

Constitution of Independent Football Australia Limited

ACN 652 320 566

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A not-for-profit company limited by guarantee

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Constitution of Independent Football Australia Limited

Date 28 July 2021

Preliminary

1 Name of the Company

The name of the company is Independent Football Australia Limited.

2 Type of Company

The Company is a not-for-profit public company limited by guarantee.

3 Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4 The guarantee

Each member must contribute an amount not more than \$20.00 to the property of the Company if the Company is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for any:

- (a) debts and liabilities of the Company incurred before the member stopped being a member; or
- (b) costs of winding up.

5 Compliance with this constitution

- 5.1 The Company and its members are under no obligation to comply with clauses 7.2(a), 7.2(c), 7.2(g), 10.1 to 10.3 (inclusive), 11, 12.2 to 12.6 (inclusive), 13, 14, 17.1(b), 45.2 and 71.2, of this constitution unless the Company is a member of FA.

6 Definitions

In this constitution, words and phrases have the meaning set out in clauses 82 and 84.

Company's objects and powers

7 Object

- 7.1 The Company's object is to act in the best interests of its members assuring credibility, compliance and governance to Football player development delivered by its members to advance the game in Australia.

- 7.2 The Company will achieve its object by:

- (a) being a member of FA and complying with the constitution and by-laws of FA;

- (b) governing, administering, regulating, organising and promoting Football delivered by its members;
- (c) preventing any infringement of FA's constitution and by-laws by its members to the extent it is able to do so;
- (d) fostering friendly relations among the officials and players of Football by encouraging Football games;
- (e) promoting, providing for, regulating and managing Football tournaments and games for players registered with its members;
- (f) promoting, providing for, regulating and managing Football players representing its members;
- (g) co-operating with FA, other members of FA 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;
- (h) facilitating the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football players registered with its members; and
- (i) undertaking all other activities from time to time that the directors consider further the Company's objects.

8 Powers

Subject to clause 9, the Company has the following powers, which may only be used to carry out its objects set out in clause 7:

- (a) the powers of an individual; and
- (b) all the powers of a company limited by guarantee under the Corporations Act.

9 Not-for-profit

9.1 The Company must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 81.

9.2 Clause 9.1 does not stop the Company from doing the following things, provided they are done in good faith:

- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Company; or
- (b) making a payment to a member in carrying out the Company's objects.

Obligations to FA

10 Constitution and by-laws

10.1 The members must amend this constitution, and the directors must adopt, revoke or amend the by-laws, to promptly adopt changes in the constitution or by-laws promulgated by FA from time to time provided that such change or

promulgation is, in the opinion of the Executive Panel and the IFA Board, for the betterment of Football and is not adverse to IFA's purpose.

10.2 The members must not otherwise amend this constitution and the directors must not otherwise adopt, revoke or amend any by-laws, without the consent of FA, unless in the sole discretion of the Executive Panel and the IFA Board any adoption, revocation or amendment is for the betterment of Football and made within the scope of IFA's purpose.

10.3 Any amendment to this constitution and any adoption, revocation or amendment of any by-law in breach of clause 10.2 will be invalid.

10.4 A Special Resolution is required to amend this constitution.

11 Enforcement of rules

11.1 The Company must promulgate and comply with the Status and Regulations.

11.2 The Company must promulgate and enforce the Laws of the Game.

12 Register of participants

12.1 The Company must maintain a database of each person registered with it in any capacity.

12.2 The database is to be established and maintained in the form and contain details required by FA from time to time.

12.3 The Company must provide FA with a copy of its database by 1 March and 1 September each year, certified by the directors (or their authorised representative) to be true and correct as at the previous 31 December and 30 June respectively.

12.4 The Company must permit FA to audit, or to appoint a third party to audit, a database maintained under this article at its discretion and the Company must co-operate with FA and its auditor and do everything reasonably required by FA or its auditor to facilitate the audit.

12.5 In fulfilling its obligations under this clause 12, the Company must comply with all applicable privacy laws and the Australian Privacy Principles set out in the *Privacy Act 1988* (Cth), whether or not the Company is otherwise bound to comply with them.

12.6 The directors must adopt a by-law regulating the steps to be taken by the Company in relation to the disclosure of Personal Information collected by it. A by-law adopted under this clause must be in a form approved by FA.

13 Financial statements

13.1 The Company 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 FA with a copy of the audited Financial Statements no later than 3 months after the end of the Company's financial year.

FIFA and FA

14 Compliance and co-operation

14.1 The Company must:

- (a) comply with the constitution of FA and all by-laws of FA;
- (b) comply with, and do everything within its power to enforce compliance with the Football Code of Conduct, the Statutes and Regulations and the Laws of the Game; and
- (c) co-operate with FA in all matters relating to the organisation of national Football competitions, the Company's approved Football competitions and Football in general.

15 Referral of disputes

15.1 All Grievances must be determined pursuant to, and in accordance with, the process set out in the Grievance Procedure.

15.2 Each member must comply with the Grievance Procedure and 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.

15.3 This clause 15 binds members and their Affiliates after they cease to be a member or Affiliates if the dispute relates to a matter arising while a member or Affiliate.

