

APPROVED: 25 November 2020



**FOOTBALL
AUSTRALIA**

Constitution

Football Australia Limited (“FA”)
A Company Limited by Guarantee

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1 Name, Headquarters, Legal Form

- (a) Football 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 Australia Limited are in Sydney, New South Wales, Australia.
- (c) Football Australia Limited is a member of FIFA and of the Asian Football Confederation.
- (d) The abbreviation of Football Australia Limited is FA.
- (e) The FA Brand and other key names and marks are protected as intellectual property rights, including copyright and, where appropriate, as registered trade marks or designs.

2 Objects of FA

2.1 Objects

The objects for which FA 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, AFC and FA; principles of fair play, loyalty, integrity and sportsmanship; and the Laws of the Game by its Constituents, and to ensure that these are respected and observed 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 promote and foster friendly relations between Members, Clubs, Officials and Players and in society for humanitarian objectives;
- (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 remain neutral in matters of politics and religion, and to promote equality, non-discrimination and 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, skin colour, religion, language, politics, national or ethnic origin, gender, transgender, sexual orientation, wealth, 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: Members, Qualifying Members, Provisional Members, Clubs, Officials, Players, Football Leagues, Standing Committees and FA; 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 FA;
 - (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 FA, 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 FA or between visiting overseas teams and teams representing or selected by Constituents;
 - (v) tours overseas by teams representing or nominated or selected by FA or teams representing or selected by Constituents; and
 - (vi) participation in international competitions by players representing Australia;
- (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;
- (o) to respect and prevent any infringement of the statutes, regulations, directives and decisions of FIFA, AFC and FA as well as the Laws of the Game and to ensure that these are also respected by its Members;
- (p) to protect the interests of its Members; and
- (q) to commit to respecting all internationally recognised human rights and will strive to promote the protection of these rights.

2.2 Football league

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

3 Income and payments

3.1 Application of income

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

4 Players

- (a) The status of Players and the provisions for their transfer are regulated by FA 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 FA's jurisdiction, including 11-a-side, modified football, futsal, indoor and beach football.
- (c) Each Player must be registered with FA in accordance with the National Registration Regulations.
- (d) A Club cannot field a Player in a Match unless that Player is registered by FA with that Club.

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 FA in their activities.

6 Membership

6.1 Members

Subject to article 6.8, the members of FA are:

- (a) each of the nine State Body Members;
 - (b) each of the nine A-League Club Members;
 - (c) the Players' Member;
 - (d) each of the ten Women's Football Council Members; and
 - (e) any New Member,
- (collectively, the **Members**).

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 FA, through the Members must consider a resolution to terminate the membership of the State Body Member under article 6.10.
- (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 in accordance with article 6.3.

6.3 New Members

- (a) A person, company or New Australian A-League Club may become a New Member of FA in accordance with this article 6.3.
- (b) Subject to 6.3(j), in order for a person or company to become a New Member, the relevant person or company (**Potential New Member**) must:
 - (i) first become a Qualifying Member;
 - (ii) then become a Provisional Member; and
 - (iii) finally become a New Member.
- (c) In order for a Potential New Member to become a Qualifying Member:
 - (i) the Potential New Member must register an intent to represent a special interest group within FA by:
 - (A) submitting a formal letter of application to the Secretary to become a Qualifying Member; and
 - (B) within the formal letter of application, set out which special interest group the Potential New Member will represent and provide evidence that the Potential New

Member has satisfied the Qualifying Member Criteria;
and

- (ii) the Members must pass a resolution granting the Potential New Member the status of Qualifying Member.
- (d) If the Members pass a resolution in accordance with article 6.3(c)(ii), the Potential New Member will become a Qualifying Member from the end of the annual general meeting in which the resolution is passed.
- (e) In order for a Qualifying Member to become a Provisional Member:
- (i) at least two months prior to the annual general meeting that is two years after the Qualifying Member is granted its status as a Qualifying Member, the Qualifying Member must submit evidence to the Secretary that the Qualifying Member has satisfied the Provisional Member Criteria; and
 - (ii) at the annual general meeting that is two years after the Qualifying Member is granted its status as a Qualifying Member, the Members must pass a resolution granting the Qualifying Member the status of Provisional Member.
- (f) If the Members pass a resolution in accordance with article 6.3(e)(ii), the Qualifying Member will become a Provisional Member from the end of the annual general meeting in which the resolution is passed.
- (g) In order for a Provisional Member to become a New Member:
- (i) at least two months prior to the annual general meeting that is two years after the Provisional Member is granted its status as a Provisional Member, the Provisional Member must submit to the Secretary:
 - (A) an application to become a New Member which is endorsed by two Members; and
 - (B) evidence that the Provisional Member has satisfied the New Member Criteria; and
 - (ii) at the annual general meeting that is two years after the Provisional Member is granted its status as a Provisional Member, the Members must pass a resolution granting the Provisional Member the status of New Member.
- (h) If the Members pass a resolution in accordance with article 6.3(g)(ii), the Provisional Member will become a New Member from the end of the annual general meeting in which the resolution is passed.
- (i) If the Members do not pass a resolution granting:
- (i) a Potential New Member the status of a Qualifying Member;
 - (ii) a Qualifying Member the status of a Provisional Member; or

- (iii) a Provisional Member the status of a New Member, the Potential New Member, Qualifying Member or Provisional Member (as applicable) may re-apply at the next annual general meeting.
- (j) A New Australian A-League Club may become a New Member in accordance with the following process:
 - (i) at the time a New Australian A-League Club is granted an Operating Licence, the New Australian A-League Club will become a Qualifying Member;
 - (ii) two years after the New Australian A-League Club has become a Qualifying Member, the New Australian A-League Club will become a Provisional Member provided that the New Australian A-League Club has continuously held its Operating Licence for two years; and
 - (iii) two years after the New Australian A-League Club has become a Provisional Member, the New Australian A-League Club will become a New Member provided that the New Australian A-League Club has continuously held its Operating Licence for two years as a Provisional Member.

6.4 Mandatory Compliance and Constituent and Member obligations

- (a) Each Constituent must comply with the FA 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 FA.
- (b) Each Constituent must comply with the determination of a Judicial Body.
- (c) Any Constituent who infringes or breaches any term of the FA Statutes will be subject to disciplinary sanction in accordance with the relevant provision of the FA 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 FA Statutes throughout its jurisdiction, including the communication and education of any variations to any of the FA Statutes from time to time; and
- (iii) ensure compliance with the FA Statutes by the District Associations, Competition Administrators and Clubs within its jurisdiction.

6.5 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 FA 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 FA 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:
 - (A) members of the Judicial Bodies of FA; and
 - (B) Appointed Directors in accordance with article 15.16(e);
 - (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 FA Statutes.

6.6 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 FA the amounts determined under this article 6.6.
- (c) FA in general meeting may, by Special Resolution, increase or reduce any amounts determined by the Directors under article 6.6(a) provided, in the case of a reduction of an amount, that reduction does not place the financial viability or the programs of FA in doubt, but this does not affect the validity of anything previously done pursuant to articles 6.6(a) or 6.6(b).

6.7 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) FA 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.

6.8 Admission of Members

- (a) Before admission as a Member, each person, company or A-League Club listed under article 6.1 must sign an application agreeing to be bound by:
 - (i) this Constitution;
 - (ii) the By-laws;
 - (iii) FA 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) Each person, company or A-League Club will be considered to have satisfied the requirements under this article 6.8 once the signed application under article 6.8(a) is returned to the Secretary and any subscriptions or other amounts payable are paid.

6.9 Status of State Bodies, Competitions and Clubs

- (a) A State Body, Competition and Club is subordinate to and must be recognised by FA. 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 FA Statutes.

- (b) Each new and continuing Competition must be registered with, and sanctioned by, FA 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 FA Statutes.
- (c) The A-League is established by FA and governed by the A-League Competition Rules.
- (d) Each Club must be registered with FA in accordance with the procedures specified in the National Registration Regulations. FA 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 FA for sanctioning in the manner prescribed by FA 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 6.9(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) FA 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.

6.10 Suspension and termination of membership of a State Body

- (a) The Directors may suspend the membership of a State Body Member with immediate effect if:
 - (i) recognition of the State Body Member 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 Member under article 6.10(a)(ii) or 6.10(a)(iii), the Directors must provide the State Body Member with a reasonable opportunity to be heard and to

make submissions in relation to the breach or failure referred to in article 6.10(a)(ii) or 6.10(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 FA must consider a resolution to terminate the membership of the State Body Member under article 6.10(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) FA, in general meeting, may by Special Resolution, terminate the membership of a State Body Member:
 - (i) that has been suspended by the Directors in accordance with article 6.10(b); or
 - (ii) that seriously and repeatedly violates its obligations as a Member under this Constitution.

