

Constitution

**Football Federation SA Incorporated**

An Association incorporated under the Associations Incorporations  
Act 1985

# Constitution

<b>1</b>	<b>Name and Objects of Association</b>	<b>1</b>
1.1	Name	1
1.2	Objects	1
<b>2</b>	<b>Income and payments</b>	<b>2</b>
2.1	Application of income	2
2.2	No dividends, bonus or profit to be paid to Members	2
2.3	Payments in good faith	2
<b>3</b>	<b>Membership</b>	<b>2</b>
3.1	First Members	2
3.2	Members	2
3.3	Duration of membership	3
3.4	Zones	3
3.5	Zone Representatives	3
3.6	Clubs and Registered Participants in Zones	3
3.7	Advisory Groups	4
3.8	Admission of Members	4
3.9	Ceasing to be a Member	5
3.10	No claim against the Association	5
3.11	Members liability	5
3.12	Members subscriptions	5
3.13	Disciplining members	6
3.14	Register of Members	6
<b>4</b>	<b>General meetings</b>	<b>6</b>
4.1	Annual general meeting	6
4.2	Power to convene special general meeting	6
4.3	Notice of general meeting	6
4.4	Directors entitled to attend general meetings	6
4.5	Cancellation of, change of venue for, or postponement of general meeting	6
4.6	Written notice of cancellation of, change of venue for, or postponement of general meeting	6
4.7	Contents of notice postponing general meeting	7
4.8	Number of clear days for postponement of general meeting	7
4.9	Business at postponed general meeting	7
4.10	Proxy or attorney at postponed general meeting	7
4.11	Non-receipt of notice	7
<b>5</b>	<b>Proceedings at general meetings</b>	<b>8</b>
5.1	Number for a quorum	8
5.2	Requirement for a quorum	8
5.3	Quorum and time	8
5.4	Adjourned meeting	8
5.5	Chairman to preside over general meetings	8
5.6	Conduct of general meetings	9
5.7	Adjournment of general meeting	9
5.8	Notice of adjourned meeting	10
5.9	Questions decided by majority	10
5.10	Equality of votes and casting vote for chairman	10
5.11	Declaration of results	10
5.12	Poll	10

5.13	Objection to voting qualification	11
5.14	Chairman to determine any poll dispute	11
<b>6</b>	<b>Votes of Members</b>	<b>11</b>
6.1	Votes of Members	11
6.2	Votes on a show of hands	11
6.3	Votes on a poll	11
6.4	Relativity of votes	11
6.5	Suspension of voting rights	12
6.6	Right to appoint proxy	12
6.7	Right to appoint attorney	12
<b>7</b>	<b>Obligations to FFA</b>	<b>12</b>
7.1	Constitution and By-laws	12
7.2	Enforcement of rules	12
7.3	Register of participants	13
7.4	Financial year and Financial Statements	13
<b>8</b>	<b>Compliance and co-operation with FFA and referral of disputes</b>	<b>13</b>
8.1	Compliance and co-operation	13
8.2	Referral of disputes	14
<b>9</b>	<b>Patrons and Life Members</b>	<b>14</b>
9.1	Appointment and removal of Patrons	14
9.2	Rights of Patrons	14
9.3	Eligibility for Life Membership	14
9.4	Nomination requirements	14
9.5	Admission to Life Membership	15
9.6	Rights of Life Members	15
9.7	Patrons and Life Members are not Members	15
<b>10</b>	<b>Directors</b>	<b>15</b>
10.1	All Directors are Committee members	15
10.2	Number of Directors	15
10.3	First Directors	16
10.4	Interim Directors	16
10.5	Term of Office	16
10.6	Retirement of Interim Directors and Rotation of Elected Directors	17
10.7	Directors to retire	17
10.8	Office held until end of meeting	17
10.9	Director elected at general meeting	18
10.10	Eligibility	18
10.11	Nomination of persons for election as Elected Directors	18
10.12	Nominations Committee	19
10.13	Procedure for Election of Elected Directors	21
10.14	Maximum term of office	22
10.15	Casual vacancy	22
10.16	Appointed Directors	23
10.17	Chairman	23
10.18	Deputy Chairman	24
10.19	Removal of Deputy Chairman from office	24
10.20	Remuneration of Directors	24
10.21	Vacation of office	24

