

# Constitution 2012

ALTONA MAGIC SOCCER AND SOCIAL CLUB  
INCORPORATED



# Constitution

---

<b>1</b>	<b>Objects of Club</b>	<b>1</b>
1.1	Objects	1
1.2	Alteration of objects and Constitution	1
<hr/>		
<b>2</b>	<b>Income and payments</b>	<b>1</b>
2.1	Application of income	1
2.2	No dividends, bonus or profit to be paid to Members	1
2.3	Payments in good faith	2
<hr/>		
<b>3</b>	<b>Membership</b>	<b>2</b>
3.1	Ongoing Membership	2
3.2	Members	2
3.3	Duration of membership	2
3.4	Members admitted to membership	3
3.5	Admission of Members	3
3.6	Ceasing to be a Member	3
3.7	No claim against the Club	4
3.8	Limited liability	4
3.9	Members subscriptions	4
3.10	Disciplining Members	4
3.11	Register of Members	4
<hr/>		
<b>4</b>	<b>General meetings</b>	<b>4</b>
4.1	Annual general meeting	4
4.2	Power to convene general meeting	4
4.3	Notice of general meeting	4
4.4	Directors entitled to attend general meetings	5
4.5	Non-receipt of notice	5
<hr/>		
<b>5</b>	<b>Proceedings at general meetings</b>	<b>5</b>
5.1	Number for a quorum	5
5.2	Requirement for a quorum	5
5.3	Quorum and time	5
5.4	Adjourned meeting	5
5.5	President to preside over general meetings	5
5.6	Conduct of general meetings	6
5.7	Adjournment of general meeting	6
5.8	Notice of adjourned meeting	6
5.9	Questions decided by majority	6
5.10	Equality of votes casting vote for chairman	7
5.11	Declaration of results	7
5.12	Poll	7
5.13	Objection to voting qualification	7
5.14	Chairman to determine any poll dispute	7
<hr/>		
<b>6</b>	<b>Votes of Members</b>	<b>8</b>
6.1	Votes on show of hands	8
6.2	Votes on a poll	8
6.3	Proxy voting	8
<hr/>		
<b>7</b>	<b>FFA and FFV</b>	<b>8</b>
7.1	Constitution	8

---

7.2	Enforcement of rules	9
7.3	Disputes	9
<b>8</b>	<b>Patrons and Life Members</b>	<b>10</b>
8.1	Appointment and removal of Patrons	10
8.2	Rights of Patrons	10
8.3	Eligibility for Life Membership	10
8.4	Nomination requirements	10
8.5	Admission to Life Membership	10
8.6	Rights of Life Members	11
<b>9</b>	<b>Directors</b>	<b>11</b>
9.1	Number of Directors	11
9.2	Elections	12
9.3	Term of office	12
9.4	Maximum term of office	12
9.5	Casual vacancy	12
9.6	Remuneration of Directors	12
9.7	Vacation of office	13
9.8	Directors to be bound by Club, FFV and FFA Rules	13
<b>10</b>	<b>Powers and duties of Directors</b>	<b>13</b>
10.1	Directors to manage Club	13
10.2	Minutes	13
10.3	Signing Cheques and other negotiable instruments	13
<b>11</b>	<b>Proceedings of Directors</b>	<b>14</b>
11.1	Directors meetings	14
11.2	Questions decided by majority	14
11.3	Chairman's casting vote	14
11.4	Quorum	14
11.5	Effect of vacancy	14
11.6	Director attending and voting by proxy	14
11.7	Convening meetings	14
11.8	President to preside at Directors' meeting	14
11.9	Committees	15
11.10	Powers delegated to Committees	15
11.11	Committee meetings	15
11.12	Circulating resolutions	15
11.13	Validity of acts of Directors	15
<b>12</b>	<b>Public Officer</b>	<b>15</b>
12.1	Appointment of Public Officer	15
12.2	Suspension and removal of Public Officer	15
12.3	Powers, duties and authorities of Public Officer	16
<b>13</b>	<b>By-laws</b>	<b>16</b>
13.1	Making and amending By-laws	16
13.2	Effect of By-law	16
<b>14</b>	<b>Seals</b>	<b>16</b>
14.1	Safe custody of common seals	16
14.2	Use of common seal	16