6.11 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement, composition or compromise with creditors of the person's joint or separate estate generally;
 - (iv) becoming of unsound mind or someone whose person or estate is liable to be dealt with in anyway under a law relating to mental health;
 - (v) the termination of their membership under this Constitution;
 - (vi) 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; or
 - (vii) in the case of a Woman's Football Council Member, the cessation or termination of that Woman's Football Council Member's membership of the Women's Football Council.
- (b) For the purposes of article 6.11(a)(i), a Member may resign as a member of FA by giving 14 days written notice to the Directors.

6.12 No claim against FA

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

6.13 Limited liability

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

7 Bodies of FA

- (a) FA 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 FA and the body that may, by Special Resolution, amend this Constitution;
 - (ii) The board of Directors which is the body that manages FA 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 FA management which is the executive and administrative body that operates under the direction of the Chief Executive Officer; and
 - (iv) The Judicial Bodies being the Disciplinary Committee, Ethics Committee and the Appeals Committee established under articles 21.2, 21.3 and 21.4 respectively.
- (b) The bodies of FA will be either elected or appointed by FA itself without any external influence and in accordance with this Constitution.

8 General meetings

8.1 General meetings

- (a) General meetings of FA are meetings at which all Members convene. The Members acting in general meeting represent the supreme electoral body of FA and the supreme legislative body of FA 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 and arrange to hold a general meeting on the request of Members with at least 5% of the votes that may be cast at the general meeting; and

- (ii) providing for Members with at least 5% of the votes that may be cast at the general meeting to call, and arrange to hold, a general meeting at their cost;

apply to general meetings of FA, 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 FA are to be held according to the Corporations Act.
- (b) In accordance with the Corporations Act, the annual general meeting of FA must be held within five months of the end of FA'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 FA; 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 article 39 and the Corporations Act.
- (b) A person may waive notice of any general meeting by notice in writing to FA, 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 FA 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 FA of the person's agreement to that act, matter, thing or resolution by notice in writing to FA.

9 Proceedings at general meetings

9.1 Number for a quorum

Subject to article 9.4, a quorum for a general meeting is any combination of Members that represents 60% of the votes that may be cast 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

- (a) At a meeting adjourned under article 9.3(b), a quorum is any combination of Members that represents 40% of the votes that may be cast at a general meeting.
- (b) 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

- (a) The chairman of a general meeting:
 - (i) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (ii) 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
 - (iii) 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.
- (b) 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 FA, 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.

10 Votes of Members

10.1 Votes of Members

- (a) At a general meeting, on a show of hands and on a poll:
 - (i) the State Body Members will collectively have 55 votes;
 - (ii) the A-League Club Members will collectively have 28 votes;
 - (iii) the Players' Member will have seven votes;
 - (iv) each of the ten Women's Football Council Members will have one vote each; and
 - (v) in relation to New Members:
 - (A) if the New Member is not a New Australian A-League Club, the New Member will be granted two votes; or
 - (B) if the New Member is a New Australian A-League Club, the New Member will not be granted any additional voting rights, and the New Member will only be entitled to a pro-rata portion of the 28 votes granted collectively to the A-League Club Members.
- (b) The votes allocated to the State Body Members and the A-League Club Members must be allocated on a pro-rata basis to each State Body Member and each A-League Club Member respectively.
- (c) No other Member is entitled to vote at general meetings.
- (d) 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 vote once despite the number of Members the person represents.
- (e) 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

- (a) Unless the Directors have deferred a Member's obligations under article 6.7, the voting rights of a Member are suspended while the

payment of any subscription or other amount determined under article 6.6 is in arrears. No other rights of the Member are affected.

- (b) The voting rights of an A-League Club Member are suspended if:
 - (i) the relevant A-League Club Member's Operating Licence is transferred to, or otherwise held by, FA; or
 - (ii) a State Body Member, or FA, Controls the relevant A-League Club Member.
- (c) If an A-League Club Member's voting rights are suspended in accordance with article 10.2(b):
 - (i) the suspended voting rights will be re-allocated to the remaining A-League Club Members on a pro-rata basis; and
 - (ii) the suspension will only be lifted and removed if:
 - (A) FA transfers the relevant A-League Club Member's Operating Licence back to the relevant A-League Club Member; or
 - (B) the State Body Member, or FA, ceases to Control the relevant A-League Club Member.

10.3 Representation at general meetings

- (a) Each State Body Member, each A-League Club Member and the Players' Member must nominate two delegates, one male and one female, to attend each general meeting. If a State Body Member or A-League Club Member, or the Players' Member has appointed a Representative, proxy or attorney to exercise the relevant Member's voting rights, the Representative, proxy or attorney will be taken as one of the required two delegates.
- (b) Subject to this Constitution, each Member entitled to vote at a meeting of Members may vote:
 - (i) in person;
 - (ii) by its Representative;
 - (iii) by proxy; or
 - (iv) by attorney.
- (c) To the extent applicable to each Member, a Representative of a Member may be the chairman or president, or if unable to attend the deputy chairman or deputy president, of that Member or if he or she is unable to attend, a member of the board nominated by his or her fellow directors.
- (d) A proxy or attorney may, but need not, be a Member.
- (e) 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.

- (f) 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 there-scheduled or adjourned meeting or at the new venue.
- (g) 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;
- (h) Subject to article 10.3(k), 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.
- (i) 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.

- (j) The Directors may waive all or any of the requirements of articles 10.3(h) and 10.3(i) 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(h); 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.
- (k) 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 FA 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(i).
- (l) 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.

11 Areas of Authority

The Members, in general meeting, have the following areas of authority as governed by this Constitution and the Corporations Act:

- (a) adopting or amending the Constitution;
- (b) appointing two Members to check the minutes, and approving the minutes of the last general meeting;
- (c) electing the Elected Directors;
- (d) ratifying the appointment of the Appointed Directors;
- (e) removing Directors;
- (f) ratifying the appointment of the chairman, deputy chairman and members of the Judicial Bodies;
- (g) dismissing the chairman, deputy chairman and members of the Judicial Bodies;
- (h) admitting New Members in accordance with article 6.3;

- (i) appointing the scrutineers;
- (j) receiving the activity report;
- (k) determining membership subscriptions in accordance with article 6.6;
- (l) suspending or terminating the membership of a Member;
- (m) winding up FA;
- (n) deciding, upon the recommendation of the Directors whether to bestow the title of Honorary President, Honorary Vice-President or Honorary Member;
- (o) admitting Life Members of FA; and
- (p) 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.

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 6.10.

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) FA'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 corresponding 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 FA any offer of a bribe or other benefit to do anything mentioned in article 12.6(c)(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.

13 FIFA and AFC

13.1 Compliance and co-operation

FA 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, FA'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.

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

14.1 Honorary President, Honorary Vice-President, Honorary Member

- (a) FA may, in general meeting, bestow the title of honorary president, honorary 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 FA.

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 the votes of Members cast 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 FA 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.

15 Directors

15.1 Number of Directors

There must be not less than five Directors and not more than nine Directors comprised as follows:

- (a) Not more than six Directors are to be elected by the Members (**Elected Directors**); and
- (b) 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.
- (c) At the annual general meeting in 2018, 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 term which continues until the end of the second 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(d), 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(d), this decision taken by the Elected Directors shall be notified in writing to all Members.
- (c) If less than 50% of the votes of Members are submitted to veto the election within 14 days from the date of notification of the decision under article 15.9(b), the election is confirmed.
- (d) If 50%, or more than 50%, of the votes of Members are submitted to veto the election within 14 days from the date of notification of the decision under article 15.9(b), the election will be repeated and the Elected Directors will elect the chairman from amongst the other Elected Directors that also nominated for the position of Chairman under 15.13(d) 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) The Elected Directors must consider the gender composition of the Chairman and deputy chairman when electing the Chairman, and where possible ensure that if the deputy chairman is male, the Chairman is female; and if the deputy chairman is female, the Chairman is male.
- (g) When representing FA 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) The Elected Directors must consider the gender composition of the Chairman and deputy chairman when electing the deputy chairman, and where possible ensure that if the Chairman is male, the deputy chairman is female; and if the Chairman is female, the deputy chairman is male.
- (d) When representing FA 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 an Elected Director retires; or
 - (ii) at the commencement of which there is a vacancy in the office of an Elected Director,

FA may only fill the vacancy by electing a Nominee Director in accordance with this article 15.11.
- (b) If the number of Nominee Directors is equal to, or less than, the number of vacancies:
 - (i) each Member at the general meeting will be entitled to vote in favour of each Nominee Director; and
 - (ii) a Nominee Director will fill a vacancy and become an Elected Director if, by a simple majority of the votes cast, the Members pass a resolution electing that Nominee Director.