Members

16 Membership

16.1 The members of the Company are:

- (a) Initial Members; and
- (b) any other Registered Football Coaching Provider or Registered Football Competition that meets the eligibility criteria outlined in clause 17 and that the directors allow to be a member, in accordance with this constitution.

17 Who can be a member

17.1 To be eligible to apply to be a member of the Company, the applicant must:

- (a) be a Registered Football Coaching Provider or Registered Football Competition;
- (b) meet the requirements in, and be bound by, the Laws of the Game, the Statutes and Regulations, the Football Code of Conduct and any other Relevant FA By-laws;

- (c) meet the requirements in, and be bound by, the IFA Standards and any additional by-laws made by the directors of the Company from time to time;
- (d) agree to facilitate an audit by IFA at any time reasonable requested by it to ensure compliance with these member's obligations;
- (e) pay the membership fee(s) pursuant to clause 20; and
- (f) agree to be bound by the Grievance Procedure and the dispute resolution process in accordance with clause 15:
 - (i) while a member; and
 - (ii) after ceasing to be a member, in respect of disputes relating to a matter arising while they were a member.

18 How to apply to become a member

18.1 A Registered Football Coaching Provider or Registered Football Competition that meets the criteria in clause 17.1 may apply to become a member of the Company by writing to the secretary:

- (a) stating that they want to become a member and support the objects of the Company;
- (b) providing evidence of their eligibility for membership of the Company under clause 17.1 in the form required by the directors from time to time; and
- (c) stating that they agree to comply with the Company's constitution, including paying the membership fee(s) pursuant to clause 20 and the guarantee under clause 4 if required.

19 Directors decide whether to approve membership

19.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.

19.2 If the directors approve an application, the secretary must as soon as possible:

- (a) enter the new member on the register of members; and
- (b) write to the applicant to tell them that their application was approved, the date that their membership started and to seek payment of the membership fee(s) payable pursuant to clause 20 (if not already paid).

19.3 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons. The secretary must return any membership fee to any applicant whose membership was rejected pursuant to this clause.

19.4 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clauses 18.1(a) or 18.1(c). In that case, by applying to be a member, the applicant agrees to those matters.

20 Membership fees

- 20.1 The directors may from time to time prescribe membership fees to be paid by members.
- 20.2 The directors will also determine when and how the membership fees will be paid.
- 20.3 Where a member fails to pay a membership fee prescribed by the directors within three months of it falling due for payment, the ongoing entitlement to membership shall be considered by the directors in which case the directors may, at their discretion, either suspend the membership pending payment of the unpaid fees, or expel the member from the Company.

21 When an applicant becomes a member

Other than Initial Members, an applicant will become a member when they are entered on the register of members.

22 Register of members

- 22.1 The Company must establish and maintain a register of members. The register of members must be kept by the secretary and must contain:
- (a) for each current member:
 - (i) name;
 - (ii) address;
 - (iii) any alternative address (including an electronic address) nominated by the member for the service of notices;
 - (iv) the date the member was entered on to the register; and
 - (v) details of the member's representative if one is appointed pursuant to clause 25.
 - (b) for each body or person who stopped being a member in the last seven years:
 - (i) name;
 - (ii) address; and
 - (iii) the dates the membership started and ended.
- 22.2 The Company must give current members access to the register of members.
- 22.3 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

23 When a member stops being a member

A member immediately stops being a member if they:

- (a) die;
- (b) become of unsound mind or liable to be dealt with in any way under a law relating to mental health;

- (c) are convicted of a criminal offence which carries a jail sentence;
- (d) become bankrupt or insolvent or make an arrangement or composition with creditors of the person's joint or separate estate generally;
- (e) are wound up or otherwise dissolved or deregistered;
- (f) resign, by writing to the secretary, giving no less than 14 days notice of resignation;
- (g) cease to meet the membership criteria set out in clause 17 and the directors resolve to suspend or expel the member in accordance with this constitution and/or any relevant FA or Company by-laws;
- (h) are suspended or expelled in accordance with this constitution or any relevant FA and/or Company by-laws; or
- (i) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

24 No claim against the Company

- 24.1 A member whose membership ceases has no claim in their capacity as a member or former member of the Company against the Company or its current or former directors, for damages or otherwise.

25 Representatives of members

- 25.1 Each member that is an unincorporated or incorporated body may appoint one individual to represent the member and exercise all rights that apply to the member.
- 25.2 The appointment of a representative by a member must:
- (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the member; and
 - (d) be given to the Company.
- 25.3 A representative has all the rights of the member that appointed them.
- 25.4 The appointment of a representative may be standing.

General Meetings of members

26 General meetings called by directors

- 26.1 The directors may call a General Meeting.
- 26.2 Any member may make a written request to the Company for a General Meeting to be held, in which case the directors must:
- (a) within 21 days of the member's request, give all members notice of a General Meeting; and
 - (b) hold the General Meeting within two months of the member's request.

- 26.3 The member who makes the request for a General Meeting must:
- (a) state in the request any resolution to be proposed at the meeting;
 - (b) sign the request; and
 - (c) give the request to the Company.

26.4 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.

27 General meetings called by members

27.1 If the directors do not call the meeting within 21 days of being requested under clause 26.2, the member who made the request may call and arrange to hold a General Meeting.

