



Founded 1980

CONSTITUTION

OF

TRARALGON OLYMPIANS

SOCCER CLUB

INCORPORATED A4998

(1985)

Constitution

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1 Statement of Purpose

1.1 Purpose

The purposes of the Association are:

1. To practice, cultivate and promote the game of soccer in the Latrobe Valley area.
2. To provide opportunities for the promotion, friendly relationship and social interaction between all members of the Club.
3. To sponsor and promote social, literary, cultural, sporting, athletic and recreational activities among members of the club.
4. To foster, promote encourage and to do everything possible to assist and further the advancement of the Traralgon Olympians Soccer Club or any other sporting body which may become associated with the Club.
5. Such other objects as the members shall from time to time determine but always having in mind the advancement of and the best interest of the game of soccer and the engendering by association of a fraternal feeling amongst members.
6. be the member Club of FFA and to comply with the constitution and by-laws of FFA and FFV
7. Prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;
8. prevent racial, religious, gender or political discrimination or distinction among Football players;
9. 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;
- 10 Solely for the purpose of furthering the purposes set out above the Association shall have power:
 - a) to subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
 - b) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
 - c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any

rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- d) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements rights privileges and concessions.
- e) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- f) To construct improve, maintain, develop, work, manager, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidise or otherwise assist and take part in the constructions, improvements maintenance development, working, management, carrying out alteration or control thereof.
- g) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- h) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- i) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- j) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- k) To draw, make accept, endorse, discount execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- l) To sell improve, manager, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

- m) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Associations property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- n) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (c)
- o) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- p) To print and publish any newspapers, periodicals, books, leaflets or electronic article that the Association may think desirable for the promotion of its objects.
- q) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rules.
- r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- s) To transfer all or any part of the property, assets, liabilities and engagements to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- t) To make donations for patriotic, charitable or community purposes.
- u) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association

1.2 Alteration of purpose and Constitution

Any amendment or alteration of the objects of any 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.

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 7.6**;
- (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.
- (e) Full members over 18 yrs of age, subject to this constitution, shall have the right to be present, debate & vote at General meetings.

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 Secretary; and
- (b) accompanied by the appropriate fee, if any.
- (c) Before admission as a Member, an applicant must sign an application (Appendix 1) agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations
- (d) As soon as is practicable after the receipt of a nomination, the secretary shall refer the nomination to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (e) Upon a nomination being approved by the Committee, The Secretary shall notify the nominee that he is approved for membership of the association and request payment within 28 days after notification of the sum payable under these rules as the entrance fee and the first year's annual subscription.
- (f) Life membership is awarded in accordance with rule 7

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) the termination of their membership according to this Constitution; or
- (d) 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. The Annual Subscription is payable in advance on or before the **30th June in each year**. To avoid doubt, the directors or Club must not strike or impose any fee, subscription or other amount on any Member.

- (a) which relates solely or principally to the right to attend, debate or vote in general meeting:

- (b) in addition to the Association's regular membership fee, for the right of a Member to attend, debate or vote in general meeting; or
- (c) in any other ways disassociates attendance, participation or voting rights at general meetings from the usual rights of Members whether they participate in the Club as players, administrators, officials or otherwise.

3.10 Disciplining Members

1. Subject to this constitution, the Committee may by resolution
 - a) Expel a member from the association
 - b) Suspend a member for a specified period
 - c) Fine a member in accordance with the regulations, if the Committee is of the opinion that the member –
 - I. Has refused or neglected to comply with these rules; or
 - II. Has been guilty of conduct unbecoming a member or prejudicial to the interests of the association.
2. A resolution of the Committee under rule 3.10.1
 - a) Does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under rule 3.10.3 confirms the resolution in accordance with this rule and
 - b) Where, the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
3. Where, the committee passes a resolution under rule (3.10.1) the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
 - a) Setting out the resolution of the Committee and the grounds on which it is based;
 - b) Stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - c) Stating the date, place and time of that meeting;
 - d) Informing the member that he may do on or more of the following –
 - (i) Attend the meeting;
 - (ii) Give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;

(iii) Not later than 24 hrs before the date of the meeting, lodge with the secretary a notice of the effect that he wishes to appeal to the Association in general meeting against the resolution.