<b>15</b>	<b>Funds</b>	<b>17</b>
15.1	Source of Funds	17
15.2	Funds management	17
<b>16</b>	<b>Inspection of records</b>	<b>17</b>
16.1	Inspection by Members	17
16.2	Right of a Member to inspect	17
<b>17</b>	<b>Service of documents</b>	<b>17</b>
17.1	Document includes notice	17
17.2	Methods of service	17
17.3	Methods of service on the Club	17
17.4	Post	18
17.5	Fax or electronic transmission	18
<b>18</b>	<b>Indemnity</b>	<b>18</b>
18.1	Indemnity of officers	18
18.2	Insurance	19
<b>19</b>	<b>Winding up</b>	<b>19</b>
19.1	Contributions of Members on winding up	19
19.2	Excess property on winding up	19
<b>20</b>	<b>Accounts</b>	<b>19</b>
<b>21</b>	<b>Definitions and interpretation</b>	<b>20</b>
21.1	Definitions	20
21.2	Interpretation	21
21.3	Corporations Act	22
21.4	Headings	22
21.5	"Include" etc	22
21.6	Powers	22
<b>APPENDIX 1 – APPLICATION FOR MEMBERSHIP OF Altona Magic Soccer and Social Club</b>		<b>23</b>
<b>APPENDIX 2 – FORM OF APPOINTMENT OF PROXY - (For use at a directors' meeting only)</b>		<b>24</b>



---

## **1 Objects of Club**

### **1.1 Objects**

The objects for which the Club is established are to:

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

### **1.2 Alteration of objects and Constitution**

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

---

## **2 Income and payments**

### **2.1 Application of income**

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

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

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

## 2

### 2.3 Payments in good faith

Subject to **rule 9.6**, **rule 2.2** does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to a Club of which an officer or Member is a director or shareholder:

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

---

## 3 Membership

### 3.1 Ongoing Membership

Those persons who were members of the Club immediately prior to the approval of this Constitution shall continue to be Members of the Club in accordance with **rule 3.2**.

### 3.2 Members

The Members of the Club shall consist of:

- (a) Life Members, who subject to this Constitution, shall have the rights set out in **rule 8.6**;
- (b) Ordinary Members over 18 years of age who, subject to this Constitution, shall have the right to be present, debate and vote at General Meetings;
- (c) Social Members over 18 years of age being persons other than Ordinary Members who are interested in promoting the Club but who do not participate in the playing activities (including in the role of player, coach or official) of the Club and who shall not be entitled to be present, debate and vote at General Meetings; and
- (d) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall have the right to be present, debate and vote at General Meetings through the Junior Member's parent or other legal guardian.

### 3.3 Duration of membership

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



### 3.4 Members admitted to membership

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

- (a) This Constitution;
- (b) The Laws of the Game;
- (c) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;
- (d) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
- (e) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (f) The FFA Code of Conduct, as amended from time to time.

### 3.5 Admission of Members

An application for membership by an individual ("applicant") must be:

- (a) in writing and submitted by the applicant or its nominated representative and lodged with the Club; and
- (b) accompanied by the appropriate fee, if any.

Before admission as a Member, an applicant must sign an application agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations.

The Directors are not obliged to admit any applicant to membership. Where an application is rejected the Directors do not need to provide any reasons.

### 3.6 Ceasing to be a Member

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

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming 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;
- (e) the termination of their membership according to this Constitution; or
- (f) the expiry of the term of their membership according to **rule 3.3**.

### **3.7 No claim against the Club**

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

### **3.8 Limited liability**

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

### **3.9 Members subscriptions**

Membership fees, subscriptions or other amounts payable by Members to the Club shall be determined by the Directors from time to time.

### **3.10 Disciplining Members**

Subject to this constitution, any disciplinary action or investigation against, or of, a Member will be conducted in accordance with the procedures set out in the By-Laws.

### **3.11 Register of Members**

A register of Members must be kept and contain:

- (a) the name and address of each Member;
- (b) the date on which each Member was admitted to the Club; and
- (c) if applicable, the date of, and reasons for termination of membership.

In addition to the details above, the register must be maintained in the form, and contain such details as may be required by FFV from time to time.

The Club must provide FFV (and to FFA if requested by FFA) with a copy of its register by 1 February and 1 August each year, certified by the Secretary to be true and correct as at the previous 31 December and 30 June respectively.

---

## **4 General meetings**

### **4.1 Annual general meeting**

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

### **4.2 Power to convene general meeting**

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

### **4.3 Notice of general meeting**

Notice of a meeting of Members must be given according to **rule 17** and the Act.