- (c) If the number of Nominee Directors is greater than the number of vacancies, each Member at the general meeting will be entitled to vote in favour of each vacancy, and the requisite number of Nominee Directors will fill the vacancies and become Elected Directors in accordance with the following ballots:
- (i) A round of voting will take place during which the Members will cast their votes in favour of a Nominee Director for each vacancy, and:
- (A) if one or more Nominee Directors receive a Prescribed Majority of votes cast:
- (1) those Nominee Directors who receive the Prescribed Majority of votes cast will automatically fill a vacancy and be elected as an Elected Director. If the number of Nominee Directors who receive a Prescribed Majority exceeds the number of vacancies:
- a. the Nominee Directors will be elected in order of the number of votes received, with the Nominee Director receiving the highest number of votes being elected first; and
- b. if article 15.11(c)(i)(A)(1)a. does not result in the requisite number of Nominee Directors being elected because two or more Nominee Directors have received an equal number of votes, the deadlock will be resolved by holding a second round of voting during which the Members will vote in favour of one of these Nominee Directors and the Nominee Director who receives a simple majority of the votes cast will be elected; and
- (2) if there are remaining vacancies, the remaining Nominee Directors will proceed to the next round of voting in accordance with article 15.11(c)(ii); or
- (B) if no Nominee Director receives a Prescribed Majority of votes cast:
- (1) the Nominee Director that receives the lowest number of votes cast will be eliminated and not considered for election. If there is more than one Nomine Director who receives the lowest number of votes cast, the following rules will apply to determine which Nominee Director will be eliminated and not considered for election:

- a. the Nominee Director who receives votes cast from the lowest number of stakeholder groups will be eliminated;
- b. if article 15.11(c)(i)(B)(1)a. does not resolve the deadlock, the Nominee Director who receives votes cast from the lowest number of Members will be eliminated; and
- c. if article 15.11(c)(i)(B)(1)b does not resolve the deadlock, the Chairman will toss a coin to determine which Nominee Director will be eliminated; and

(2) the remaining Nominee Directors will proceed to the next round of voting in accordance with article 15.11(c)(ii).

- (ii) If another round of voting is required in accordance with article 15.11(c)(i)(A)(2) or article 15.11(c)(i)(B)(2), there will be a subsequent ballot held with the process described in article 15.11(c)(i) repeated until there are no vacancies, or until there is an equal number of Nominee Directors and vacancies; and
- (iii) If the process described in article 15.11(c)(i) and article 15.11(c)(ii) results in an equal number of Nominee Directors and vacancies, each Nominee Director will fill a vacancy and become an Elected Director if, by a simple majority, the Members pass a resolution in favour of electing each Nominee Director.

- (d) Members must ensure that at the time of electing Elected Directors, the gender composition of the existing Directors is taken into account to ensure that the gender composition of the Directors following the election of Elected Directors satisfies the 40/40/20 Principle.
- (e) If the requirements set out in articles 15.11(b) or 15.11(c) are not satisfied, and a vacancy is not filled, the Chairman of the meeting will inform the meeting of the result 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 15.17.
- (f) 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) To nominate a person to stand for election as an Elected Director:
 - (i) one Member (**Proposer**) and the person being nominated to stand for election must complete and sign the following documentation:
 - (A) a Nomination Form;
 - (B) a letter in which the person being nominated to stand for election accepts the nomination; and
 - (C) evidential documentation which indicates the person being nominated to stand for election satisfies the Director Criteria;
 - (ii) a second Member must second the nomination (**Second**) by signing the required documentation under article 15.13(a)(i); and
 - (iii) the Proposer must deliver the required, signed documentation under article 15.13(a)(i) to the Secretary no later than:
 - (A) for the elections to be held at the annual general meeting in 2018, 25 October 2018; and
 - (B) for all elections after the annual general meeting in 2018, 30 September in any year in which an election of Directors will be held in accordance with this Constitution.
- (b) Once the Secretary receives all documentation in accordance with article 15.13(a)(iii):
 - (i) the Secretary must submit this information to the Nominations Committee; and
 - (ii) the Nominations Committee will consider each person nominated to stand for election and the relevant

documentation, and confirm which candidates will be eligible for election (**Nominee Directors**).

- (c) The Nominations Committee must notify the Secretary which persons are Nominee Directors. For all persons nominated for election, but not successful in becoming a Nominee Director, the Nominations Committee must provide the Secretary with the reasons for the Nominations Committee's decision.
- (d) If a Nominee Director wishes to stand for election as Chairman under article 15.9(a) at the first director's meeting following his or her election as an Elected Director, then that Nominee Director must provide a written declaration to the secretary, prior to the vote for Elected Directors, that he or she wishes to stand as Chairman in the annual general meeting in which he or she becomes an Elected Director.
- (e) If an Elected Director at any stage throughout his or her term as an Elected Director, wishes to stand for election as Chairman under article 15.9(a), that Elected Director must provide a written declaration to the Secretary that he or she wishes to stand as Chairman. This declaration must be provided as soon as the Elected Director has decided to stand for election as Chairman, and in any event prior to the Elected Directors vote in accordance with article 15.9(a).

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 15.16(e), a person who:
 - (i) is or has been within the three (3) years of the date of their nomination been the Chief Executive Officer of FA;
 - (ii) is or has within the six (6) months of the date of their nomination been an employee (other than the Chief Executive Officer) of FA or a body corporate or organisation in which FA is a shareholder;
 - (iii) is or has within the six (6) months of the date of their nomination been an employee of a Member or a body corporate or organisation in which the Member is a shareholder;
 - (iv) is or has within the six (6) months of the date of their nomination been a member of a Standing Committee; (excluding an existing Director member of a Standing Committee); or
 - (v) holds or has within the six (6) months of the date of their nomination held any Official Position; or

- (vi) is or has been a Director of the Company and articles 15.12 or 15.16(d) apply such that they are not eligible to serve the additional term as a Director,

(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 Appointed Directors may propose the appointment of up to three other persons who:
 - (i) are not disqualified under article 15.15 as Appointed Directors; and
 - (ii) satisfy the Director Criteria.
- (b) An Appointed Director holds office for a term of two years or such shorter term as may be determined by the Directors, and subject to article 15.16(c) is eligible for re-appointment.
- (c) An Appointed Director may not serve as an Appointed Director for a consecutive number of terms together exceeding 10 years.
- (d) If an Appointed Director has served consecutive terms together totalling 10 years, they may not be appointed as a Director again for a period of two years after the end of their 10 years as an Appointed Director.
- (e) A person will not be disqualified from being appointed as an Appointed Director if the person
 - (i) is or has within the applicable period of the date of their nomination as specified in 15.15(a) been an employee of a Member or a body corporate or organisation in which the Member is a shareholder; or
 - (ii) is or has within the applicable period of the date of their nomination as specified in 15.15(a) been a member of a Standing Committee (excluding an existing Director member of a Standing Committee); or
 - (iii) holds or has within the applicable period of the date of their nomination as specified in 15.15(a) held any Official Position,

provided they resign from such position within seven (7) days of the date they are appointed as an Appointed Director.

- (f) Subject to article 15.16(g), the proposed appointment of Appointed Directors under this article 15.16 will only become effective if:

- (i) the Nominations Committee endorses the proposed appointment, and is satisfied that the proposed Appointed Director satisfies the requirements under article 15.16(a); and
 - (ii) the Members ratify the proposed appointment by resolution requiring not less than a simple majority within 14 days of the proposed appointment by the Directors.
- (g) Article 15.16(e) does not apply to Appointed Directors appointed prior to article 15.16(e) coming into effect.
 - (h) Directors and Members must ensure that at the time of appointing Appointed Directors, the gender composition of the existing Directors is taken into account to ensure that the gender composition of the Directors following the appointment of Appointed Directors satisfies the 40/40/20 Principle.

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 FA unless article 15.11(e) applies.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to FA a statutory declaration confirming that, to the best of their knowledge and belief:
 - (i) they are not disqualified from being a director of FA by virtue of anything in article 15.15; and
 - (ii) they satisfy the Director Criteria.
- (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(e) applies in which case they hold office for the term they would have held office had they been elected under article 15.11 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 FA for services rendered to it; and
- (b) reimbursed by FA for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a committee or FA; or
 - (ii) otherwise engaged on the affairs of FA.

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 FA;
- (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.

15.20 Removal of Directors

The Members may remove any Director if the Members pass a resolution, by a simple majority, in favour of removing the relevant Director.

16 Powers and duties of Directors

16.1 Directors to manage Company

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

16.2 Specific powers of Directors

Without limiting article 16.1 the Directors may exercise all FA'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 FA 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 FA'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.