<b>11</b>	<b>Powers and duties of Directors/Committee</b>	<b>25</b>
11.1	Directors to manage Association	25
11.2	Specific powers of Directors	25
11.3	Appointment of attorney	25
11.4	Provisions in power of attorney	25
11.5	Minutes	25
11.6	Signing cheques	25
<b>12</b>	<b>Proceedings of Directors</b>	<b>25</b>
12.1	Directors meetings	25
12.2	Questions decided by majority	26
12.3	Chairman's casting vote	26
12.4	Quorum	26
12.5	Effect of vacancy	26
12.6	Alternate directors	27
12.7	Convening meetings	27
12.8	Notice of meetings of directors	27
12.9	Chairman to preside at Directors' meeting	29
12.10	Delegation to individual Directors	29
12.11	Powers delegated to persons or committees	29
12.12	Committee meetings	30
12.13	Circulating resolutions	30
12.14	Validity of acts of Directors	31
12.15	Interested Directors	31
<b>13</b>	<b>Chief Executive Officer</b>	<b>32</b>
13.1	Appointment of Chief Executive Officer	32
13.2	Powers, duties and authorities of Chief Executive Officer	32
13.3	Suspension and removal of Chief Executive Officer	32
13.4	Chief Executive Officer to attend Directors' meetings	32
<b>14</b>	<b>Secretary and Public Officer</b>	<b>32</b>
14.1	Appointment of Secretary	32
14.2	Suspension and removal of Secretary	32
14.3	Powers, duties and authorities of Secretary	32
14.4	Appointment of Public Officer	32
14.5	Suspension and removal of Public Officer	32
14.6	Powers, duties and authorities of Public Officer	33
14.7	One person may occupy both offices	33
<b>15</b>	<b>Auditor</b>	<b>33</b>
15.1	Appointment of Auditor	33
15.2	Remuneration of Auditor	33
<b>16</b>	<b>By-laws</b>	<b>33</b>
16.1	Making and amending By-laws	33
16.2	Effect of By-law	33
<b>17</b>	<b>Seals</b>	<b>33</b>
17.1	Safe custody of common seals	33
17.2	Use of common seal	33

<b>18</b>	<b>Funds</b>	<b>34</b>
18.1	Source of funds	34
18.2	Funds management	34
<b>19</b>	<b>Inspection of records</b>	<b>34</b>
19.1	Inspection by Members	34
19.2	Right of a Member to inspect	34
<b>20</b>	<b>Service of documents</b>	<b>34</b>
20.1	Document includes notice	34
20.2	Methods of service	34
20.3	Methods of service on the Association	34
20.4	Post	35
20.5	Fax or electronic transmission	35
<b>21</b>	<b>Indemnity</b>	<b>35</b>
21.1	Indemnity of officers	35
21.2	Insurance	36
<b>22</b>	<b>Winding up</b>	<b>36</b>
22.1	Excess property on winding up	36
<b>23</b>	<b>Definitions and interpretation</b>	<b>36</b>
23.1	Definitions	36
23.2	Interpretation	40
23.3	Headings	41
23.4	“Include” etc	41
23.5	Powers	41

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## **1 Name and Objects of Association**

### **1.1 Name**

The name of the Association is Football Federation SA Incorporated.

### **1.2 Objects**

The objects for which the Association is established are:

- (a) to be the member of FFA in respect of the State and to comply with the constitution and by-laws of FFA;
- (b) to govern, administer and regulate Football throughout the State and protect Football from abuse;
- (c) to provide and promote Football as an undertaking which benefits communities within the State through the enhancement of and improvement in, the health and general well-being of participants;
- (d) to provide and promote education of Football players, coaches, referees and administrators;
- (e) to prevent infringement of the constitution, statutes, regulations and by-laws of FFA to the extent it is able to do so;
- (f) to foster friendly relations among the officials and players of Football by encouraging Football games in the State;
- (g) to take all reasonable steps to ensure that there is no discrimination or distinction among Football participants on any grounds regulated under any Equal Opportunity Law;
- (h) to promote, provide for, regulate and manage Football tournaments and games in the State;
- (i) to promote, provide for, regulate and manage Football players representing the State;
- (j) to co-operate with FFA, other members of FFA 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;
- (k) to facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football in the State; and
- (l) to carry on any business, enterprise or undertaking in any sphere or activity which is permitted by law.

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## **2 Income and payments**

### **2.1 Application of income**

All the Association'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 Association's profits or other income or property may be transferred to the Members, directly or indirectly, by any means.

### **2.3 Payments in good faith**

Subject to rule 20, rule 2.2 does not prevent the payment in good faith to an officer or Member, to a firm of which an officer or Member is a partner or to an Association of which an officer or Member is a director or shareholder:

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

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## **3 Membership**

### **3.1 First Members**

The First Members are the First Directors nominated in accordance with rule 10.3 whilst they remain as Directors and the Interim Directors who supplement or replace any First Directors.

When the last of the individuals referred to in rule 3.2 are admitted to membership, the membership of each of the First Members automatically ceases.

### **3.2 Members**

Once the Zone Committees and the Advisory Groups have held their respective initial elections under the respective By-Laws, the Directors must invite:

- (a) two Zone Representatives elected from each Zone; and
- (b) the chair of each Advisory Group,

to apply for membership.