- 27.2 To call and hold a meeting under clause 27.1 the member must:
- (a) as far as possible, follow the procedures for General Meetings set out in this constitution;
 - (b) call the meeting using the list of members on the Company's member register, which the Company must provide to the members making the request at no cost; and
 - (c) hold the General Meeting within three months after the request was given to the Company.

27.3 The Company must pay the member who requests the General Meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

28 Annual General Meeting

28.1 The Annual General Meeting must be held:

- (a) within 18 months after registration of the Company; and
- (b) after the first Annual General Meeting, at least once in every calendar year.

28.2 Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) a review of the Company's activities;
- (b) a review of the Company's finances;
- (c) any auditor's report;
- (d) the election of directors; and
- (e) the appointment and payment of auditors, if any.

28.3 Before or at the Annual General Meeting, the directors must give information to the members on the Company's activities and finances during the period since the last Annual General Meeting.

28.4 The chairperson of the Annual General Meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the Company.

29 Notice of General Meetings

29.1 Notice of a General Meeting must be given to:

- (a) each member entitled to vote at the meeting;
- (b) each director; and
- (c) the auditor (if any).

29.2 Notice of a General Meeting must be provided in writing at least 21 days before the meeting.

29.3 Subject to clause 29.4, notice of a meeting may be provided less than 21 days before the meeting if:

- (a) for an Annual General Meeting, all the members entitled to attend and vote at the Annual General Meeting agree beforehand; or
- (b) for any other General Meeting, members with at least 95% of the votes that may be cast at the meeting agree beforehand.

29.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:

- (a) remove a director;
- (b) appoint a director to replace a director who was removed; or
- (c) remove an auditor.

29.5 Notice of a General Meeting must include:

- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this);
- (b) the general nature of the meeting's business;
- (c) if applicable, that a Special Resolution is to be proposed and the words of the proposed resolution; and
- (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
 - (i) the proxy does not need to be a member of the Company;
 - (ii) the proxy form must be delivered to the Company at its registered address or an alternative address (including an electronic address), which must be specified in the statement; and
 - (iii) the proxy form must be delivered to the Company at least 48 hours before the meeting.

29.6 If a General Meeting is adjourned for one month or more, the members must be given new notice of the resumed meeting.

30 Quorum at General Meetings

- 30.1 For a General Meeting to be held 60% of members entitled to vote (a **quorum**) must be present (in person, by proxy or by representative) for the whole meeting.
- 30.2 No business may be conducted at a General Meeting if a quorum is not present.
- 30.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of General Meeting, the General Meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week;
 - (b) if the time is not specified – the same time; and
 - (c) if the place is not specified – the same place.
- 30.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

31 Auditor's right to attend meetings

- 31.1 The auditor (if any) is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 31.2 The Company must give the auditor (if any) any communications relating to the General Meeting that a member of the Company is entitled to receive.

32 Using technology to hold meetings

- 32.1 The Company may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 32.2 Anyone using this technology is taken to be present in person at the meeting.

33 Chairperson for General Meetings

- 33.1 The Elected Chairperson will chair General Meetings, subject to clause 33.2.
- 33.2 The Members Present and entitled to vote at a General Meeting may choose another director or member to be the chairperson for that meeting if:
- (a) the Elected Chairperson is not present within 30 minutes after the starting time set for the meeting; or
 - (b) the Elected Chairperson is present but says they do not wish to act as chairperson of the meeting.

34 Role of the chairperson

- 34.1 The chairperson is responsible for the conduct of the General Meeting, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor (if any)).

34.2 The chairperson does not have a casting vote.

35 Adjournment of meetings

35.1 If a quorum is present, a General Meeting must be adjourned if any of the Members Present direct the chairperson to adjourn it.

35.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

Members' resolutions and statements

36 Members' resolutions and statements

36.1 A member may give:

- (a) written notice to the Company of a resolution they propose to move at a General Meeting (**Member's Resolution**); and/or
- (b) a written request to the Company that the Company give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (**Member's Statement**).

36.2 A notice of a Member's Resolution must set out the wording of the proposed resolution and be signed by the member proposing the resolution.

36.3 A request to distribute a Member's Statement must set out the statement to be distributed and be signed by the members making the request.

36.4 If the Company has been given notice of a Member's Resolution under clause 36.1(a), the resolution must be considered at the next General Meeting held no more than two months after the notice is given.

36.5 This clause does not limit any other right that a member has to propose a resolution at a General Meeting.

37 Company to distribute Member's Resolution or Member's Statement

37.1 If the Company has been given a notice or request under clause 36:

- (a) in time to send the notice of Member's Resolution or a copy of the Member's Statement to members with a notice of General Meeting, it must do so at the Company's cost; or
- (b) too late to send the notice of Member's Resolution or a copy of the Member's Statement to members with a notice of General Meeting, then the members that proposed the Member's Resolution or made the Member's Statement must pay the expenses reasonably incurred by the Company in giving members notice of the Member's Resolution or a copy of the Member's Statement. However, the members may subsequently pass a resolution at a General Meeting for the Company to pay these expenses.

- 37.2 The Company does not need to send the notice of Member's Resolution or a copy of the Member's Statement to members if:
- (a) it is more than 1,000 words long;
 - (b) the directors consider it may be defamatory;
 - (c) clause 37.1(b) applies, and the members that proposed the Member's Resolution or made the Member's Statement have not paid the Company enough money to cover the expenses reasonably incurred by the Company in giving members notice of the Member's Resolution or a copy of the Member's Statement; or
 - (d) in the case of a Member's Resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the members.