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 FA 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 FA 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 FA 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 FA 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 FA 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,
 - (iv) the following may preside (in order of entitlement):
 - (v) the Deputy Chairman (if any); or

- (vi) 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 FA 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 FA and is not accountable to FA 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 FA or a contract or arrangement entered into by or on behalf of FA 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 FA is not liable to account to FA 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.

18 Committees

18.1 Standing Committees

- (a) The standing committees of FA are:
- (i) the Compliance Committee established in accordance with article 18.2;
 - (ii) the Nominations Committee established in accordance with article 18.3;
 - (iii) the Women's Football Council established in accordance with article 18.4;
 - (iv) the Finance and Risk Committee established in accordance with article 18.5;
 - (v) the Competitions Committee established in accordance with article 18.6;
 - (vi) the Football Stakeholders Committee established in accordance with article 18.7;
 - (vii) the Players Committee established in accordance with article 18.8;
 - (viii) the Referees Committee established in accordance with article 18.9;
 - (ix) the Medical Committee established in accordance with article 18.10;
 - (x) the Technical and Development Committee established in accordance with article 18.11;
 - (xi) the Grassroots and Community Football Committee established in accordance with article 18.12;
 - (xii) the Futsal Committee established in accordance with article 18.13;
 - (xiii) the Indigenous Committee established in accordance with article 18.14; and
 - (xiv) the Inclusivity Committee established in accordance with article 18.15,
- (collectively, the **Standing Committees**).
- (b) The Judicial Bodies, set out in article 21, and the Standing Committees will be established by the Members as soon as is practicable and at least in accordance with the following schedule:

- (i) by 31 January 2019 at least the following committees must be established:
 - (A) Disciplinary Committee;
 - (B) Ethics Committee;
 - (C) Appeals Committee;
 - (D) Compliance Committee;
 - (E) Nominations Committee;
 - (F) Women’s Football Council; and
 - (G) Finance and Risk Committee;
 - (ii) by 31 March 2019, at least the following committees must be established:
 - (A) Competitions Committee;
 - (B) Football Stakeholders Committee;
 - (C) Grassroots and Community Football Committee;
 - (D) Technical and Development Committee; and
 - (E) Indigenous Committee; and
 - (iii) by no later than 31 December 2020, the remaining committees must be established.
- (c) If a Standing Committee has not yet been established (**Unestablished Standing Committee**) by 31 January 2019, the functions and roles of an Unestablished Standing Committee will be conducted and performed by a Standing Committee that has been established and has similar functions and roles to the Unestablished Standing Committee.
 - (d) The Directors may establish additional committees to those listed under article 18.1(a) in accordance with article 17.11.
 - (e) In addition the member requirements set out in this article 18, the gender composition of members of all Standing Committees, and any additional committees established under article 18.1(b), must satisfy the 40/40/20 Principle.

18.2 Compliance Committee

- (a) The Compliance Committee comprises of the following four members:
 - (i) two members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members; and
 - (iii) one member elected by the Players’ Member.

- (b) The members of the Compliance Committee will elect one of the members of the Compliance Committee to act as chair.
- (c) The members of the Compliance Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) audit and compliance;
 - (ii) internal controls;
 - (iii) corporate law knowledge;
 - (iv) regulations in the Commonwealth of Australia; and
 - (v) FIFA and Asian Football Confederation (AFC) reporting requirements and regulations.
- (d) The members of the Compliance Committee may only be elected for a fixed term of three years, except for the first elected members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year;
 - (ii) one member may only be elected for a fixed term of two years; and
 - (iii) two members may only be elected for a fixed term of three years.
- (e) The role of the Compliance Committee is to ensure FA complies with:
 - (i) FA Statutes, and operating regulations and agreements;
 - (ii) FIFA, AFC, and Sports Australia requirements; and
 - (iii) other local and international statutory, regulatory and legislative requirements.
- (f) The Compliance Committee must meet twice each year, and report to the Members.

18.3 Nominations Committee

- (a) The Nominations Committee comprises of the following five members:
 - (i) one member elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member;
 - (iv) one member elected by the Women's Football Council, provided that this member is one of the Women's Football

Council members who is elected by the State Body Members; and

- (v) one Director elected by the Directors who will also act as chair of the Nominations Committee, provided that this Director's term as Director is not set to expire during the period in which this Director is a member of the Nominations Committee.
- (b) The members of the Nominations Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) governance and management of State Body Members;
 - (ii) sports governance and management; and
 - (iii) Club and Football League governance and management.
- (c) The members of the Nominations Committee may only be elected for a term of up to one year with each member's term commencing upon election following the completion of an annual general meeting and ending following the completion of the next annual general meeting, except that the terms of the members of the Nominations Committee first elected after the date of this Constitution will commence upon their election and end at the completion of the 2018 annual general meeting.
- (d) The role of the Nominations Committee is to:
 - (i) ensure FA complies with all requirements set out in this Constitution relating to the election and appointment of Directors; and
 - (ii) to fulfil any other responsibilities relating to the appointment or election of Directors, including complying with any directions from the Members.
- (e) The Nominations Committee must report to the Members annually.

18.4 Women's Football Council

- (a) The Women's Football Council comprises of the following ten members:
 - (i) three members elected by the State Body Members;
 - (ii) three members elected by the A-League Club Members;
 - (iii) three members elected by the Players' Member; and
 - (iv) one independent member and chair elected by the Nominations Committee and ratified by the Members by resolution requiring not less than a simple majority.

- (b) The members of the Women's Football Council will be able to co-opt members. These members are not Members and will not have any voting rights in FA general meetings.
- (c) The members of the Women's Football Council must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) Women's football;
 - (ii) professional playing;
 - (iii) coaching;
 - (iv) refereeing;
 - (v) State Body Members' governance and management;
 - (vi) Club and Football League governance and management; and
 - (vii) government affairs.
- (d) The members of the Women's Football Council may only be elected for a maximum term of three years with each member's term ending following the completion of the AGM that is three years after the AGM in which the vacancy arose.
- (e) The secretary of the Women's Football Council will be the FA Head of Women's Football.
- (f) The role of the Women's Football Council is to:
 - (i) advise and monitor policy and strategy in relation to Women's football development and programs; and
 - (ii) monitor, track, evaluate and recommend improvement in the performance of all stakeholders in regard to women and girls,

by, without limitation, collecting and providing information from and to the Members, FA Management (as defined under article 7(a)(iii)) and relevant stakeholders.
- (g) The Women's Football Council must meet at least three times per year.
- (h) From the first anniversary of the first season of an Alternate A-League Governance Model:
 - (i) the A-League Club Members will re-allocate their right to elect two members to the Women's Football Council to any special interest group, or special interest groups, representing the interests of Women's Football; and
 - (ii) the A-League Club Members will retain the right to elect one member to the Women's Football Council,

provided that prior to the rights being re-allocated to a special interest group or special interest groups, the special interest group or special interest groups satisfy the Qualifying Member Criteria.

18.5 Finance and Risk Committee

- (a) The Finance and Risk Committee comprises of the following five members:
 - (i) two members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member; and
 - (iv) one Director elected by the Directors, who will be a member and chair of the Finance and Risk Committee.
- (b) The members of the Finance and Risk Committee may elect any number of members.
- (c) The members of the Finance and Risk Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) financial management and reporting;
 - (ii) audit and compliance;
 - (iii) internal controls;
 - (iv) risk management;
 - (v) insurance;
 - (vi) budgeting;
 - (vii) asset management;
 - (viii) corporate law knowledge;
 - (ix) regulations in the Commonwealth of Australia; and
 - (x) government reporting requirement and government grant management.
- (d) The Finance and Risk Committee members may only be elected for a fixed term of two years, except for the first members elected by the State Body Members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year; and
 - (ii) the other member may only be elected for a fixed term of two years.
- (e) The secretary of the Finance and Risk Committee will be the FA Head of Finance and Risk.

- (f) The role of the Finance and Risk Committee is to advise and monitor policy and strategy in relation to:
 - (i) financial policies and systems;
 - (ii) finance strategy and budget development;
 - (iii) financial reporting and disclosure; and
 - (iv) risk management policies and systems,by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Finance and Risk Committee members must meet at least three times per year.

18.6 Competitions Committee

- (a) The Competitions Committee comprises of the following seven members:
 - (i) two members elected by the State Body Members;
 - (ii) two members elected by the A-League Club Members;
 - (iii) two members elected by the Players' Member; and
 - (iv) one Director elected by the Directors, who will be a member and chair of the Competitions Committee.
- (b) The members of the Competitions Committee may elect any number of additional members.
- (c) The members of the Competitions Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) professional and amateur club and league management;
 - (ii) venue management;
 - (iii) sports commercial revenue;
 - (iv) sports marketing;
 - (v) player health and wellbeing;
 - (vi) coaching; and
 - (vii) national teams management.
- (d) The members may only be elected for a fixed term of two years, except for the first members elected by the State Body Members, A-League Club Members and the Players' Member who may only be elected for the following terms:

- (i) one of the members elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of one year; and
 - (ii) the other member elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of two years.
- (e) The secretary of the Competitions Committee will be the FA Head of Competitions.
- (f) The role of the Competitions Committee is to advise and monitor policy and strategy in relation to:
- (i) Competitions strategy;
 - (ii) Competitions integration;
 - (iii) Competitions formats, structures & schedules;
 - (iv) Competitions regulations;
 - (v) Club licensing and compliance; and
 - (vi) stadium security & safety,
- by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Competitions Committee must meet at least three times per year.