4. At a meeting of the Committee held in accordance with sub-clause (2), the Committee

- (a) shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member;
- (c) and shall by resolution determine whether to confirm or to revoke the resolution.

5. Where the secretary received a notice under rule 3.10.3, the Committee shall be notified and a general meeting convened of the Association, to be held within 21 days after the date on which the secretary received the notice.

6. At the general meeting of the Association convened under rule 3.10.5

- a) no business other than the question of the appeal shall be transacted;
- b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- c) the member shall be given an opportunity to be heard; and
- d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7. If at the general meeting:

- a) two-thirds of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- b) in any other case, the resolution is revoked.

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.

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4 General meetings

4.1 Annual general meeting

Annual general meetings of the Club are to be held according to the Act, in the month of November in each year.

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 16** 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.

4.6 Ordinary Business of the Annual General Meeting shall be :

1. to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
2. to receive from the Committee reports upon the transactions of the Association during the last preceding financial year;
3. to elect officers of the association and the ordinary members of the Committee; and
4. to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to **rule 5.4** 70% 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), 7** 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 minutes after the time appointed for the holding of the meeting or is unable or unwilling to act, the Vice-President shall preside as President. If President & Vice-President are absent, 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, with the consent of 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.

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 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 or against the resolution.

5.11 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the 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.

5.12 Objection to voting qualification

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

- (a) may not be raised except at that meeting; and
 - (b) must be referred to the chairman of the meeting, whose decision is final.
- A vote not disallowed under the objection is valid for all purposes.

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.

1. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid.

6.2 Proxy voting

Proxy voting is not permitted at meetings of the Club, unless a Directors meeting

6.3 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.

6.4 Disputes

- (a) This **rule 6.4** 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/GSL.
- (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.

7 Patrons and Life Members

7.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Club.

7.2 Rights of Patrons

Patrons are:

1. entitled to notice of all general meetings;
2. entitled to attend and speak at general meetings; and
3. not entitled to vote at any general meeting.

7.3 Eligibility for Life Membership

Any Member or Director may nominate an individual for admission as a Life Member of Traralgon Olympians Soccer Club.

- 10 years service on committee(not necessarily consecutive)
- Players – having played 350 games with club at Seniors/Reserves/2nd Division, including cup games.
- Support of the club in various roles over a period of 10 consecutive years.
- Members majority 2/3rds vote

7.4 Nomination requirements

A nomination under **rule 7.3** 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.

7.5 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.

7.6 Rights of Life Members

A Life Member:

- (a) Is 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 for unbecoming conduct
- (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, speak and vote at general meetings.

8 Directors

8.1 Number of Directors

There are to be 11 Directors comprised as follows:

- (a) the President;
- (b) Vice President;
- (c) the Secretary;
- (d) the Treasurer; and
- (e) up to 7 other committee members;

who must be Ordinary Members, Life Members or Full Members and who shall be elected under **rule 8.2**.

8.2 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.

8.3 Term of office

The President and Secretary shall hold office for a term of two alternative years 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.

8.4 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 second term of office.

8.5 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 8.3**.

8.6 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 Powers and duties of Directors

9.1 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.

9.2 Minutes

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

9.3 Signing Cheques and other negotiable instruments

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

9.4 Custody of Books

Secretary - Minutes, Correspondence, Club Records

Treasurer - Cheque books, deposit books and all accounts

10 Proceedings of Directors

10.1 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.

10.2 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.

10.3 Quorum

Until otherwise determined by the Directors, 7 Directors (at least two of whom are entitled to vote) present in person or by proxy is a quorum.

10.4 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.

10.5 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. (Appendix 2)

The appointment must be for a particular meeting.

10.6 Convening meetings

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

10.7 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.

10.8 Committees

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

10.9 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.

10.10 Committee meetings

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

10.11 Circulating resolutions

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

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

The resolution is passed when the last Director signs.

10.12 Validity of acts of Directors

Everything done at a Directors' meeting or a Sub-Committee meeting, or by a person acting as a Director, 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.