38 Circular Resolutions of members

- 38.1 Subject to clause 38.3, the directors may put a resolution to the members to pass a Circular Resolution.
- 38.2 The directors must notify the auditor (if any) as soon as possible that a Circular Resolution has or will be put to members and set out the wording of the resolution.
- 38.3 Circular Resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director;
 - (b) for passing a Special Resolution; or
 - (c) where the Corporations Act or this constitution requires a meeting to be held.
- 38.4 A Circular Resolution is passed if all the members entitled to vote on the resolution sign or agree to the Circular Resolution, in the manner set out in clause 38.5 or clause 38.6.
- 38.5 Members may sign:
- (a) a single document setting out the Circular Resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- 38.6 The Company may send a Circular Resolution by email to members and members may agree by sending a reply email to that effect.

Voting at General Meetings

39 How many votes a member has

Each member has one vote.

40 Challenge to member's right to vote

- 40.1 A member or the chairperson may only challenge a person's right to vote at a General Meeting at that meeting.
- 40.2 If a challenge is made under clause 40.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

41 How voting is carried out

- 41.1 Decisions of members are to be made by ordinary resolution unless otherwise specified in this constitution.
- 41.2 Voting must be conducted and decided by:
 - (a) a show of hands;
 - (b) a vote in writing; or
 - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 41.3 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 41.4 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 41.5 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.

42 When and how a vote in writing must be held

- 42.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by any Members Present or the chairperson.
- 42.2 A vote in writing must be taken when and how the chairperson directs, unless clause 42.3 applies.
- 42.3 A vote in writing must be held immediately if it is:
 - (a) for the election of a chairperson under clause 33.2; or
 - (b) to decide whether to adjourn the meeting.
- 42.4 A demand for a vote in writing may be withdrawn.

43 Appointment of proxy

- 43.1 A member may appoint a proxy to attend and vote at a General Meeting on their behalf.
- 43.2 A proxy does not need to be a member.
- 43.3 A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (a) speak at the meeting;
 - (b) vote (but only to the extent allowed by the appointment); and

- (c) join in to demand a vote in writing under clause 42.1.
- 43.4 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
 - (a) the member's name and address;
 - (b) the Company's name;
 - (c) the proxy's name or the name of the office held by the proxy; and
 - (d) the meeting(s) at which the appointment may be used.
- 43.5 A proxy appointment may be standing.
- 43.6 Proxy forms must be received by the Company at the Company's registered address or an alternative address (as stated in the notice of General Meeting in accordance with clause 29.5) at least 48 hours before a meeting.
- 43.7 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 43.8 Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (a) revokes the proxy's appointment; or
 - (b) revokes the authority of a representative or agent who appointed the proxy.
- 43.9 A proxy appointment may specify the way the proxy must vote on a particular resolution.

44 Voting by proxy

- 44.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 44.2 When a vote in writing is held, a proxy:
 - (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
 - (b) if the way they must vote is specified on the proxy form, must vote that way; and
 - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

Directors

45 Number and composition of directors

- 45.1 The Company must have at least three but no more than nine directors.
- 45.2 Subject to clause 5.1, forty percent (40%) of directors must identify as male and 40% of directors must identify as female.

- 45.3 The Initial Directors must all retire at the first Annual General Meeting of the Company, although they are entitled to be re-elected in accordance with this constitution.
- 45.4 Apart from the Initial Directors, the directors of the Company must be comprised of up to six Elected Directors and up to three Appointed Directors.
- 45.5 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a General Meeting, but for no other purpose.
- 45.6 All acts done at any meeting of directors or by any person acting as a director will be valid as if every such person has been duly appointed and every director was qualified and entitled to vote, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a director or that any director was disqualified or not entitled to vote.

46 Eligibility

- 46.1 A person cannot be a director of the Company:
- (a) unless they give the Company their signed consent to act as a director of the Company; and
 - (b) if they are ineligible to be a director under the Corporations Act.
- 46.2 A person who holds, or has within the past 2 years held, a Disqualifying Position may not hold office as an Appointed Director.
- 46.3 A person who holds a Disqualifying Position at the time they are elected as an Elected Director must cease to hold that Disqualifying Position not more than 7 days after being elected as an Elected Director.
- 46.4 A director who accepts a Disqualifying Position must notify the other directors of that fact immediately and clause 53 applies.
- 46.5 Clauses 46.2, 46.3 and 46.4 do not apply to the Initial Directors in their capacity as Initial Directors.

47 Election of Elected Directors

- 47.1 The members are responsible for electing the Elected Directors by a resolution passed in a General Meeting.
- 47.2 Each Elected Director must be appointed by a separate resolution, unless:
- (a) the Members Present have first passed a resolution that the appointments may be voted on together; and
 - (b) no votes were cast against that resolution.

48 Nominations of persons for election as Elected Directors

- 48.1 Two members or a member and a director may nominate a person to stand for election as an Elected Director (defined as **Proposers** in this clause 48).