18.7 Football Stakeholders Committee

- (a) The Football Stakeholders Committee comprises of the following five members:
- (i) two members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member; and
 - (iv) one Director elected by the Directors, who will be a member and chair of the Football Stakeholders Committee.
- (b) The members of the Football Stakeholders Committee may elect any number of members.
- (c) The members of the Football Stakeholders Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
- (i) State Body Members;
 - (ii) Associations;

- (iii) Clubs;
 - (iv) Football Leagues; and
 - (v) other stakeholder governance and administration.
- (d) The members of the Football Stakeholders Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members who may only be elected for the following terms:
- (i) one member may only be elected for a fixed term of one year; and
 - (ii) the other member may only be elected for a fixed term of two years.
- (e) The secretary of the Football Stakeholders Committee will be a suitably qualified member of FA Management as defined under article 7(a)(iii), appointed by the Chief Executive Officer.
- (f) The role of the Football Stakeholders Committee is to advise and monitor policy and strategy in relation to:
- (i) greater engagement and integration of all stakeholders in strategic development & delivery;
 - (ii) mechanisms that provide and enable assistance and support to stakeholders;
 - (iii) setting rights and obligations of stakeholders and frameworks for collaboration;
 - (iv) developing programs, curriculum and tools that seek to build and strengthen the governance and management capabilities of stakeholder personnel and systems; and
 - (v) any other matter relating to the fulfilment and management of stakeholders as they relate to delivery and development of football,
- by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Football Stakeholders Committee must meet at least three times per year.

18.8 Players' Committee

- (a) The Players' Committee comprises of the following five members:
- (i) one member elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) two members elected by the Players' Member;

- (iv) one Director elected by the Directors, who will be a member and chair of the Players' Committee.
- (b) The members of the Players' Committee may elect any number of members.
- (c) The members of the Players' Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) professional playing;
 - (ii) coaching; and
 - (iii) Football League or Club management.
- (d) The members of the Players' Committee may only be elected for a fixed term of two years, except for the first members elected by the Players' Member who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year; and
 - (ii) the other member may only be elected for a fixed term of two years.
- (e) The secretary of the Players' Committee will be a suitably qualified member of FA Management as defined under article 7(a)(iii), appointed by the Chief Executive Officer.
- (f) The role of the Players' Committee is to advise and monitor policy and strategy in relation to:
 - (i) regulatory oversight for the employment, transfer and registration of players;
 - (ii) monitoring compliance with the National Registration Regulations, National Disciplinary Regulations, National Code of Conduct and other FA Statutes impacting on the employment and registration of players;
 - (iii) the ongoing engagement of former players back into Australian football;
 - (iv) provide policy direction to the Directors on the licensing, accreditation or management of player agents and intermediaries; and
 - (v) other matters relating to player rights, responsibilities, behaviour and safety,

by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Players' Committee must meet at least three times per year.

18.9 Referees Committee

- (a) The Referees Committee comprises of the following five members:
 - (i) two members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Referees Committee.
- (b) The members of the Referees Committee may elect any number of members.
- (c) The members of the Referees Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) refereeing (amateur & professional); and
 - (ii) referee education and development.
- (d) The members of the Referees Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year; and
 - (ii) the other member may only be elected for a fixed term of two years.
- (e) The secretary of the Referees Committee will be the FA Head of Referees.
- (f) The role of the Referees Committee is to advise and monitor policy and strategy in relation to:
 - (i) promotion of, and participation in, refereeing;
 - (ii) development and improvement of refereeing standards;
 - (iii) identification and promotion of the development of talented referees; and
 - (iv) any other matters relating to policy and development of referees,by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Referees Committee must meet at least three times per year.

18.10 Medical Committee

- (a) The Medical Committee comprises of the following seven members:
 - (i) two members elected by the State Body Members;
 - (ii) two members elected by the A-League Club Members;
 - (iii) two members elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Medical Committee.
- (b) The members of the Medical Committee may elect any number of members.
- (c) The members of the Medical Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) general medicine;
 - (ii) sports medicine;
 - (iii) sports physiotherapy;
 - (iv) sports injury prevention;
 - (v) sports injury management and rehabilitation;
 - (vi) strength and conditioning;
 - (vii) coaching;
 - (viii) professional playing experience;
 - (ix) anti-doping;
 - (x) junior and grassroots football;
 - (xi) venues/facilities management; and
 - (xii) Club and Football League management.
- (d) The members of the Medical Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members, A-League Club Members and the Players' Member who may only be elected for the following terms:
 - (i) one of the members elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of one year; and
 - (ii) the other member elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of two years.

- (e) The secretary of the Medical Committee will be a suitably qualified member of FA Management as defined under article 7(a)(iii), appointed by the Chief Executive Officer.
- (f) The role of the Medical Committee is to advise and monitor policy and strategy in relation to:
 - (i) all medical aspects as they apply to football and the players;
 - (ii) injury monitoring, analysis and management;
 - (iii) recovery and rehabilitation;
 - (iv) anti-doping testing and monitoring;
 - (v) extreme weather and conditions, and its effect on players; and
 - (vi) any other matters related to players injury, recovery, sports medicine, physical fitness and well-being, and anti-doping,

by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Medical Committee must meet at least three times per year.

18.11 Technical and Development Committee

- (a) The Technical and Development Committee comprises of the following six members:
 - (i) two members elected by the State Body Members;
 - (ii) two members elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Technical and Development Committee.
- (b) The members of the Technical and Development Committee may elect any number of members.
- (c) The members of the Technical and Development Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) elite coaching;
 - (ii) coach education and development;
 - (iii) professional playing;
 - (iv) Match analysis;
 - (v) Club and Football League management;
 - (vi) elite development and pathways;

- (vii) junior and grassroots football;
 - (viii) school sports programs;
 - (ix) Player education; and
 - (x) talent identification.
- (d) The members of the Technical and Development Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members and A-League Club Members who may only be elected for the following terms:
- (i) one of the members elected by each of the State Body Members and the A-League Club Members may only be elected for a fixed term of one year; and
 - (ii) the other member elected by each of the State Body Members and the A-League Club Members may only be elected for a fixed term of two years.
- (e) The secretary of the Technical and Development Committee will be the FA Technical Director.
- (f) The role of the Technical and Development Committee is to advise and monitor policy and strategy in relation to:
- (i) coach education and development;
 - (ii) player education and development; and
 - (iii) talent identification,
- by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Technical and Development Committee must meet at least three times per year.

18.12 Grassroots and Community Football Committee

- (a) The Grassroots and Community Football Committee comprises of the following six members:
- (i) three members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Grassroots and Community Football Committee.
- (b) The members of the Grassroots and Community Football Committee may elect any number of members.

- (c) The members of the Grassroots and Community Football Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
- (i) grassroots and junior football;
 - (ii) international trends and practices in grassroots strategies and activities;
 - (iii) community programs and activities;
 - (iv) marketing and promotion;
 - (v) government programs and relations;
 - (vi) girls football;
 - (vii) coach education and development;
 - (viii) referee education and development;
 - (ix) Club and Football League management; and
 - (x) whole of game player development and pathways.
- (d) The members of the Grassroots and Community Football Committee elected by the State Body Members may only be elected for a fixed term of three years, except for the first members elected by the State Body Members who may only be elected for the following terms:
- (i) one member may only be elected for a fixed term of one year;
 - (ii) one member may only be elected for a fixed term of two years; and
 - (iii) one member may only be elected for a fixed term of three years.
- (e) The members of the Grassroots and Community Football Committee elected by the A-League Club Members, Players' Member and the Directors may only be elected for a fixed term of two years.
- (f) The secretary of the Grassroots and Community Football Committee will be the FA Head of Grassroots.
- (g) The role of the Grassroots and Community Football Committee is to advise and monitor policy and strategy in relation to:
- (i) grassroots participation;
 - (ii) coordination and collaboration with stakeholders (including Clubs, government and commercial partners) for the delivery of grassroots and participation activities; and
 - (iii) development of grassroots clubs,

by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.

- (h) The Grassroots and Community Football Committee must meet at least three times per year.