#### 4.4 Directors entitled to attend general meetings

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

#### 4.5 Non-receipt of notice

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

## 5 Proceedings at general meetings

### 5.1 Number for a quorum

Subject to **rule 5.4**, fifteen(15) people at your club who are Members and eligible to vote are a quorum at a general meeting.

### 5.2 Requirement for a quorum

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

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

### 5.3 Quorum and time

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

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

### 5.4 Adjourned meeting

At a meeting adjourned under **rule 5.3(b)**, ten(10) people by number of those persons who are Members and who are present and eligible to vote are a quorum.

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

### 5.5 President to preside over general meetings

The President is entitled to preside at general meetings. If a general meeting is convened and there is no President, or the President is not present within 15

## 6

minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Directors shall appoint a Director to preside as chairman for that meeting only.

### 5.6 Conduct of general meetings

The chairman of a general meeting:

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

A decision by the chairman under this rule is final.

### 5.7 Adjournment of general meeting

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.

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

The chairman may, but need not, seek any approval for the adjournment.

Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment.

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

### 5.8 Notice of adjourned meeting

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

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

### 5.9 Questions decided by majority

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

**5.10 Equality of votes casting vote for chairman**

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

**5.11 Declaration of results**

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

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

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

**5.12 Poll**

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

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

A demand for a poll may be withdrawn.

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

**5.13 Objection to voting qualification**

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

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

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

**5.14 Chairman to determine any poll dispute**

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

---

## 6 Votes of Members

### 6.1 Votes on show of hands

On a show of hands each Member entitled to vote under **rule 3.2** and present at a general meeting has one vote.

### 6.2 Votes on a poll

On a poll each Member over the age of 18 years of age present in person has one vote and each person over the age of 18 years of age present as an attorney or Representative of a Member whether over the age of 18 years of age or not has one vote for that Member.

### 6.3 Proxy voting

Proxy voting is not permitted at meetings of the Club.

---

## 7 FFA and FFV

### 7.1 Constitution

The Club must:

- (a) be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:
  - (i) it organises teams to participate in competitions sanctioned by FFV or FFA;
  - (ii) all members of its teams are entitled to membership;
  - (iii) members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through the Junior Member's parent or other legal guardian if under 18 years of age);
  - (iv) agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and
  - (v) prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;
- (b) amend:
  - (i) this Constitution; or
  - (ii) the By-laws,

to promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are

applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;

- (c) not otherwise amend or vary this Constitution without the consent of FFV and in accordance with the Act; or
- (d) not otherwise amend or vary any of its By-laws without the consent of FFV.

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

## 7.2 Enforcement of rules

Subject to applicable law, the Club must:

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

## 7.3 Disputes

- (a) This **rule 7.3** applies to a Dispute.
- (b) The parties to a Dispute must meet and discuss the matter in dispute, and, if possible, resolve the Dispute within 14 days after the Dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the Dispute at the meeting or meetings held in accordance with **rule 8.2(b)**, or if a party fails to attend such a meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (A) in the case of a Dispute between a Member and another Member, a person appointed by the Directors; or
    - (B) in the case of a Dispute between a Member and the Club, a person appointed by FFV.
- (e) A Member can be a mediator.
- (f) A Member who is a party to the Dispute cannot be a mediator.
- (g) The parties to a Dispute must, in good faith, attempt to settle the Dispute by mediation.

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

## **8 Patrons and Life Members**

### **8.1 Appointment and removal of Patrons**

The Directors may appoint and remove Patrons of the Club.

### **8.2 Rights of Patrons**

Patrons are:

- (a) entitled to notice of all general meetings;
- (b) entitled to attend and speak at general meetings; and
- (c) not entitled to vote at any general meeting.

### **8.3 Eligibility for Life Membership**

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

### **8.4 Nomination requirements**

A nomination under **rule 8.3** must:

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

### **8.5 Admission to Life Membership**

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



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

A nominee is admitted to Life Membership if:

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

## 8.6 Rights of Life Members

Unless also an Ordinary Member a Life Member:

- (a) is not to be counted in a quorum under **rule 5.1**;
- (b) has the right to remain a Life Member until they die or resign their Life Membership or unless they are expelled from the Club;
- (c) subject to any separate agreement with the Club to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
- (d) is entitled to receive notice of general meetings;
- (e) is entitled to attend and speak at general meetings; and
- (f) is not entitled to vote at any general meeting.