The Directors must admit to membership under this rule 3.2 each of those individuals who accept the invitation according to rule 3.8.

### **3.3 Duration of membership**

An individual admitted to membership according to rule 3.2(a) will cease to be a Member if his or her membership is terminated under rule 3.6(b)(i) or according to the By-law adopted under rule 3.5 . This By-law must be in a form approved by FFA.

### **3.4 Zones**

The State must be divided into Zones.

Zone boundaries will initially be those fixed by FFA and defined in the By-laws. With the consent of FFA, the Directors may redraw Zone boundaries from time to time.

The Directors must adopt a By-law that defines the Zone boundaries. This By-law must be in a form approved by FFA.

### **3.5 Zone Representatives**

The Directors must adopt a By-law which regulates the functions of Zone Representatives and the election of, vacation of office by, and removal of, Zone Representatives. This By-law must be in a form approved by FFA.

### **3.6 Clubs and Registered Participants in Zones**

Each Zone Representative:

- (a) must cause the Clubs by which they were elected to procure that each Registered Participant who participates in Football competitions in the Zone represented by that Zone Representative:
  - (i) agrees to be bound by the Laws of the Game, the Statutes and Regulations, the Football Code of Conduct and those of the By-laws expressed to apply to or in relation to Registered Participants (**Relevant By-laws**);
  - (ii) without limiting rule 3.6(a)(i), agrees to pay the fees and subscriptions set out in, or determined under, the Relevant By-laws;
  - (iii) agrees to be bound by the Grievance Procedure and the dispute resolution process set out in rule 8.2:
    - (A) while a Registered Participant; and
    - (B) after ceasing to be a Registered Participant, in respect of disputes relating to a matter arising while they were a Registered Participant;
  - (iv) is notified on registration of how and where a copy of the Laws of the Game, the Statutes and Regulations, the Football Code of Conduct, the Relevant By-laws and the Grievance Procedure can be obtained; and



- (b) who does not comply with rule 3.6(a), may, at the absolute discretion of the Directors:
  - (i) have their membership terminated by the Directors; or
  - (ii) have their voting rights suspended under rule 6.5.

### **3.7 Advisory Groups**

- (a) The Directors must, as soon as practicable, establish:
  - (i) a referees' Advisory Group;
  - (ii) a coaches' Advisory Group;
  - (iii) a women's Advisory Group;
  - (iv) a futsal Advisory Group;
  - (v) a juniors' Advisory Group;
  - (vi) a premier and state leagues' Advisory Group; and
  - (vii) an amateurs' Advisory Group.
- (b) In addition to the Advisory Groups referred to in rule 3.7(a), the Directors may, with the consent of FFA, establish any other Advisory Group they think fit but any such Advisory Group will be an interim Advisory Group until such time as the Directors by majority resolve, approved by FFA, that the Advisory Group is no longer interim.
- (c) An Advisory Group is established by a By-law made by the Directors. This By-law must be in a form approved by FFA.
- (d) In respect of each Advisory Group the By-law referred to in rule 3.7(c) must provide for its functions, membership and operation.
- (e) The Directors may with the consent of the FFA dissolve any established under rule 3.7(b) by repealing the By-law under which it is established.

### **3.8 Admission of Members**

- (a) Before admission as a Member, a person invited by the Directors to apply for membership must sign an application agreeing to be bound by:
  - (i) this Constitution;
  - (ii) the By-laws;
  - (iii) the Statutes and Regulations; and

- (iv) the Grievance Procedure and the dispute resolution process set out in rule 8.2:
  - (A) while a Member; and
  - (B) after ceasing to be a Member, in respect of disputes relating to a matter arising while they were a Member.
- (b) Subject to rule 3.2, on receipt by the Secretary of the signed application, the applicant becomes a Member.

### **3.9 Ceasing to be a Member**

Subject to rule 3.3, a person ceases to be a Member on:

- (a) resignation;
- (b) death;
- (c) becoming bankrupt or insolvent or making an arrangement or composition with creditors of the person's joint or separate estate generally;
- (d) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (e) the termination of their membership according to this Constitution;
- (f) the expiry of the term of their membership according to rule 3.1 or 3.3; or
- (g) in the case of a Member admitted according to rule 3.2(b), their ceasing to be the chair of the relevant Advisory Group.

For the purposes of rule 3.9(a), a Member may resign as a member of the Association by giving 14 days written notice to the Directors.

### **3.10 No claim against the Association**

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

### **3.11 Members liability**

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

### **3.12 Members subscriptions**

There are no membership fees, subscriptions or other amounts payable by the Members as Members.

### **3.13 Disciplining members**

The Directors have no right to discipline a Member as a Member.