18.13 Futsal Committee

- (a) The Futsal Committee comprises of the following five members:
 - (i) two members elected by the State Body Members;
 - (ii) one member elected by the A-League Club Members;
 - (iii) one member elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Futsal Committee.
- (b) The members of the Futsal Committee may elect any number of members.
- (c) The members of the Futsal Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) futsal;
 - (ii) futsal playing;
 - (iii) futsal coaching;
 - (iv) futsal refereeing;
 - (v) futsal governance or management;
 - (vi) futsal club, or league governance or management; and
 - (vii) futsal venue ownership and operation.
- (d) The members of the Futsal Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year; and
 - (ii) the other member may only be elected for a fixed term of two years.
- (e) The secretary of the Technical and Development Committee will be the FA Head of Futsal.
- (f) The role of the Futsal Committee is to advise and monitor policy and strategy in relation to:
 - (i) development of Futsal;

- (ii) development and delivery of futsal competitions;
- (iii) development and delivery of futsal player pathways;
- (iv) development and delivery of futsal coach education programs;
- (v) development and delivery of futsal referee education programs;
- (vi) development of futsal clubs and facilities, including their governance and management; and
- (vii) affairs of the futsal national teams,

by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.

- (g) The Futsal Committee must meet at least three times per year.

18.14 Indigenous Committee

- (a) The Indigenous Committee comprises of the following seven members:
 - (i) two members elected by the State Body Members;
 - (ii) two members elected by the A-League Club Members;
 - (iii) two members elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Indigenous Committee.
- (b) The members of the Indigenous Committee may elect any number of members.
- (c) The members of the Indigenous Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) playing;
 - (ii) coaching;
 - (iii) refereeing;
 - (iv) football governance or management;
 - (v) Club or Football League governance or management; and
 - (vi) government affairs, as they relate specifically to the indigenous community.
- (d) The members of the Indigenous Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members, A-League Club Members and the Players' Member who may only be elected for the following terms:

- (i) one of the members elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of one year; and
 - (ii) the other member elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of two years.
- (e) The secretary of the Indigenous Committee will be a suitably qualified member of FA Management as defined under article 7(a)(iii), appointed by the Chief Executive Officer.
- (f) The role of the Indigenous Committee is to advise and monitor policy and strategy in relation to:
- (i) development of all forms of football;
 - (ii) development and delivery of Competitions;
 - (iii) development and delivery of player participation and pathways;
 - (iv) development and delivery of coach education programs;
 - (v) development and delivery of referee education programs;
 - (vi) development of Clubs and facilities, including their governance and management; and
 - (vii) development of football leadership within Australian football specifically for, and in, indigenous communities,
- by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.
- (g) The Indigenous Committee must meet at least three times per year.

18.15 Inclusivity Committee

- (a) The Inclusivity Committee comprises of the following seven members:
- (i) two members elected by the State Body Members;
 - (ii) two members elected by the A-League Club Members;
 - (iii) two members elected by the Players' Member;
 - (iv) one Director elected by the Directors, who will be a member and chair of the Indigenous Committee.
- (b) The members of the Indigenous Committee may elect any number of members.

- (c) The members of the Inclusivity Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to:
 - (i) playing;
 - (ii) coaching;
 - (iii) refereeing;
 - (iv) football governance or management;
 - (v) Club or Football League governance or management; and
 - (vi) government affairs, as they relate specifically to athletes with disability in all forms of football facilitated for this stakeholder.

- (d) The members of the Inclusivity Committee may only be elected for a fixed term of two years, except for the first members elected by the State Body Members, A-League Club Members and the Players' Member who may only be elected for the following terms:
 - (i) one of the members elected by each of the State Body Members, the A-League Club Members and the Players' Member may only be elected for a fixed term of one year; and
 - (ii) the other member elected by each of the State Body Members, the A-League Club Members and the PFA may only be elected for a fixed term of two years.

- (e) The secretary of the Inclusivity Committee will be a suitably qualified member of FA Management as defined under article 7(a)(iii), appointed by the Chief Executive Officer.

- (f) The role of the Inclusivity Committee is to advise and monitor policy and strategy in relation to:
 - (i) development of all forms of football;
 - (ii) development and delivery of Competitions;
 - (iii) development and delivery of player participation and pathways;
 - (iv) development and delivery of coach education programs;
 - (v) development and delivery of referee education programs;
 - (vi) development of Clubs and facilities, including their governance and management;
 - (vii) affairs of Athletes With Disability national teams; and
 - (viii) development of football leadership within Australian football, specifically for Athletes With Disability,

by, without limitation, collecting information from FA Management (as defined under article 7(a)(iii)), stakeholders and external people, and reporting to the Directors.

- (g) The Inclusivity Committee must meet at least three times per year.

18.16 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 will report directly to the Directors.

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 FA 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 FA 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.

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.

21 Judicial Bodies

21.1 Judicial Bodies

- (a) The Judicial Bodies of FA are:
 - (i) the Disciplinary Committee established pursuant to article 21.2;
 - (ii) the Ethics Committee established pursuant to article 21.3; and
 - (iii) the Appeals Committee established pursuant to article 21.4.
- (b) The responsibilities and functions of a Judicial Body are governed by the FA 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, a replacement will be appointed in accordance with articles 21.2, 21.3 or 21.4 (as applicable).
- (e) A member of a Judicial Body cannot belong to any other of the bodies of FA set out in article 7 at the same time.

21.2 Disciplinary Committee

- (a) The Disciplinary Committee comprises of the following four members:
 - (i) three members elected by the Members; and
 - (ii) one member elected by the Members who will also act as chair.
- (b) The members of the Disciplinary Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to law and sports regulations.
- (c) The members of the Disciplinary Committee may only be elected for a fixed term of three years, except for the first elected members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year;

- (ii) one member may only be elected for a fixed term of two years; and
 - (iii) two members may only be elected for a fixed term of three years.
- (d) The secretary of the Disciplinary Committee will be the FA Head of Legal.
- (e) The role of the Disciplinary Committee is set out in the FIFA Standard Statutes.
- (f) The Disciplinary Committee must meet as and when required, and report to FA Management as defined under article 7(a)(iii).

21.3 Ethics Committee

- (a) The Ethics Committee comprises of the following four members:
 - (i) three members elected by the Members; and
 - (ii) one member elected by the Members who will also act as chair.
- (b) The members of the Ethics Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to law and sports regulations.
- (c) The members of the Ethics Committee may only be elected for a fixed term of three years, except for the first elected members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year;
 - (ii) one member may only be elected for a fixed term of two years; and
 - (iii) two members may only be elected for a fixed term of three years.
- (d) The secretary of the Ethics Committee will be the FA Head of Legal.
- (e) The role of the Ethics Committee is set out in the FIFA Standard Statutes.
- (f) The Ethics Committee must meet as and when required, and report to the Members.

21.4 Appeals Committee

- (a) The Appeals Committee comprises of the following four members:
 - (i) three members elected by the Members; and
 - (ii) one member elected by the Members who will also act as chair.

- (b) The members of the Appeals Committee must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to law and sports regulations.
- (c) The members of the Appeals Committee may only be elected for a fixed term of three years, except for the first elected members who may only be elected for the following terms:
 - (i) one member may only be elected for a fixed term of one year;
 - (ii) one member may only be elected for a fixed term of two years; and
 - (iii) two members may only be elected for a fixed term of three years.
- (d) The secretary of the Appeals Committee will be the FA Head of Legal.
- (e) The role of the Appeals Committee is set out in the FIFA Standard Statutes.
- (f) The Appeals Committee must meet as and when required, and report to FA Management as defined under article 7(a)(iii).

21.5 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.

21.6 Transitional and savings period

- (a) In this article 21.6, the Commencement Date is the date upon which the last of the following events has occurred:
- (i) the members in general meeting have pursuant to article 21.2(a) elected the initial four members of the Disciplinary Committee;

- (ii) the members in general meeting have pursuant to article 21.3(a) elected the initial four members of the Ethics Committee;
 - (iii) the members in general meeting have pursuant to article 21.4(a) elected the initial four members of the Appeal Committee; and
 - (iv) FA has promulgated the rules and regulations that comprise the FA Disciplinary Code.
- (b) Until the Commencement Date:
- (i) the Disciplinary and Ethics Committee that was established by the Directors pursuant to article 21.2 of the Constitution of the Company that was repealed on 2 October 2018 (**Repealed Constitution**) remains constituted; and
 - (ii) the Appeal Committee that was established by the Directors pursuant to article 21.3 of the Repealed Constitution (**Original Appeal Committee**) remains constituted,

with their existing responsibilities, functions and membership, including as provided for in the:

- (A) Grievance Procedure By-Law;
 - (B) Judicial Bodies By-Law;
 - (C) Code of Conduct;
 - (D) A-League Disciplinary Regulations;
 - (E) W-League Disciplinary Regulations;
 - (F) Y-League Disciplinary Regulations;
 - (G) FA Cup Disciplinary Regulations; and
 - (H) National Disciplinary Regulations.
- (c) On the Commencement Date the Disciplinary and Ethics Committee and the Original Appeal Committee will be dissolved.
- (d) All disciplinary sanctions imposed by the Disciplinary and Ethics Committee and the Original Appeal Committee from the date of their original establishment remain in force and binding on the natural persons or Bodies on which they were imposed, including after the date on which the Disciplinary and Ethics Committee and the Original Appeal Committee are dissolved where the terms of a disciplinary sanction relate to a period after that date.
- (e) Nothing in this article 21.6 limits or otherwise affects the functions and powers of the Disciplinary Committee, the Ethics Committee and the Appeal Committee, once constituted pursuant to this clause 21.