---

## 9 Directors

### 9.1 Number of Directors

There are to be no more than seven Directors comprised as follows:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer; and
- (d) four other committee members;

who must all be Ordinary Members (or the parent or other legal guardian of a Junior Member) and who shall be elected under **rule 9.2**.

## 9.2 Elections

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

If insufficient nominations are received to fill all available Director vacancies the candidates nominated shall, subject to declaration by the chairman, be deemed to be elected.

If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall, subject to declaration by the chairman, be deemed to be elected.

If the number of nominations exceeds the number of vacancies to be filled, voting papers shall be prepared containing the names of the candidates in alphabetical order, for each vacancy.

Elections shall be conducted by such means as is prescribed by the Directors.

## 9.3 Term of office

Directors shall hold office for a term of one year and subject to this Constitution, shall hold office from the conclusion of the Annual General Meeting at which they were elected until the conclusion of the second following Annual General Meeting.

## 9.4 Maximum term of office

Unless otherwise approved by the Members in General meeting a Director may not serve more than three consecutive terms as a Director.

If a 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.

## 9.5 Casual vacancy

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this rule holds office until the end of the term of the Director in whose place they were appointed.

Service as a Director under this rule is a full term of office for the purposes of **rule 9.3**.

## 9.6 Remuneration of Directors

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

- (a) travelling to or from meetings of the Directors, a Committee or the Club; or

- (b) otherwise engaged on the affairs of the Club.

#### **9.7 Vacation of office**

The office of a Director becomes vacant when the Director:

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

#### **9.8 Directors to be bound by Club, FFV and FFA Rules**

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

- (a) This Constitution;
- (b) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Directors of Clubs;
- (c) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
- (d) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (e) The FFA Code of Conduct, as amended from time to time.

---

## **10 Powers and duties of Directors**

### **10.1 Directors to manage Club**

The Directors are to manage the Club's business and may exercise those of the Club's powers that are not required, by the Act or by this Constitution, to be exercised by the Club in general meeting.

### **10.2 Minutes**

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

### **10.3 Signing Cheques and other negotiable instruments**

Cheques and other negotiable instruments must be signed by at least two Directors nominated by the Directors.

## **11 Proceedings of Directors**

### **11.1 Directors meetings**

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit. The Directors consent, by accepting nomination as a Director, to meetings being held using any technology that gives the Directors, as a whole, a reasonable opportunity to participate. To avoid doubt, this includes meetings held by telephone and/or video conferencing.

### **11.2 Questions decided by majority**

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

### **11.3 Chairman's casting vote**

The chairman of the meeting has a casting vote.

### **11.4 Quorum**

Until otherwise determined by the Directors, three Directors (at least two of whom are entitled to vote) present in person or by proxy is a quorum.

### **11.5 Effect of vacancy**

The continuing Directors may act despite a vacancy in their number. If the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to the number required for a quorum or to convene a general meeting.

### **11.6 Director attending and voting by proxy**

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

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment must be for a particular meeting.

### **11.7 Convening meetings**

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

### **11.8 President to preside at Directors' meeting**

The President is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be

present and able and willing to act, the Directors shall appoint a Director to preside as chairman for that meeting only.

### **11.9 Committees**

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

### **11.10 Powers delegated to Committees**

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

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

### **11.11 Committee meetings**

Committee meetings are governed by the provisions of this Constitution dealing with Directors' meetings, as far as they are capable of application.

### **11.12 Circulating resolutions**

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

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

The resolution is passed when the last Director signs.

### **11.13 Validity of acts of Directors**

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

---

## **12 Public Officer**

### **12.1 Appointment of Public Officer**

There must be a Public Officer of the Club who:

- (a) must be resident in the State; and
- (b) is to be appointed by the Directors.

### **12.2 Suspension and removal of Public Officer**

The Directors may suspend or remove a Public Officer from that office.

## 12.3 Powers, duties and authorities of Public Officer

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

---

## 13 By-laws

### 13.1 Making and amending By-laws

The Directors may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and may amend, repeal and replace those By-laws, but only to the extent the Club can do so under **rule 7.1**.

Subject to **rule 7.1**, the Club in general meeting, may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone under that By-law.

