
  - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
  - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.

- (e) If a nominee proposes to nominate for election to the position of Chairman under article 15.9(a), the nominee must provide a written declaration that he or she is nominating. This declaration must accompany the nomination for director that is delivered to FFA under article 15.13(d) other than in relation to the election of directors at the annual general meeting in 2015, where the declaration must be provided to the Secretary no later than seven days prior to the annual general meeting. .

#### **15.14 Application of nomination procedure**

The requirements of nomination of persons for election as a Director under article 15.13 apply to all persons proposing to stand for election or re-election..

#### **15.15 Eligibility**

- (a) Subject to article article 15.16(d) a person who:
  - (i) is or has within the two years ending on the date of their nomination been an employee (other than the Chief Executive Officer) of FFA or been an employee of a State Body Member or is or has been within the three years ending of the date of their nomination been the Chief Executive Officer of FFA ;
  - (ii) is or has within the two years ending on the date of their nomination been a member of a Standing Committee; or
  - (iii) holds or has within the two years ending on the date of their nomination held any Official Position,(each a **Disqualifying Position**) may not stand for or hold office as a Director.
- (b) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and article 15.19(c) applies.

#### **15.16 Appointed Directors**

- (a) The Elected Directors and, the Directors may appoint up to three other persons who are not disqualified under article 15.15 as Appointed Directors.
- (b) Before a person can be appointed as a Director under article 15.6(a) the person proposed to be appointed as a Director must deliver to FFA a statutory declaration confirming that, to the best of their knowledge and belief:
  - (i) they are not disqualified from being a Director by virtue of anything in article 15.15;
  - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
  - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.

- (c) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and is eligible for re-appointment.
- (d) One Appointed Director will not be disqualified from being a Director by virtue of having held an Official Position within the two years ending on the date of their nomination.
- (e) Subject to article 15.16(f), the appointment of Appointed Directors under this article 15.16 must be ratified by FFA in general meeting by ordinary resolution at the next annual general meeting following their appointment.
- (f) Article 15.16(e) does not apply to Appointed Directors appointed prior to article 15.16(e) coming into effect.

### **15.17 Casual vacancy**

- (a) The Directors may at any time appoint a person who is not disqualified under article 15.15 as a Director to fill a casual vacancy arising when an Elected Director ceases to hold office other than at an annual general meeting of FFA unless article 15.11(b) applies.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to FFA a statutory declaration confirming that, to the best of their knowledge and belief:
  - (i) they are not disqualified from being a director of FFA by virtue of anything in article 15.15;
  - (ii) they have not been involved in activities which could materially interfere with their ability to act in the best interests of FFA; and
  - (iii) they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of FFA.
- (c) A Director appointed under this article holds office until the next annual general meeting after their appointment when the position becomes vacant unless article 15.11(b) applies in which case they hold office for the term they would have held office had they been elected under article 15.11(b) at the general meeting at which the vacancy they are appointed to fill arose.
- (d) A position which becomes vacant under article 15.17(c) is able to be filled by resolution of the Members in accordance with article 15.11 at the next annual general meeting. The person elected to fill the position will hold office until the end of the original term of the Elected Director whose cessation of office created the initial vacancy referred to in article 15.17(a). The Director who filled the casual vacancy in the interim until the annual general meeting may stand for election.
- (e) For the avoidance of doubt, before the Director can stand for election at an annual general meeting, the nomination procedure under article 15.13 must be complied with.

- (f) Service as a Director under article 15.17(d) of the balance of the original term of the Elected Director whose cessation of office created the initial vacancy referred to in article 15.17(a) either alone or combined with service under article 15.17(a) is a full term of office for the purposes of article 15.12.

### **15.18 Remuneration of Directors**

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

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

### **15.19 Vacation of office**

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

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

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## **16 Powers and duties of Directors**

### **16.1 Directors to manage Company**

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

### **16.2 Specific powers of Directors**

Without limiting article 16.1 the Directors may exercise all FFA's powers to borrow or raise money and to charge any property or business or give any other security for a debt, liability or obligation of FFA or of any other person.