- 48.2 Another member or director must second the nomination (defined as **Secunder** in this clause 48).
- 48.3 A nomination must be in writing and signed by the Proposers and Secunder and delivered to the Company by a date and in a form specified by the directors in any year in which an election of Elected Directors will be held in accordance with this constitution.
- 48.4 A person does not have to be a member, or representative of a member, to be nominated.
- 48.5 The nomination must:
- (a) be accompanied by a statutory declaration made by the nominee confirming that:
 - (i) to the best of their knowledge and belief, they have not been involved in any activities which could materially interfere with their ability to act in the best interests of the Company;
 - (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere their ability to act in the best interests of the Company; and
 - (b) provide full details of any Disqualifying Position that the nominee holds.
- 48.6 The requirements of nomination of persons for election as an Elected Director apply to all persons proposing to stand for election or re-election.

49 Executive Panel

- 49.1 The members must establish an Executive Panel comprising between three and nine individuals that are:
- (a) employed by, or hold a director or equivalent position with, an organisation operating within the Football industry; or
 - (b) a person of influence within the Football industry.
- 49.2 From the date of incorporation of the Company, initial members of the Executive Panel will comprise Christopher Deblaere, Alasdair Gyngell, Lorik Haliti, Cam Jones and Leonardo De Olivera Pinto.
- These initial Executive Panel members are the founders of the Company and the Company will perpetually recognise their contribution on its website and other channels as determined by the directors from time to time.
- These initial Executive Panel members must all retire at the first Annual General Meeting of the Company, although they are entitled to be re-elected in accordance with this constitution.
- 49.3 Apart from the initial Executive Panel members referred to in clause 49.2, each member of the Executive Panel must be voted in by a resolution passed in a General Meeting.

- 49.4 Two members must nominate a person to stand for election as Executive Panel member (defined as **Proposers** in this clause 49). Another member must second the nomination (defined as **Second** in this clause 49).
- 49.5 A nomination must be in writing and signed by the Proposers and Second and delivered to the Company by a date and in a form specified by the directors in any year in which an election of Elected Panel members will be held in accordance with this constitution. A person does not have to be a member, or representative of a member, to be nominated.
- 49.6 The requirements of nomination of persons for election as a member of the Executive Panel apply to all persons proposing to stand for election or re-election.
- 49.7 Apart from the initial Executive Panel members referred to in clause 49.2 who must retire at the first Annual General Meeting of the Company and the Executive Panel members that must retire in accordance with clause 49.8, each of the Executive Panel members will serve three year terms.
- 49.8 To stagger the terms of the Executive Panel members, at least one third of the Executive Panel members will retire at the second, third and fourth Annual General Meetings. The Executive Panel members who must retire will be determined by the Executive Panel members in advance of each Annual General Meeting.
- 49.9 An Executive Panel member who retires may nominate for election or re-election in accordance with this constitution.
- 49.10 An Executive Panel member retiring in accordance with this constitution holds office until the conclusion of the General Meeting at which they retire.
- 49.11 An Executive Panel member who has held office for a continuous period of nine years or more may not be re-appointed or re-elected until the second Annual General Meeting after the end of their last term.
- 49.12 The directors and the Executive Panel will agree to the wording of a Statement of Intent, which may only be amended by a unanimous decision of the directors and the Executive Panel.
- 49.13 The role of the Executive Panel is to provide guidance and advice to the directors on any matters related to the Company's achievement of its objects including (but not limited to):
- (a) the strategy and direction of the Company;
 - (b) the Company's governance, administration, regulation, organisation and promotion of Football delivered by the Company's members;
 - (c) the creation of, or any changes to, the Company's constitution, the IFA Standards or any other by-laws or regulations required for the good governance and operation of the Company in a manner that furthers the Company's objects;
 - (d) any matters requested by the directors from time to time; and

- (e) any other issues that the Executive Panel considers require the consideration by the directors.
- 49.14 The Executive Panel may recommend to the members the removal of any director of the Company provided the Executive Panel is acting in good faith, in furtherance of the IFA's objects and has reached a unanimous decision to do so.
- 49.15 The directors may invite representatives from the Executive Panel to attend directors' meetings from time to time, noting it is the intention of the directors and the Executive Panel to ensure that attendee numbers are manageable. Those representatives may hear and be heard, but may not vote at the meeting.
- 49.16 The Executive Panel may invite directors to attend Executive Panel meetings from time to time, noting it is the intention of the Executive Panel and the directors to ensure that attendee numbers are manageable.
- 49.17 The Executive Panel will also consider each candidate for election as an Elected Director (defined as a **Candidate** in this clause 49) and will assess:
- (a) the commitment of the Candidate to a strong governance regime for independent Football in Australia;
 - (b) the commitment of the Candidate to the Company developing policies and strategies for independent Football generally in Australia;
 - (c) that the Candidate has not been involved in activities which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of the Company;
 - (d) that the Candidate is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the Candidate's ability to act in the best interests of the Company; and
 - (e) that the Candidate possesses the following core competencies:
 - (i) Demonstrated leadership at a senior level in an environment compatible with the requirements of the Company.
 - (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;
 - (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 the Company relating to any serious ethical matter; and
 - (iv) The Candidate possesses at least one of the following:

- (A) legal qualifications (LLB or equivalent);
- (B) accounting/finance qualifications (CA, CPA, CFA or equivalent);
- (C) knowledge or experience of elite football through experience as a player, coach or official at NSW Premier League level or above;
- (D) football administration experience through serving as a Football club or association secretary or president;
- (E) business experience and/or qualifications (MBA or senior management experience);
- (F) regional insight (resides outside the metropolitan regions);
- (G) technology experience and/or qualifications (IT, Technology degree, Chief Information Officer or equivalent position); or
- (H) marketing, communications, government relations or public relations experience at a senior level.