### 13.2 Effect of By-law

A By-law:

- (a) is subject to this Constitution;
- (b) must be consistent with this Constitution and the objectives stated in FFV's constitution, and if not, the Constitution prevails to the extent of the inconsistency; and
- (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

---

## 14 Seals

### 14.1 Safe custody of common seals

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

### 14.2 Use of common seal

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

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

---

## 15 Funds

### 15.1 Source of Funds

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

### 15.2 Funds management

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

---

## 16 Inspection of records

### 16.1 Inspection by Members

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

### 16.2 Right of a Member to inspect

A Member does not have the right to inspect any document of the Club except as provided by law or authorised by the Directors or by the Club in general meeting.

---

## 17 Service of documents

### 17.1 Document includes notice

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

### 17.2 Methods of service

The Club may give a document to a Member:

- (a) personally; or
- (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; or
- (d) by posting it on the Club's website.

### 17.3 Methods of service on the Club

A Member may give a document to the Club by:

- (a) delivering it to the Registered Office; or
- (b) sending it by post to the Registered Office; or

- (c) sending it to a fax number or electronic address nominated by the Club.

## 17.4 Post

A document sent by post if sent to an address:

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

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

## 17.5 Fax or electronic transmission

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

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

---

## 18 Indemnity

### 18.1 Indemnity of officers

Every person who is or has been a Director or a Public Officer is entitled to be indemnified out of the property of the Club against:

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

unless:

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



## 18.2 Insurance

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

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

## 19 Winding up

### 19.1 Contributions of Members on winding up

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

This contribution is for:

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

### 19.2 Excess property on winding up

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

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

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

## 20 Accounts

The Directors must cause the accounts of the Club to be audited as required by the Corporations Act and in compliance with the Act.

---

## 21 Definitions and interpretation

### 21.1 Definitions

In this Constitution unless the contrary intention appears:

**Act** means the Associations Incorporation Act 1981 (Vic). (Act is available from the Consumer Affairs website [www.consumer.vic.gov.au](http://www.consumer.vic.gov.au) )

**Club** means the Altona Magic Soccer and Social Club Incorporated.

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

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

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

**Director** means a director of the Club and includes the President.

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

**Dispute** means a dispute under this Constitution between:

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

**FFA** means Football Federation Australia Limited ACN 106 478 068.

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

**FFV** means Football Federation Victoria Incorporated.

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

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

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

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

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

**Life Member** means a person admitted as such under **rule 8**.

**Member** means a member of the Club admitted to membership under **rule 3.2**.

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

**Patron** means any person of influence or support appointed by the Club as a Patron of the Club under **rule 8.1**.

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

**Public Officer** has the meaning and functions accorded to that office as set out in the Act.

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

**Registrar** has the meaning given to it in the Act.

**Social Member** means a Member under **rule 3.2(c)**.

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

**State** means Victoria.

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

## 21.2 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 attorney or Representative;
- (ii) **(annual general meeting)** a reference to an annual general meeting in a calendar year (for example, in 2006), is a reference to the annual general meeting required to be held by the Club in that calendar year under the Act; and
- (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

(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.

### 21.3 Corporations Act

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

### 21.4 Headings

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

### 21.5 "Include" etc

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

### 21.6 Powers

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

---

**APPENDIX 1 – APPLICATION FOR MEMBERSHIP OF Altona Magic Soccer and Social Club**

I,....., of .....desire to become a  
*(name and occupation)* *(address)*  
member of .....  
*(name of Club)*

In the event of my admission as a member, I agree to be bound by the rules of the Club for the time being in force.

.....  
Signature of Applicant

Date .....

I,....., a member of the Club,  
*(name)*  
nominate the applicant, who is personally known to me, for membership of the Club.

.....  
Signature of Proposer

Date .....

I,....., a member of the Club, second  
*(name)*  
the nomination of the applicant, who is personally known to me, for membership of the Club.

.....  
Signature of Secunder

Date .....

---

APPENDIX 2 – FORM OF APPOINTMENT OF PROXY - (For use at a directors' meeting only)

I, .....  
(name)

of .....  
(address)

being a Director of .....  
(name of Incorporated Club)

appoint .....  
(name of proxy holder)

of .....  
(address of proxy holder)

being a Director of that Incorporated Club, as my proxy to vote for me on my behalf at the Directors' meeting of the Club to be held on

.....  
(date of meeting)

and at any adjournment of that meeting.

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

.....  
Signed  
Date

\* Delete if not applicable