### **16.3 Time, etc**

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to

occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

#### **16.4 Appointment of attorney**

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

#### **16.5 Provisions in power of attorney**

A power of attorney granted under article 16.4 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

#### **16.6 Minutes**

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

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### **17 Proceedings of Directors**

#### **17.1 Directors meetings**

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

#### **17.2 Questions decided by majority**

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

### **17.3 Chairman's casting vote**

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

### **17.4 Quorum**

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

### **17.5 Effect of vacancy**

- (a) If there is a vacancy in the office of a Director then, subject to article 17.5(b), the remaining Director or Directors may act.
- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
  - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
  - (ii) to convene a general meeting for that purpose,and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

### **17.6 Alternate directors**

- (a) A Director may, with the approval of the Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.
- (b) An alternate director must not hold a Disqualifying Position.
- (c) A person may not act as alternate director to more than one Director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of Directors, to attend and vote in place of the appointer.
- (e) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such



power by the alternate director is to be taken to be the exercise of the power by the appointer.

- (f) The office of an alternate director is vacated if and when the appointer vacates office as a Director.
- (g) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the Director who makes or made the appointment and does not take effect unless and until FFA has received notice in writing of the appointment or termination.
- (i) An alternate director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (j) An alternate director, while acting as a Director, is responsible to FFA for his or her own acts and defaults and is not to be taken to be the agent of the Director by whom he or she was appointed.

#### **17.7 Convening meetings**

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

#### **17.8 Notice of meetings of directors**

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice:
  - (i) a Director, other than a Director on leave of absence approved by the Directors; or
  - (ii) an alternate director appointed under article 17.6 by a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) may be given immediately before the meeting;
  - (iv) may be given in person or by post, or by telephone, fax or other electronic means ; and
  - (v) will be taken to have been given to an alternate director if it is given to the Director who appointed that alternate director.

- (c) A Director or alternate director may waive notice of any meeting of Directors by notifying FFA to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the Director or an alternate director appointed by the Director waives notice of that meeting under article 17.8(c), notifies FFA of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (iii) the Director or an alternate director appointed by the Director attended the meeting.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, an alternate director of a Director on leave of absence approved by the Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the alternate director or the Director who appointed the alternate director waives notice of that meeting under article 17.8(c) or notifies FFA of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (iii) the alternate director or the Director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of Directors waives any objection that person and:
  - (i) if the person is a Director, an alternate director appointed by that person; or
  - (ii) if the person is an alternate director, the Director who appointed that person as alternate director,

may have to a failure to give notice of the meeting.

### **17.9 Chairman to preside at Directors' meeting**

- (a) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as Chairman at each meeting of Directors.
- (b) If at a meeting of Directors:
  - (i) there is no Chairman;

- (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
- (iii) the Chairman is present within that time but is not willing to act as chairman of the meeting,

the following may preside (in order of entitlement):

- (iv) the Deputy Chairman (if any); or
- (v) a Director chosen by a majority of the Directors present.

#### **17.10 Delegation to individual Directors**

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

#### **17.11 Powers delegated to persons or committees**

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

#### **17.12 Committee meetings**

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

#### **17.13 Circulating resolutions**

- (a) If all of the Directors, other than:
  - (i) any Director on leave of absence approved by the Directors;
  - (ii) any Director who disqualifies himself or herself from considering the act, matter, thing or resolution in question on the grounds that he or she is not entitled at law to do so or has a conflict of interest; and
  - (iii) any Director who the Directors reasonably believe is not entitled at law to do the act, matter or thing or to vote on the resolution in question,

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed; and

- (iv) the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution,

then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of article 17.13(a):
  - (i) the resolution is passed on the day on which, and at the time on which, the document was last assented to by a Director;
  - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
  - (iii) a Director may signify assent to a document by signing the document or by notifying FFA of the Director's assent in person or by post, or by telephone, fax or other electronic means.
- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

#### **17.14 Validity of acts of Directors**

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

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

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

#### **17.15 Interested Directors**

- (a) A Director may be or may become a non-executive director of a related body corporate of FFA and is not accountable to FFA for any remuneration or other benefits received by the Director as a non-executive director of that related body corporate.
- (b) A Director who is required to disclose a material personal interest under the Corporations Act must disclose that interest to the other Directors in accordance with the Corporations Act.