22 Dispute Resolution

The FA 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 FA.

23 Financial Period and Reporting

- (a) The financial period of FA is one year and begins on 1 July and ends on 30 June of the immediately succeeding year.
- (b) The revenue and expenses of FA will be managed in accordance with generally accepted accounting principles. The attainment of FA'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 FA with its subsidiaries as at the end of the financial year are drawn up in accordance with the Corporations Act and International Financial Reporting Standards, provided the International Financial Reporting Standards do not cause FA to be in breach of the Corporations Act .

24 Revenue

The revenue of FA arises from:

- (a) Members' annual subscriptions;
- (b) receipts generated by the marketing and commercial exploitation of rights to which FA 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 FA.

25 Expenses

- (a) FA 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 FA 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 FA.
- (b) The Directors must ensure that the independent auditor appointed by FA in general meeting audit the accounts for adoption by the board of Directors in accordance with the appropriate principles of accounting (including the International Financial Reporting Standards as required under article 23(c)) 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).

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 FA Statutes to be verified.

27 Competitions

- (a) FA 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 FA from time to time.
- (b) FA 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 FA.

28 Commercial Rights

- (a) FA 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, audio visual 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) FA has and retains the exclusive right to commercially exploit the:
 - (i) FA Brand;
 - (ii) FA Events;
 - (iii) Broadcast Rights;

- (iv) Match Statistics;
 - (v) Club Property;
 - (vi) Licensing and merchandise program, including signed memorabilia, for FA Events;
 - (vii) official sponsors and suppliers for FA Events;
 - (viii) match day revenue sources for FA 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 FA Brand or Club Property without the prior written consent of FA;
 - (iii) organise, assist in organising or sanction any Match or Competition whether national team or club based that, in FA's reasonable opinion, would compete with, limit or derogate from any FA Event or commercial rights; and
 - (iv) take any steps that may prejudice FA's ownership of the FA Brand or Club Property, including by not transferring any registered names or trademarks or by objecting to FA's registrations.
- (d) Each Constituent acknowledges that the FA Brand is the property of FA and that its use of the FA Brand will inure to the sole benefit of FA. A Member will not grant, nor purport to grant, any right or licence to use the FA 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 FA Brand or otherwise) that could adversely affect FA's ownership of the FA Brand or assist any other person to do so.

29 Ticketing Terms for FA Events

- (a) This article 29 applies to tickets purchased, received or held by a Constituent in relation to an FA Event or Function.
- (b) It is an essential condition of the right of admission to the FA Event conferred on the Constituent that the Constituent and each subsequent holder of the ticket agrees with FA:
 - (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 FA's prior written consent. If this condition is breached, FA 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.

30 Communication and Privacy

- (a) FA is responsible for:
 - (i) the marketing and promotion of FA, the FA Brand and FA Events;
 - (ii) controlling media accreditation to all FA Events, including processing applications and issuing accreditation terms;
 - (iii) handling all media enquiries that relate to FA or FA 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 FA has access to the personal information of Players, Officials, members and customers for use by FA for compliance with FA 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.

31 Club licensing

- (a) FA 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) FA 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.

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 FA's prior written approval.
- (b) FA 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 FA) 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 FA'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 FA to fulfil its obligations as a national governing body and as a national association member of FIFA.

32.3 Matches outside of Australia

- (a) FA 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 FA and, as required, the relevant State Body Member of FA, FIFA and AFC in accordance with the FIFA Regulations Governing International Matches.
- (b) FA shall inform the other FIFA member association(s) concerned when consent has been given. FA 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) FA is bound to comply with the international match calendar compiled by FIFA.

33 Prohibited Contacts

FA 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.

34 Approval

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

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.

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 FA'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.

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

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

37.2 Use of common seal

If FA 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.

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 FA 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 FA except as permitted by law or authorised by the Directors.

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

In this article 39, **document** includes a notice.

39.2 Methods of service on a Member

FA 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 FA

A Member may give a document to FA:

- (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 FA.

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.

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

40.2 Insurance

FA 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 FA 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.

41 Winding up

41.1 Contributions of Members on winding up

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

The contribution is for:

- (a) payment of FA'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 FA, 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 FA; 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.

42 Accounts

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

43 Governance review

- (a) The Constitution and governance structures, including the composition and number of Members and Directors, will be reviewed on a four year rolling basis.
- (b) The first review will take place on the earlier of:
 - (i) admission of a third New Member; and
 - (ii) four years from the commencement of the Alternate A-League Governance Model.
- (c) At the first review, the Members will consider the appropriateness of the membership composition of the Women's Football Council.

44 Gender equality at all levels

- (a) It is an objective of the FA that the 40/40/20 Principle is reflected within:
 - (i) all FA bodies, including its Members and Directors, and its various committees; and
 - (ii) all bodies and committees of other stakeholders of Football in Australia, including District Associations, and other Clubs and associations.
- (b) To facilitate the achievement of this objective under article 44(a)(ii), FA commits to providing support to all stakeholders of Football in Australia to assist stakeholders adopt and implement the 40/40/20 Principle, including by actively monitoring each stakeholder's progressive adoption and implementation of the 40/40/20 Principle.

45 Definitions and interpretation

45.1 Definitions

In this Constitution unless the contrary intention appears:

40/40/20 Principle means a gender target of 40% men, 40% women and 20% either.

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

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.

Alternate A-League Governance Model means the new A-League operating model, and any other professional league incorporated into this new model, agreed upon and created by Special Resolution of the Members.

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

A-League Club Members means each of:

- (a) Adelaide United Football Club;
- (b) Brisbane Roar Football Club Pty Limited;
- (c) Central Coast Mariners Football Club;
- (d) Melbourne City FC Pty Ltd;
- (e) Melbourne Victory Ltd;
- (f) Newcastle Jets Club Pty Limited;
- (g) Okewood Pty Ltd (Perth Glory);

- (h) Sydney Football Club Pty Ltd;
- (i) Western Sydney Wanderers FC Pty Ltd; and
- (j) any New Member that is a New Australian A-League Club.

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 FA from time to time.

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 FA, 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 FA 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) FA 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.

Competition means any league, competition or tournament administered, controlled or sanctioned by FA 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, Qualifying Member, Provisional 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.

Control has the meaning given to it in section 50AA of the Corporations Act. **Controls** and **Controlling** have a corresponding meaning.

Corporations Act means the Corporations Act 2001 (Cth).

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

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

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

Director Criteria means the criteria that must be satisfied by a person standing for election as an Elected Director, or appointment as an Appointed Director, set out in Schedule 2.

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.

FA means Football Federation Australia Limited.

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

FA Events means:

- (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.

FA 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 FA, as amended on notification from FA from time to time.

FIFA means Federation Internationale de Football Association.

FIFA Standard Statutes means the FIFA Standard Statutes, as amended from time to time.

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 FA under article 2.2.

Functions mean any events or functions organised, controlled or sanctioned by FA relating, directly or indirectly, to FA 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 FA and notified to Members, as amended from time to time.

Judicial Bodies means the Disciplinary Committee, Ethics Committee and the Appeals Committee established in accordance with article 21.

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 FA, a State Body or a Competition Administrator or otherwise played under FA’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 FA or a Competition Administrator to assume responsibility in connection with a Match.

Match Statistics mean data, statistics or information relating to FA Events, football participants and football, collected by or for, or in the possession or control of FA 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.

Members means the members of FA set out in article 6.1 of this Constitution. **Member** means any one of the Members.

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

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

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

National Code of Conduct means the code of conduct published by FA

and notified to Members, as amended from time to time.

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

National League means any men's and women's national club competitions conducted under the auspices of FA 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 FA, as issued and varied by FA from time to time.