- 49.18 The Executive Panel must in its absolute discretion and acting in good faith, approve or object to each Candidate being elected as an Elected Director.
- 49.19 Written notice of the Executive Panel's decision must be given to the Secretary by a date specified by the Company.
- 49.20 The Executive Panel is not required to provide any reasons for its decisions.
- 49.21 A decision made by the Executive Panel about a Candidate is final and not subject to challenge.
- 49.22 Unless the Executive Panel approves a Candidate under article 49.18, the Candidate is not eligible to stand for election as an Elected Director at the next General Meeting.
- 49.23 The Executive Panel may request the Company to provide or obtain any information that the Executive Panel requires in respect of any Candidate.
- 49.24 All information obtained by the Executive Panel and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Executive Panel.
- 49.25 The Executive Panel may make its own rules regarding its conduct, subject to this constitution and any by-laws made by the directors.
- 49.26 A quorum consists of three members of the Executive Panel present (in person or linked together contemporaneously by telephone or other electronic means) at the meeting of the Executive Panel.

50 Appointed Directors

- 50.1 In addition to the Elected Directors, the directors may themselves appoint up to three other persons who are not disqualified under clause 46, as Appointed Directors.

- 50.2 Before a person can be appointed as a director under clause 50.1, the person proposed to be appointed as an Appointed Director must deliver to the Company a statutory declaration confirming that, to the best of their knowledge and belief, they are not disqualified from being an Appointed Director by virtue of anything in clause 46.

51 Casual vacancy

- 51.1 The directors may at any time appoint a person who is not disqualified under clause 46 as a director to fill a casual vacancy arising when an Elected Director ceases to hold office other than at an Annual General Meeting.
- 51.2 Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to the Company a statutory declaration confirming that, to the best of their knowledge and belief, they are not disqualified from being a director of the Company by virtue of anything in clause 46.

52 Term of office

- 52.1 Except in the circumstances outlined in clauses 45.3, 52.2 and 52.3, the directors will serve three year terms.
- 52.2 To stagger the terms of the directors, at least one third of the directors of the Company will retire at the second, third and fourth Annual General Meetings. The directors who must retire will be determined by the directors in advance of each Annual General Meeting.
- 52.3 At each Annual General Meeting, any director appointed by the directors to fill a casual vacancy must retire.
- 52.4 A director who retires may nominate for election or re-election or be reappointed by the directors, subject to clause 52.6.
- 52.5 A director retiring in accordance with clauses 45.3, 52.2 and 52.3 holds office until the conclusion of the General Meeting at which that director retires.
- 52.6 A director who has held office for a continuous period of nine years or more may only not be re-appointed or re-elected until the second Annual General Meeting after the end of their last term of office.

53 When a director stops being a director

A director stops being a director if they:

- (a) give no less than 14 days written notice of resignation as a director to the Company;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) accepts appointment to, or becomes the holder of a Disqualifying Position;
- (e) are absent for three consecutive directors' meetings without approval from the directors; or

- (f) become ineligible to be a director of the Company under the Corporations Act.

54 Election of chairperson

- 54.1 The directors must elect a director as the Company's Elected Chairperson.
- 54.2 The Elected Chairperson will take office at the meeting at which they are elected and will remain the Elected Chairperson, subject to remaining a director, until the end of the next Annual General Meeting at which an election of Elected Directors takes place.

Powers of directors

55 Powers of directors

- 55.1 The directors are responsible for managing and directing the activities of the Company to achieve the objects set out in clause 7.
- 55.2 The directors may use all the powers of the Company except for powers that, under the Corporations Act or this constitution, may only be used by members.
- 55.3 The directors must decide on the responsible financial management of the Company including:
 - (a) any suitable written delegations of power under clause 56; and
 - (b) how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved.
- 55.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a General Meeting.

56 Delegation of directors' powers

- 56.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the Company (such as a chief executive officer) or any other person, as they consider appropriate.
- 56.2 The delegation must be recorded in writing.

57 Payments to directors

- 57.1 The Company may pay fees to a director for acting as a director, where the members determine to do so. The amount of any directors' fees paid shall be determined by the members.
- 57.2 The Company may:
 - (a) pay a director for work they do for the Company, other than as a director, if the amount is no more than a reasonable fee for the work done; or
 - (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of the Company.

57.3 Any payment made under clause 57.2 must be approved by the directors.

57.4 The Company may pay premiums for insurance indemnifying directors, as allowed for by law (including the Corporations Act) and this constitution.

58 Execution of documents

The Company may execute a document without using a common seal if the document is signed by:

- (a) two directors of the Company; or
- (b) a director and the secretary.

Duties of directors

59 Duties of directors

The directors must comply with their duties as directors under the Corporations Act, other legislation and common law which include:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Company;
- (b) to act in good faith in the best interests of the Company and to further the objects of the Company set out in clause 7;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 60;
- (f) to ensure that the financial affairs of the Company are managed responsibly; and
- (g) not to allow the Company to operate while it is insolvent.