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

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## **18 Committees**

### **18.1 Standing Committees**

- (a) The Standing Committees of FFA are:
  - (i) the Audit and Compliance Committee established in accordance with article 18.1(f);
  - (ii) the Referees Committee established in accordance with article 18.1(g);
  - (iii) the Nominations Committee; and
  - (iv) such other Standing Committee established by the Directors in accordance with article 18.1(b).
- (b) The Directors may establish any Standing Committee they think fit.
- (c) A Standing Committee is to be established by a By-law made by the Directors.
- (d) In respect of each Standing Committee, the By-law must provide for its functions, membership and operation.
- (e) The Directors or FFA may dissolve any Standing Committee established under article 18.1(b) by repealing the By-law under which it is established.
- (f) The Directors must establish an Audit and Compliance Committee by a By-law providing for the functions, membership and operation of the Audit and Compliance Committee. The principal functions will include oversight and monitoring of the financial management of FFA, review of the annual financial statements and external auditor's report and generally advising the Directors on financial, risk and compliance matters.
- (g) The Directors must establish a Referees Standing Committee by a By-law providing for the functions (being oversight of implementation of the Laws of the Game and appointment of referees to matches in

competitions organised by FFA), membership and operation of the Referees Standing Committee.

## **18.2 National Advisory Committees**

- (a) The Directors must establish a National Advisory Committee comprising a Representative of each State Body Member.
- (b) For a State Body Member, the Representative to be appointed is the chairman of the State Body Member or the chairman's nominee.
- (c) In addition to the National Advisory Committee referred to in article 18.2(a) the Directors may establish any other National Advisory Committee they think fit.
- (d) A National Advisory committee is to be established by a By-law made by the Directors
- (e) In respect of each National Advisory Committee, the By-law must provide for its functions, membership and operation.
- (f) The Directors may dissolve any National Advisory Committee established under article 18.2(c) by repealing the By-law under which it is established.

## **18.3 Ad-hoc Committees**

- (a) The Directors may establish ad-hoc committees for special duties or purposes and for a limited period of time.
- (b) An ad-hoc committee is to be established by a By-law that provides for its purpose, functions, membership and operation.
- (c) An ad hoc committee shall report directly to the Directors.

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## **19 Chief Executive Officer**

### **19.1 Appointment of Chief Executive Officer**

The Directors must appoint a Chief Executive Officer.

### **19.2 Powers, duties and authorities of Chief Executive Officer**

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

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

When representing FFA internationally (including without limitation when dealing with FIFA, AFC or other member associations and confederations of FIFA), the Chief Executive Officer will have the title of Chief Executive Officer and General Secretary.

### **19.3 Suspension and removal of Chief Executive Officer**

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

### **19.4 Chief Executive Officer to attend Directors' meetings**

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

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## **20 Secretary**

### **20.1 Appointment of Secretary**

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

### **20.2 Suspension and removal of Secretary**

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

### **20.3 Powers, duties and authorities of Secretary**

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

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## **21 Judicial Bodies**

### **21.1 Judicial Bodies**

- (a) The Judicial Bodies of FFA are:
  - (i) the Disciplinary and Ethics Committee; and
  - (ii) the Appeal Committee.
- (b) The responsibilities and functions of a Judicial Body are governed by the FFA Statutes including this Constitution and the By-laws and where applicable the A-League Disciplinary Regulations and Grievance Resolution Regulations.
- (c) A Judicial Body may pronounce the sanctions as described in this Constitution.
- (d) If a member of a Judicial Body resigns or is unwilling or unable to act or continue, FFA will appoint a replacement.
- (e) A member of a Judicial Body cannot belong to any other of the bodies of FFA set out in article 7 at the same time.

### **21.2 Disciplinary and Ethics Committee**

- (a) The Directors must establish a Disciplinary and Ethics Committee by a By-law providing for its functions, membership and operation.

- (b) The members of the Disciplinary and Ethics Committee are appointed by the Directors.
- (c) The appointment of members of the Disciplinary and Ethics Committee must be ratified by FFA in general meeting by ordinary resolution at the next annual general meeting following their appointment.
- (d) The Directors may provisionally dismiss a member of the Disciplinary and Ethics Committee. The provisional dismissal continues, unless lifted by the Directors, until the next annual general meeting at which FFA, through its Members, must consider a resolution to dismiss the member.
- (e) FFA may in general meeting by ordinary resolution dismiss a member of the Disciplinary and Ethics Committee.