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

New Australian A-League Club means a club that represents an Australian city or State, and participates in the A-League that is not any of the following clubs:

- (a) Adelaide United Football Club;
- (b) Brisbane Roar Football Club Pty Limited;
- (c) Central Coast Mariners Football Club;
- (d) Melbourne City FC Pty Ltd;
- (e) Melbourne Victory Ltd;
- (f) Newcastle Jets Club Pty Limited;
- (g) Okewood Pty Ltd (Perth Glory);
- (h) Sydney Football Club Pty Ltd;
- (i) Western Sydney Wanderers FC Pty Ltd; and
- (j) Welnix GP Limited (Wellington Phoenix).

New Member is a Member who becomes a Member after the date of this Constitution, in accordance with article 6.3.

New Member Criteria means the criteria to become a New Member as set out in Schedule 1.

Nomination Form means the form prepared by a Proposer which sets out the intention to nominate a person to stand for election as an Elected Director.

Nominee Directors is defined in article 15.13(b)(ii).

Official means:

- (a) a Club Official, Match Official or Team Official;
- (b) an employee, officer or director of FA 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 FA, a State Body, a District Association or a Competition Administrator.

Official Position means, in connection with a body corporate or organisation (including a Member, but excluding FA) conducting, participating in or administering Football or any Football competition in Australia, a person who:

- (a) holds a position, whether elected or appointed, as:
 - (i) president, chairman, vice-president, deputy chairman, secretary, treasurer, director, committee member or member of that body corporate or organisation; or
 - (ii) a member of a standing committee or a zone council established by a Member; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Operating Licence means the licence issued by the FA to an A-League club granting it the right to participate in the A-League.

Part means a Part of this Constitution.

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

PFA currently means Professional Footballers Australia Inc (Registration No. A 0027415N ARBN 083 328 581), being the principal bargaining agent of Australia's elite footballers and the Australian representative at FIFPro.

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

Players' Member means the person or persons nominated by the PFA from time to time.

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 the votes that are entitled to be cast at the general meeting in question.

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

Provisional Member means person, company or New Australian A-League Club that is progressing towards becoming a member of FA and has the limited rights set out in Schedule 1.

Provisional Member Criteria means the criteria to become a Provisional Member as set out in Schedule 1.

Qualifying Member means person, company or New Australian A-League Club that is progressing towards becoming a member of FA and has the

limited rights set out in Schedule 1.

Qualifying Member Criteria means the criteria to become a Qualifying Member as set out in Schedule 1.

Registered Office means the registered office of FA 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 FA 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 FA according to the Corporations Act.

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

Secretary means a person appointed as a secretary of FA 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 FA.

Special Resolution means a resolution that requires at least 75% of the votes cast by the Members entitled to vote on the resolution.

Standing Committee means the standing committees listed under article 18.1(a).

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 each of:

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

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.

Women's Football Council Members means each of the persons listed under article 18.4(a).

45.2 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 FA 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.

45.3 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 FA.

45.4 Headings

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

45.5 “Include” etc

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

45.6 Powers

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

SCHEDULE 1: NEW MEMBERS

		VOTE		VOTE
		QUALIFYING MEMBER	PROVISIONAL MEMBER	FULL MEMBER
QUALIFYING REQUIREMENTS				
COMMITMENT	Objectives and purpose of the organisation are consistent with the objectives and purpose of Football Federation Australia	Yes	Yes	Yes
COMMITMENT	Demonstrated advocacy on behalf of substantial (more than other body, and growing) proportion of the constituency it purports to represent	Yes	Yes	Yes
COMMITMENT	Plans for developing & delivering football for constituents in the next 4 years, published online	Yes	Yes	Yes
GOVERNANCE	Appropriately incorporated as a legal entity, Limited by Guarantee	Yes	Yes. At least [2] years	Yes. At least [4] years
GOVERNANCE	Have a standard constitution, approved by their Congress	Yes	Yes	Yes
GOVERNANCE	Sports Australia compliant constitution/statutes	Yes	Yes	Yes
GOVERNANCE	Have organisational regulations, approved by their Congress	Yes	Yes	Yes
GOVERNANCE	Have gender diversity ('40-40-20 principle') in composition of the Board	Yes	Yes	Yes
GOVERNANCE	A minimum number of four (4) Board Meetings per annum	Yes	Yes	Yes
GOVERNANCE	Have a mix of both (i) Elected; and (ii) Appointed directors on the Board, with a majority elected by the Congress	Yes	Yes	Yes
GOVERNANCE	Have a clearly defined and paid up membership (national body)	Yes	Yes	Yes
GOVERNANCE	Have available for submission an up-to-date Register of Members (paid-up and valid), with date of birth and contact details	Yes	Yes	Yes
GOVERNANCE	Represents members nationally, with paid up voting members residing/based in at least four (4) different states and territories		Yes	Yes
GOVERNANCE	Declaration of Interest signed by all office-holders (Integrity)		Yes	Yes
INVESTMENT	Demonstrated investment in football, e.g. programs & activities for constituents; infrastructure or facilities		Yes. At least [2] years	Yes. At least [4] years
MANAGEMENT	Have registered commercial headquarters and place of business	Yes	Yes	Yes
MANAGEMENT	Have demonstrated achievement of constitutional objectives and purposes		Yes. At least [2] years	Yes. At least [4] years
MANAGEMENT	Chief Executive Officer or General Manager		Yes	Yes. Full-time
MANAGEMENT	Externally Audited accounts		Yes. At least [2] years	Yes. At least [4] years

		VOTE		VOTE
		QUALIFYING MEMBER	PROVISIONAL MEMBER	FULL MEMBER
PARTICIPATION	Demonstrated active participation in Australian football competitions, activities & programs		Yes. At least [2] years	Yes. At least [4] years
TRANSPARENCY	Have established, accessible and managed online and social media platforms	Yes	Yes	Yes
TRANSPARENCY	Published online and accessible (i) Member Application process; (ii) Constitution; and (iii) Organisational Regulations	Yes	Yes	Yes
RIGHTS				
PARTICIPATION	Can be a member of FA Standing Committee	Yes	Yes	Yes
PARTICIPATION	Member can be deputy Chair of an FA Standing Committee	No	Yes	Yes
GOVERNANCE	Can attend FA General Meetings	No	Yes	Yes
GOVERNANCE	Can endorse nomination for FA Director	No	No	Yes
GOVERNANCE	Can make nominations for FA Director	No	No	Yes
GOVERNANCE	Can vote at FA General Meeting	No	No	Yes
OBLIGATIONS				
COMPLIANCE	On-going compliance of requirements, as defined herein	Yes	Yes	Yes

SCHEDULE 2: DIRECTOR CRITERIA

1 Director Criteria

The director criteria comprises of the:

- (a) qualifying criteria set out in article 2 of this Schedule 2; and
- (b) core competencies set out in article 3 of this Schedule 2,
(together, the **Director Criteria**).

2 Qualifying criteria

- (a) Each person standing for election as a Director must demonstrate:
 - (i) a commitment to a strong governance regime for Australian football;
 - (ii) a commitment to developing policies and strategies for football generally throughout Australia;
 - (iii) he or she is not disqualified from standing for election pursuant to article 15.15 of this Constitution;
 - (iv) he or she has not been involved in activities which could, or could reasonably be perceived to, materially interfere with his or her ability to act in the best interests of FA and Australian football; and
 - (v) he or she is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the his or her ability to act in the best interests of FA and Australian football.
- (b) Without limiting the manner in which each person standing for election as a Director must satisfy its requirements under article 2(a) of this Schedule 2, each person must at least provide a statutory declaration confirming that to the best of the person's knowledge and belief:
 - (i) he or she is not disqualified from standing for election pursuant to article 15.15 of this Constitution;
 - (ii) he or she has not been involved in activities which could, or could reasonably be perceived to, materially interfere with his or her ability to act in the best interests of FA and Australian football; and
 - (iii) he or she is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the his or her ability to act in the best interests of FA and Australian football.

3 Core competencies

- (a) Each person standing for election as a Director must possess all of the following core competencies:
 - (i) demonstrated leadership at a senior level in an environment compatible with the requirements of FA;
 - (ii) demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the Australian Institute of Company Directors, relevant education or experience serving on or working with other boards of directors; and
 - (iii) a commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including a disciplinary body of FIFA, the AFC, FA or any State Body Member relating to any serious ethical matter.

- (b) Each person standing for election as a Director must possess at least one of the following core competencies:
 - (i) legal qualifications (LLB or equivalent);
 - (ii) accounting/finance qualifications (CA, CPA, CFA or equivalent);
 - (iii) knowledge or experience of elite or amateur football through experience as a player, coach or official;
 - (iv) exceptional governance and/or administrative experience in football (or other elite professional sport);
 - (v) business experience and/or qualifications (MBA or senior management experience);
 - (vi) technology experience and/or qualifications (IT, Technology degree, CIO or equivalent position);
 - (vii) marketing and/or communications experience at a senior level; or
 - (viii) government relations or international relations experience at a senior level.