60 Conflicts of interest

60.1 A director must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a Circular Resolution):

- (a) to the other directors; or
- (b) if all of the directors have the same conflict of interest, to the members at the next General Meeting, or at an earlier time if reasonable to do so.

60.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.

60.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a Circular Resolution) must not, except as provided under clause 60.4:

- (a) be present at the meeting while the matter is being discussed; or

(b) vote on the matter.

60.4 A director may still be present and vote if:

- (a) their interest arises because they are a member of the Company, and the other members have the same interest;
- (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the Company;
- (c) their interest relates to a payment by the Company under clause 57, or any contract relating to an indemnity that is allowed under the Corporations Act;
- (d) the Australian Securities and Investments Commission makes an order allowing the director to vote on the matter; or
- (e) the directors who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of the Company; and
 - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

Directors' meetings

61 When the directors meet

The directors must meet at least 4 times per financial year. The directors may decide where and when they meet.

62 Calling directors' meetings

62.1 A director may call a directors' meeting by giving reasonable notice to all the other directors.

62.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all the directors.

63 Chairperson for directors' meetings

63.1 The Elected Chairperson will chair directors' meetings, subject to clause 63.2.

63.2 The directors at a directors' meeting may choose another director to be the chairperson for that meeting if the Elected Chairperson is:

- (a) not present within 30 minutes after the starting time set for the meeting; or
- (b) present but does not want to act as chairperson of the meeting.

64 Quorum at directors' meetings

64.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors.

64.2 A quorum must be present for the whole directors' meeting.

65 Using technology to hold directors' meetings

65.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the directors.

65.2 The directors' agreement may be a standing one.

65.3 A director may only withdraw their consent within a reasonable period before a meeting.

66 Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution.

67 Circular Resolutions of directors

67.1 The directors may pass a Circular Resolution.

67.2 A Circular Resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 67.3 or clause 67.4.

67.3 Each director may sign:

- (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
- (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.

67.4 The Company may send a Circular Resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect.

67.5 A Circular Resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 67.3 or clause 67.4.

Secretary

68 Appointment and role of secretary

68.1 The Company must have at least one secretary, who may also be a director.

68.2 A secretary must be appointed by the directors (after giving the Company their signed consent to act as secretary of the Company) and may be removed by the directors.

68.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.

68.4 The role of the secretary includes (but is not limited to):

- (a) maintaining a register of the Company's members; and

- (b) maintaining the minutes and other records of General Meetings (including notices of meetings), directors' meetings and Circular Resolutions.

Minutes and records

69 Minutes and records

- 69.1 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of General Meetings;
 - (b) minutes of Circular Resolutions of members;
 - (c) a copy of a notice of each General Meeting; and
 - (d) a copy of a Member's Resolution or Member's Statement distributed to members under clause 36.
- 69.2 The Company must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees); and
 - (b) Circular Resolutions of directors.
- 69.3 To allow members to inspect the Company's records:
- (a) the Company must give a member access to the records set out in clause 69.1; and
 - (b) the directors may authorise a member to inspect other records of the Company, including records referred to in clause 69.2 and clause 70.1.
- 69.4 The directors must ensure that minutes of a General Meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting; or
 - (b) the chairperson of the next meeting.
- 69.5 The directors must ensure that a record of a Circular Resolution is signed by a director within a reasonable time after the resolution is passed.

70 Financial and related records

- 70.1 The Company must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 70.2 The Company must retain its financial records for at least seven years after completion of the transaction to which the record relates.
- 70.3 The Company must also keep written records that correctly record its operations.

By-laws

71 By-laws

- 71.1 Subject to clause 71.2, the directors may pass a resolution to make by-laws to give effect to this constitution.
- 71.2 The by-laws must not conflict with those of the FA or FIFA.
- 71.3 Members and directors must comply with by-laws as if they were part of this constitution.

Notice

72 What is notice

- 72.1 Anything written to or from the Company under any clause in this constitution is written notice and is subject to clauses 73 to 75, unless specified otherwise.
- 72.2 Clauses 73 to 75 do not apply to a proxy form under clause 43.6.

73 Notice to the Company

Written notice or any communication under this constitution may be given to the Company, the directors or the secretary by:

- (a) delivering it to the Company's registered office;
- (b) posting it to the Company's registered office or to an alternative address notified by the Company to the members as the Company's alternative address; or
- (c) sending it to an electronic address notified by the Company to the members as the Company's electronic address.

74 Notice to members

- 74.1 Written notice or any communication under this constitution may be given to a member:
 - (a) in person;
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices; or
 - (c) sending it to an electronic address nominated by the member as an alternative address for service of notices (if any).
- 74.2 If the Company does not have an address for the member, the Company is not required to give notice in person.

75 When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered;

- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs; and
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent.

Financial year

76 Company's financial year

The Company's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access

77 Indemnity

- 77.1 The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the Company.
- 77.2 In this clause, "officer" means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 77.3 In this clause, "to the relevant extent" means:
 - (a) to the extent that the Company is not precluded by law (including the Corporations Act) from doing so; and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 77.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.