### **21.3 Appeal Committee**

- (a) The Directors must establish an Appeal Committee by a By-law providing for its functions, membership and operation.
- (b) The members of the Appeal Committee are appointed by the Directors.
- (c) The appointment of members of the Appeal Committee must be ratified by FFA in general meeting by ordinary resolution of the Members at the next annual general meeting following their appointment.
- (d) The Directors may provisionally dismiss a member of the Appeal Committee. The provisional dismissal continues, unless lifted by the Directors, until the next annual general meeting at which FFA, through its Members, must consider a resolution to dismiss the member.
- (e) FFA may in general meeting by ordinary resolution dismiss a member of the Appeal Committee.

### **21.4 Types of Disciplinary Sanctions**

- (a) The following disciplinary sanctions may be imposed against a legal person including a Body:
  - (i) a reprimand;
  - (ii) warning;
  - (iii) a fine;
  - (iv) the return of awards,
  - (v) a forfeit of match or matches;
  - (vi) replaying of a match;
  - (vii) place the Body on a bond;
  - (viii) a deduction or loss of competition points;
  - (ix) ban on the registration or transfer of any Players for a specified period of time;



- (x) annulment of registration of a Player;
  - (xi) suspension from participation in a Match or Matches;
  - (xii) exclusion, suspension or expulsion from a Competition;
  - (xiii) playing a match without spectators or on neutral territory;
  - (xiv) a ban on playing in a particular stadium;
  - (xv) annulment of the result of the match;
  - (xvi) relegation to a lower division; or
  - (xvii) such other disciplinary sanctions or measures as is appropriate in all the circumstances, including as prescribed in the FIFA Statutes.
- (b) The following disciplinary sanctions may be imposed against a natural person:
- (i) a reprimand;
  - (ii) a warning;
  - (iii) a caution;
  - (iv) a fine;
  - (v) return of award;
  - (vi) place the individual on a bond;
  - (vii) ban on registration of Player with any Club for a specified period of time;
  - (viii) annulment of registration of a Player;
  - (ix) suspension from participation in a Match or Matches;
  - (x) suspension or expulsion from a Competition;
  - (xi) suspension or cancellation of licence or accreditation, including Licensed Player Agent's licence or coaching accreditation;
  - (xii) termination of registration or playing contract;
  - (xiii) a ban from the dressing rooms and/or the substitutes' bench;
  - (xiv) a ban from entering a stadium;
  - (xv) ban on taking part in any football related activity;
  - (xvi) community or social work; or

- (xvii) such other disciplinary sanctions or measures as is appropriate in all the circumstances, including as prescribed in the FIFA Statutes.

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**22 Dispute Resolution**

The FFA Statutes in particular the Grievance Resolution Regulations and the National Dispute Resolution Chamber Regulations provide for the resolution of disputes involving Constituents including disputes involving Constituents and FFA.

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**23 Financial Period**

- (a) The financial period of FFA is one year and begins on 1 July and ends on 30 June of the immediately succeeding year.
- (b) The revenue and expenses of FFA will be managed in accordance with generally accepted accounting principles. The attainment of FFA's objectives in the future will be guaranteed through the creation of reserves.
- (c) The Chief Executive Officer is responsible for ensuring the annual consolidated accounts of FFA with its subsidiaries as at the end of the financial year are drawn up in accordance with the Corporations Act.

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**24 Revenue**

The revenue of FFA arises from:

- (a) Members' annual subscriptions;
- (b) receipts generated by the marketing and commercial exploitation of rights to which FFA is entitled, including broadcast and new media rights, sponsorship, merchandise and licensing and ticket receipts;
- (c) fines imposed by the Judicial Bodies;
- (d) grants received from government, FIFA or AFC;
- (e) fees and prize money from participation in matches and competitions; and
- (f) other subscriptions and receipts in keeping with the objectives pursued by FFA.