10.13 Conflicts of interest

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

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

Any such material personal interest must otherwise be dealt with in accordance with the Act

11 Secretary

11.1 Election & Appointment of Secretary

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

- (a) must be resident in the State; and
 - (i) in the case of 1st Secretary, is the person who fills the office of first secretary in accordance with the Act; or
 - (ii) in any other case, is the person elected or appointed in accordance with these rules
- (b) must be over 18 years of age and
- (c) is to be appointed by the Directors.

11.2 Vacation in office of Secretary

The office of Secretary is vacated if the Secretary ceases to reside in Australia or otherwise in accordance with rule 8.6

11.3 Powers, duties and authorities of Secretary

The Secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities set out under the act and otherwise as determined by the Directors

12 By-laws

12.1 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 by the Act

Subject to the Act 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.

12.2 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.

13 Seals

13.1 Safe custody of common seals

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

13.2 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.

14 Funds

14.1 Source of Funds

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

14.2 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.

15 Inspection of records

15.1 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.

15.2 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.

16 Service of documents

16.1 Document includes notice

In this **rule 16, document** includes a notice.

16.2 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.

16.3 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.

16.4 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.

16.5 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.

17 Indemnity

17.1 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.

17.2 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.

18 Winding up

18.1 Contributions of Members on winding up

Members liability shall be NIL as per clause 3.8

18.2 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.

19 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.

20 FFA and FFV

20.1 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.

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

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)

Club means the Traralgon Olympians Soccer Club Incorporated.

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

Committee means the Committee of Management of the Association

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

Corporations Act means the Corporations Act 2001 (Cth).

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

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.

FFV means Football Federation Victoria Incorporated.

FIFA means Federation Internationale de Football Association.

Financial Year means year ending on 31st October.

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.

Full Members means a person admitted to membership under rule 3.5

General Meeting means a General Meeting of members convened in accordance with Rule 10

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 7**.

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 7.1**.

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

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

Registrar has the meaning given to it in the Act.

Regulations means the regulations under the Act

Secretary has the meaning and functions accorded to that office as set out 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
- (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.

22. TRUSTEES

22.1 First Trustees

The First Trustees of the Club shall be:-

1. Jim Fkiaras
2. Joe Levy
3. George Labros.

22.2 Number of Trustees

At all times there shall be at least 3 Trustees of the Club(uneven numbers required)

22.3 Change of Trustees

- (a) A Trustee by notice in writing to the Club ;mar retire at any time.
- (b) The Trustees may resolve at any time to remove a Trustee.
- (c) The remaining Trustees may appoint any life member or any eminent resident of Traralgon as a substitute Trustee.

22.4 Decision of Trustees

- (a) All decisions of the Trustees shall be by a majority decision.
- (b) A decision may be made by a vote or by a ballot.
- (c) Any meeting of the Trustees may be held in person, by conference phone or by video.

22.5 Role of Trustees

- a) Any decision of the Club to spend more than six thousand dollars(\$6,000.00) in any calendar year on any particular expense shall require ratification in writing by the trustees.
- b) The Trustees shall reply to the Club within fourteen(14) days of a written request to ratify the proposed expenditure being delivered to the Trustee nominated by the Trustees to adept such requests. The ratification must be received by the Club prior to the club incurring the expenditure.
- c) The Trustees shall provide such assistance or advice as the Club may request form time to time.
- d) The Trustees shall at all times act in a reasonable manner and shall endeavour to promote the best interests of the Club.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
TRARALGON OLYMPIANS SOCCER CLUB INC**

I,....., ofapply to become a
(name) (address)

member of Incorporated
(name of Club)

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

- (a) this Constitution;
- (b) 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.

.....
Signature of applicant

Date

Date of Committee Acceptance...../...../.....

SECRETARY.....

DUE BY 30th June

APPENDIX 2
DIRECTOR
FORM OF APPOINTMENT OF PROXY

I,
(name)

of
(address)

being a Director of: TRARALGON OLYMPIANS SOCCER CLUB INC
(name of Incorporated Club)

appoint
(name of proxy holder) (a director)

of
(address of proxy holder)

being a member of that Incorporated Club, as my proxy to vote for me on my behalf at the annual/special* general 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