78 Insurance

To the extent permitted by law (including the Corporations Act), and if the directors consider it appropriate, the Company may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company.

79 Directors' access to documents

- 79.1 A director has a right of access to the financial records of the Company at all reasonable times.
- 79.2 If the directors agree, the Company must give a director or former director access to:
 - (a) certain documents, including documents provided for or available to the directors; and
 - (b) any other documents referred to in those documents.

Winding up

80 Surplus Assets not to be distributed to members

If the Company is wound up, any Surplus Assets must not be distributed to a member or a former member of the Company, unless that member or former member is an organisation described in clause 81.1.

81 Distribution of Surplus Assets

81.1 Subject to the Corporations Act, any other applicable legislation and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more organisations:

- (a) with objects similar to, or inclusive of, the objects in clause 7; and
- (b) which also prohibit the distribution of any Surplus Assets to its members to at least the same extent as the Company.

81.2 The decision as to the organisation or organisations to be given the Surplus Assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Company may apply to the Supreme Court to make this decision.

Definitions and interpretation

82 Definitions

In this constitution:

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

AFC means the Asian Football Confederation.

Affiliate means anybody or person who is a member of or is affiliated or registered with the Company, including without limitation a director, officer, employee, member, committee, referee manager, coach, player or Registered Participant.

Annual General Meeting means the General Meeting held annually pursuant to clause 28.

Appointed Director means a director appointed by the directors under clause 50.1.

Circular Resolution means a resolution of members or directors passed without a meeting being held in the manner outlined in clause 38 (for members' resolutions) or clause 67 (for directors' resolutions).

Company means the company referred to in clause 1.

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

Disqualifying Position means:

- (a) a position as an employee of the Company or of FA; or
- (b) any Official Position.

Elected Chairperson means a person elected by the directors to be the Company's chairperson under clause 54.

Elected Director means a director elected under clause 47.

FA means Football Australia Limited ABN 28 106 478 068.

FIFA means Federation Internationale de Football Association.

Financial Statements means a statement of financial performance, a statement of financial position, a statement of cashflows and notes to each of these statements.

Football means "Association Football" as recognised by FIFA from time to time. To avoid doubt, at the date of incorporation of the Company, Football includes the games of soccer, soccer football, indoor or 5 a side (Futsal) soccer, beach soccer and small-sided soccer/football games.

Football Code of Conduct means the code of conduct so named published by FA and notified to members of FA, as amended from time to time.

General Meeting means a meeting of members.

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

Grievance Procedure means the procedures so named published by the Company, as amended from time to time.

IFA Standards means the by-laws enacted by the directors from time to time that are described as forming part of the IFA Standards.

Initial Directors means the people who consented to act as directors and are named as directors in the application for registration of the Company.

Initial Member means an individual or organisation named in the application for registration of the Company, with its consent, as a proposed member of the Company that meets the eligibility criteria outlined in clause 17.1.

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

Members Present means, in connection with a General Meeting, each member present in person, by representative or by proxy at the venue or venues for the meeting.

Member's Resolution has the meaning given to that term in clause 36.1(a).

Member's Statement has the meaning given to that term in clause 36.1(b).

Official Position means:

- (a) any person who holds a position, whether elected or appointed, as president, vice-president, secretary, treasurer, director, committee member, officer or employee of a Registered Football Coaching Provider or Registered Football Competition or other entity (excluding the Company or FA) conducting, participating in or administering Football or any Football competition in Australia; or

- (b) any person involved with the management, preparation or participation of a team competing in a competition conducted and run directly by the Company or any of its members (whether paid or unpaid) including the technical directors, coaches, assistant coaches, managers, medical staff, gear persons and other support staff; or
- (c) a member of a sub-committee established by the directors under clause 56.

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

Registered Football Coaching Provider means a for-profit business (however structured) that provides coaching, training and/or education of Football in Australia. The definition of Registered Football Coaching Provider is intended to capture all independent for-profit Football providers in Australia.

Registered Football Competition means a for-profit business (however structured) that facilitates a Football competition, tournament or league in Australia.

Registered Participant means a person registered by the Company under clause 12 in the category of:

- (a) player (including junior players) registered with a Registered Football Coaching Provider and/or to play in any competition, tournament or league through a Registered Football Competition;
- (b) Accredited referee;
- (c) Accredited coach; or
- (d) any other individual that the Company recognises as contributing to independent Football in Australia.

Relevant FA By-Laws means any FA by-laws that apply to the Company or its members from time to time.

Special Resolution means a resolution:

- (a) of which notice has been given under clause 29.5(c); and
- (b) that has been passed by at least 75% of the votes cast by Members Present and entitled to vote on the resolution.

Statement of Intent means the written agreement between the directors and the Executive Panel which outlines the agreed objectives and values of the Company and the values that they will adhere to in their dealings with each other.

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

Surplus Assets means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

83 Reading this constitution with the Corporations Act

- 83.1 The replaceable rules set out in the Corporations Act do not apply to the Company.
- 83.2 The Corporations Act overrides any clause in this constitution which is inconsistent with the Corporations Act.
- 83.3 A word or expression that is defined in the Corporations Act or used in that Act and covering the same subject, has the same meaning as in this constitution.

84 Interpretation

In this constitution:

- (a) the words “including”, “for example”, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression; and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).