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**25 Expenses**

- (a) FFA bears the expenses:
  - (i) stipulated in the budget, including administrative, operational and marketing expenses;
  - (ii) in the marketing and commercial exploitation of rights to which FFA is entitled, including commissions, venue hire and team assembly costs;
  - (iii) that the Board of Directors is entitled to incur within the scope of its authority; and
  - (iv) as otherwise incurred in keeping with the objectives pursued by FFA.
- (b) The Directors must ensure that the independent auditor appointed by the FFA in general meeting audit the accounts for adoption by the board of Directors in accordance with the appropriate principles of accounting and ensure the independent auditor's report is laid before the Members at the annual general meeting in accordance with article 8.2(c)(ii).

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**26 Club financial accounts**

Each Club must keep:

- (a) Financial accounts in accordance with generally accepted accounting principles; and
- (b) Adequate records, documents and accounts in sufficient detail to enable its compliance with this Constitution and relevant FFA Statutes to be verified.

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**27 Competitions**

- (a) FFA organises and coordinates the official competitions within its territory including:
  - (i) National Leagues;
  - (ii) National Championships; and
  - (iii) such other championships, tournaments, leagues or cups as determined by FFA from time to time.
- (b) FFA may delegate to State Body Members the authority to organise Competitions within that State Body Member's territory. The Competitions organised by a State Body Member must not interfere with those Competitions organised by FFA.

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**28 Commercial Rights**

- (a) FFA and its State Body Members are the original owners of all of the rights emanating from Competitions and other events coming under their respective jurisdictions, without any restrictions as to content, time, place

and law. These rights include, among others, every kind of financial rights, audiovisual and radio recording, reproduction and broadcasting rights, multimedia rights, marketing and promotional rights and incorporeal rights such as emblems and rights arising under copyright law.

- (b) FFA has and retains the exclusive right to commercially exploit the:
  - (i) FFA Brand;
  - (ii) FFA Events;
  - (iii) Broadcast Rights;
  - (iv) Match Statistics;
  - (v) Club Property;
  - (vi) licensing and merchandise program, including signed memorabilia, for FFA Events;
  - (vii) official sponsors and suppliers for FFA Events;
  - (viii) match day revenue sources for FFA Events, including ticketing, corporate hospitality and memberships; and
  - (ix) Functions.
- (c) A Constituent must not:
  - (i) exploit or grant to any person any of the rights referred to in article 28(b), including commercial, promotional or advertising rights of any nature;
  - (ii) use any FFA Brand or Club Property without the prior written consent of FFA;
  - (iii) organise, assist in organising or sanction any Match or Competition whether national team or club based that, in FFA's reasonable opinion, would compete with, limit or derogate from any FFA Event or commercial rights; and
  - (iv) take any steps that may prejudice FFA's ownership of the FFA Brand or Club Property, including by not transferring any registered names or trade marks or by objecting to FFA's registrations.
- (d) Each Constituent acknowledges that the FFA Brand is the property of FFA and that its use of the FFA Brand will inure to the sole benefit of FFA. A Member will not grant, nor purport to grant, any right or licence to use the FFA Brand to any third party. A Constituent will not in any way challenge, or apply for any copyright, trade mark or other intellectual property (whether in respect of the FFA Brand or otherwise) that could adversely affect FFA's ownership of the FFA Brand or assist any other person to do so.

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**29 Ticketing Terms for FFA Events**

- (a) This article 29 applies to tickets purchased, received or held by a Constituent in relation to an FFA Event or Function.
- (b) It is an essential condition of the right of admission to the FFA Event conferred on the Constituent that the Constituent and each subsequent holder of the ticket agrees with FFA:
  - (i) not to resell or transfer, or attempt to resell or transfer, the ticket at a premium;
  - (ii) not to use it for advertising, promotion or other commercial purposes (including competitions and trade promotions) or to enhance the demand for other goods or services;
  - (iii) not to bundle it with other goods or services; and
  - (iv) not to sell or attempt to sell the ticket online,

without FFA's prior written consent. If this condition is breached, FFA may, in addition to any other remedy and even if the holder of the ticket did not have notice of the condition or the breach, deny the holder admission to the match and retain the price of the ticket.

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**30 Communication and Privacy**

- (a) FFA is responsible for:
  - (i) the marketing and promotion of FFA, the FFA Brand and FFA Events;
  - (ii) controlling media accreditation to all FFA Events, including processing applications and issuing accreditation terms;
  - (iii) handling all media enquiries that relate to FFA or FFA Events; and
  - (iv) the creation of a website to be the exclusive home of football in Australia.
- (b) Each State Body Member and Club acknowledges that FFA has access to the personal information of Players, Officials, members and customers for use by FFA for compliance with FFA Statutes (including registration), organisation of Competitions and Matches, direct communication and, with consent of the relevant party, for disclosure to partners.
- (c) Each Member must comply with the **Privacy Policy**, including by obtaining appropriate consent for the collection, use and disclosure of personal information

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**31 Club licensing**

- (a) FFA shall operate a club licensing system in accordance with the principles of the club licensing regulations of AFC and FIFA.
- (b) The objective of the club licensing system is to safeguard the credibility and integrity of club competitions, to improve the level of professionalism of clubs in Australia, to promote sporting values in accordance with the principles of fair play as well as safe and secure match environments and to promote transparency in the finances, ownership and control of clubs.
- (c) FFA shall issue club licensing regulations governing the club licensing system. *Inter alia*, the club licensing regulations shall stipulate to which clubs the system applies. As a minimum, the club licensing system must be implemented in respect of top-division clubs which qualify for AFC club competitions on sporting merit. The club licensing bodies shall consist of the first-instance body and the appeals body. The members of these club licensing bodies shall be appointed by the executive committee.

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**32 International matches and competitions****32.1 General**

The ultimate authority in respect of the playing of international football matches between teams of different national federations lies with FIFA and the Confederations.

**32.2 Matches in Australia**

- (a) In accordance with and without limitation to the FIFA Statutes and FIFA's Regulations Governing International Matches, no entity or person may schedule international football matches in Australia without FFA's prior written approval.
- (b) FFA will exercise all authority granted to it in the FIFA Statutes and FIFA's Regulations Governing International Matches and shall establish procedures for sanctioning an entity (other than FFA) or person to hold an international match in Australia, which shall include:
  - (i) a match sanctioning fee;
  - (ii) standards for promoters of international matches that include, at a minimum, the following requirements:
    - (A) audited or notarized financial reports for similar events in Australia, if any, conducted by the entity or person; and,
    - (B) documentation from the appropriate entity that will hold the international match in Australia certifying that all FFA's requirements with respect to such competitions will be met;

- (iii) appropriate measures to ensure that the match is conducted by qualified match officials;
- (iv) appropriate measures to ensure that there is proper medical supervision for the players who will participate in the match;
- (v) appropriate measures to ensure that there is proper safety precautions to protect the personal welfare of the players and spectators at the match;
- (vi) appropriate measures to ensure that there is due regard for any international requirements specifically applicable to the match; and
- (vii) all other measures deemed necessary for FFA to fulfil its obligations as a national governing body and as a national association member of FIFA.

### **32.3 Matches outside of Australia**

- (a) FFA has jurisdiction over all competitions played by its Constituents outside of Australia. A Constituent must not participate in a match or competition outside of Australia without the prior written consent of FFA and, as required, the relevant State Body Member of FFA, FIFA and AFC in accordance with the FIFA Regulations Governing International Matches.
- (b) FFA shall inform the other FIFA member association(s) concerned when consent has been given. FFA shall also inform the other FIFA national association(s) concerned of any matches or competitions known to have been arranged or played within its jurisdiction for which consent has not been given.
- (c) FFA is bound to comply with the international match calendar compiled by FIFA.

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### **33 Prohibited Contacts**

FFA must not play matches or make sporting contacts with National Associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

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### **34 Approval**

Competitions, Clubs, Leagues or any other group of Clubs that are affiliated to FFA cannot belong to another National Association or participate in competitions in the territory of another National Association without the authorisation of FFA, the other National Association and of FIFA.

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### **35 Unforeseen contingencies and force majeure**

The board of Directors shall have the final decision on any matters not provided for in this Constitution or in cases of force majeure.

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**36 By-laws****36.1 Making and amending By-laws**

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

**36.2 Effect of By-law**

A By-law:

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

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**37 Seals****37.1 Safe custody of common seals**

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

**37.2 Use of common seal**

If FFA has a common seal or duplicate common seal:

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

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**38 Inspection of records****38.1 Inspection by Members**

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

**38.2 Right of a Member to inspect**

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

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**39 Service of documents****39.1 Document includes notice**

In this Part 18, **document** includes a notice.



### **39.2 Methods of service on a Member**

FFA may give a document to a Member:

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

### **39.3 Methods of service on FFA**

A Member may give a document to FFA:

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

### **39.4 Post**

A document sent by post:

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

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

### **39.5 Fax or electronic transmission**

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

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

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## **40 Indemnity**

### **40.1 Indemnity of officers**

Every person who is or has been:

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

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

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

unless:

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

#### **40.2 Insurance**

FFA may, to the extent permitted by law:

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

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

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### **41 Winding up**

#### **41.1 Contributions of Members on winding up**

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

The contribution is for:

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

and the amount is not to exceed \$20.00.

#### **41.2 Excess property on winding up**

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

- (a) having objects similar to those of FFA; and

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

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

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## 42 Accounts

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

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## 43 Definitions and interpretation

### 43.1 Definitions

In this Constitution unless the contrary intention appears:

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

**AFC** means Asian Football Confederation.

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

**A-League** means the premier men's professional national club competition staged by FFA, including the pre-season, season proper and finals series.

**A-League Competition Rules** mean the competition rules and regulations that govern the conduct of the A-League, including the A-League Disciplinary Regulations, as amended on notification of FFA from time to time.

**A-League Member** means a representative of the A-League invited to apply for membership under article 6.3 and admitted as a Member under article 6.10.

**Appointed Director** is defined in article 15.1.

**ASIC** means the Australian Securities and Investments Commission.

**Body** means a State Body, District Association, Competition Administrator, Club, Standing Committee or any other council, committee, panel or body constituted by FFA, a State Body or a District Association.

**By-law** means a by-law made under article 36 and a reference to a specific by-law means that by-law as amended from time to time.

**Broadcast Rights** mean the right to record FFA Events and Functions for transmission, display and distribution by way of audio, audio-visual, television (including free-to-air, subscription, multichannel, closed circuit and interactive television), televisual exhibition, internet, broadband, mobile and video, in all

forms whenever devised in any part of the world, including rights to Virtual Signage.

**Chairman** means the person elected to the office of chairman of directors from time to time under article 15.9.

**Chief Executive Officer** means a person appointed as chief executive officer by the Directors under article 19.1.

**Club** means any club admitted by:

- (a) a Competition Administrator to field a team in a Competition; or
- (b) FFA to field a team in a National League or a National Championship.

**Club Official** means any person involved with the administration, management or organisation of a Club (whether paid or unpaid), including employees, contractors, consultants, officers and directors and representatives.

**Club Property** means the name, logo, colours, branding, mascot, kit design (including playing strip), club song or any other intellectual property associated with a National League team

**Committee** means a committee established under article 17.11.

**Competition** means any league, competition or tournament administered, controlled or sanctioned by FFA in accordance with the National Registration Regulations or one of the State Bodies, including the pre-season, season proper, finals series and any post season tournament or knockout cup competition of that Competition.

**Competition Administrator** means the entity responsible for the conduct and staging of a Competition.

**Constituent** means a Member, a State Body Member, a District Association, a Competition Administrator, a Club, a Player and an Official.

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

**Corporations Act** means the Corporations Act 2001 (Clth).

**Deputy Chairman** means the person (if any) elected to the office of deputy chairman of directors from time to time under article 15.10.

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

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

**Disqualifying Position** is defined in article 15.15.

**District Association** means a district or regional association that is a member of a State Body Member from time to time.

**Elected Director** is defined in article 15.1.

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

**FFA** means Football Federation Australia Limited.

**FFA Brand** means the registered and unregistered names, logos, marks and imagery of FFA.

**FFA Events mean:**

- (a) National Championships;
- (b) National Leagues;
- (c) matches participated in by a National Team; and
- (d) matches participated in by an Australian club or team in a FIFA or AFC sanctioned match or tournament.

**FFA Statutes** means:

- (a) this Constitution, including any By-laws, as amended from time to time in accordance with its terms and;
- (b) any other statutes, regulations or policies promulgated by FFA, as amended on notification from FFA from time to time.

**FIFA** means Federation Internationale de Football Association.

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

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

**Football League** means a Football League established by FFA under article 2.2.

**Functions** mean any events or functions organised, controlled or sanctioned by FFA relating, directly or indirectly, to FFA Events, including ceremonies, awards nights or official dinners or functions.

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

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

**Judicial Bodies** means the Disciplinary and Ethics Committee and the Appeal Committee established in accordance with articles 21.1, 21.2 and 21.3 respectively.

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

**Match** means any match played in Australia under the auspices of FFA, a State Body or a Competition Administrator or otherwise played under FFA's direction or control.

**Match Official** means a referee, assistant referee, fourth official, match commissioner, referee inspector, selector, any person in charge of safety or any other person appointed by FFA or a Competition Administrator to assume responsibility in connection with a Match.

**Match Statistics** mean data, statistics or information relating to FFA Events, football participants and football, collected by or for, or in the possession or control of FFA or a Constituent, including the match result, number of goals scored, free kicks, penalty kicks, names of goal scorers and red and yellow card infringements.

**Member** means a member of FFA under article 6 of this Constitution.

**Member Protection Policy** means the national policy that addresses discrimination, harassment (sexual or otherwise) and child protection in football as issued and varied by FFA from time to time.

**Membership Criteria** mean criteria developed and included in the Constitution by no later than the Annual General Meeting in 2017 in relation to the:

- (a) eligibility of persons to be admitted as new members; and
- (b) process by which persons may be admitted as new members,

that are consistent with article 6.2(a) **National Advisory Committee** means a National Advisory Committee established by the Directors under the By-laws.

**National Anti-Doping Policy** means the national anti-doping policy of FFA relating to anti-doping rule violations and related matters as issued and varied by FFA from time to time.

**National Championships** means any male and female national championships involving State Body teams, which is staged or sanctioned by FFA from time to time.

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

**National Disciplinary Regulations** means the national disciplinary regulations as issued and varied by FFA from time to time.

**National League** means any men's and women's national club competitions conducted under the auspices of FFA from time to time, including the A-League.

**National Registration Regulations** mean the national regulations specifying the rules relating to the registration of Players, Officials, Clubs and Competitions with FFA, as issued and varied by FFA from time to time.

**National Team** means any national team squad selected or nominated by FFA, including the men's and women's senior, under age, Olympics, futsal and beach teams or any other national representative team determined by FFA from time to time.

**Official** means:

- (a) a Club Official, Match Official or Team Official;
- (b) an employee, officer or director of FFA or a State Body, a District Association or a Competition Administrator; or
- (c) a member of a Standing Committee or other council, committee, panel or body constituted by FFA, a State Body, a District Association or a Competition Administrator.

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

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

**Part** means a Part of this Constitution.

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

**Player** means any person who is registered with FFA as a player in accordance with the National Registration Regulations from time to time or is selected as a member of a Representative Team.

**Prescribed Majority** means:

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

**Privacy Policy** means FFA's Privacy Policy, as varied by FFA from time to time in accordance with the terms of that Policy.

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

**Registered Participant** means a person registered by a State Body Member under article 12.3 in the category of:

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

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

**Representative Team** means a team representing FFA, a State or Territory, a region, or an Institute that participates in a Competition.

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

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

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

**State Body** means a body recognised by the Directors under article 6.2(a).

**State Body Member** means a State Body admitted as a Member under article 6.10.

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

**Team Official** means any personnel involved with the management, preparation or participation of a Club's team (whether paid or unpaid), including the coaches, managers, medical staff (including team or match day doctor), physiotherapists, gear persons and other support staff.

**Virtual Signage** means any form of signage or advertising that is not physically at the venue, including the electronic or other digital insertion of words, figures, numbers, information, visual images or other material into a television or other broadcast in any place.

## 43.2 Interpretation

- (a) In this Constitution:
  - (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
  - (ii) **(agm)** a reference to an annual general meeting in a calendar year (for example, in 2007), is a reference to the annual general meeting required to be held by FFA in that calendar year under section 250N(2); and



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

### 43.3 Corporations Act

In this Constitution unless the contrary intention appears:

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

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

#### **43.4 Headings**

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

#### **43.5 “Include” etc**

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

#### **43.6 Powers**

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