### **3.14 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 Association; and
- (c) if applicable, the date of, and reasons for, termination of membership of each Member.

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## **4 General meetings**

### **4.1 Annual general meeting**

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

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

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

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

At least twenty-one days notice must be given of a general meeting. Notice of a general meeting must be given according to rule 20 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 Cancellation of, change of venue for, or postponement of general meeting**

Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit and at least 48 hours prior to the time the meeting is to be held, cancel the meeting, change the venue for the meeting, or postpone the meeting to a date and time they determine.

### **4.6 Written notice of cancellation of, change of venue for, or postponement of general meeting**

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

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under this Constitution or under the Act.

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

A notice postponing a general meeting must specify:

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

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

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

#### **4.9 Business at postponed general meeting**

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

#### **4.10 Proxy or attorney at postponed general meeting**

Where:

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

then that later date is substituted for the date specified in the instrument or the changed venue is substituted for the venue specified in the instrument (as the case may be), unless the appointing Member notifies the Association in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

#### **4.11 Non-receipt of notice**

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

- (i) the non-receipt or failure occurred by accident or error; or
- (ii) before or after the meeting, the person waives notice of the meeting under rule 4.6(b) where permitted to do so by the Act, or notifies the Association of the person's agreement to that act, matter, thing or resolution by notice in writing to the Association.

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## **5 Proceedings at general meetings**

### **5.1 Number for a quorum**

Subject to rule 5.4, 60% by number of those persons who are Members and who are present 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, except the election of a chairman of the meeting and the adjournment of the 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), 40% 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 Chairman to preside over general meetings**

The Chairman is entitled to preside at general meetings as chairman of the meeting.

If a general meeting is convened and there is no Chairman, or the Chairman is not present within 15 minutes after the time appointed for the

holding of the meeting or is unable or unwilling to act, the following will preside (in order of entitlement) as chairman of the meeting:

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

## **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 of a general meeting under this rule is final.

## **5.7 Adjournment of general meeting**

- (a) The chairman of a general meeting may at any time during the meeting adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.
- (c) The chairman of a general meeting may, but need not, seek any approval for the adjournment.
- (d) Unless required by the chairman of a general meeting, a vote may not be taken or demanded in respect of any adjournment.
- (e) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (f) Where a meeting is adjourned, the Directors may change the venue of, postpone or cancel the adjourned meeting unless the meeting was called and arranged to be held by the Members.

## **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 or the venue for the adjourned meeting is changed.

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 and rule 6.4, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

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

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

## **5.11 Declaration of results**

- (a) At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless, before the vote is taken or immediately after the declaration of the result of a show of hands, a poll is properly demanded (and the demand is not withdrawn):
  - (i) by the chairman of the meeting; or
  - (ii) by at least 1 Member present and having the right to vote on the resolution.
- (b) Unless a poll is properly demanded, a declaration by the chairman of the meeting 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 Association, is conclusive evidence of the fact.
- (c) Neither the chairman of the meeting 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.

## **5.12 Poll**

- (a) 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.
- (b) A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.
- (c) A demand for a poll may be withdrawn.

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

### **5.13 Objection to voting qualification**

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

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

A vote not disallowed by the chairman of the meeting under this rule 5.13 is valid for all purposes.

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

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

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## **6 Votes of Members**

### **6.1 Votes of Members**

At a general meeting, on a show of hands and on a poll, each of the following Members present at a general meeting has one vote:

- (a) a Zone Representative; and
- (b) an Advisory Group member.

No other Member is entitled to vote at a general meeting.

### **6.2 Votes on a show of hands**

On a show of hands, where a person present at a general meeting represents personally or by proxy or attorney more than 1 Member who is entitled to vote, that person is entitled to only 1 vote despite the number of Members the person represents.

### **6.3 Votes on a poll**

On a poll, each person present who is a proxy or attorney of a Member has (in addition to any vote or votes to which they themselves are entitled if they are also a Member), for each Member they represent, the number of votes that member is entitled to cast on a poll.

### **6.4 Relativity of votes**

Despite any other provision in this Constitution whenever each of the Zone Representatives present and eligible to vote, vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be 76% of the votes cast.



## **6.5 Suspension of voting rights**

The voting rights of a Zone Representative may be suspended while the payment of any amount determined under rule 3.6(a)(ii) to be payable by a Relevant Zone Participant is in arrears.

No other rights of the Zone Representative are affected.

## **6.6 Right to appoint proxy**

A Member entitled to attend a meeting of the Association or of any class of Members is entitled to appoint another person as their proxy to attend the meeting in their place.

In the case of an Advisory Group Member the appointment of a proxy must be approved by the relevant Advisory Group.

In the case of a Zone Council Member the appointment of a proxy must be approved by the relevant Zone Council.

A proxy has the same right as the Member to speak and vote at the meeting and may be appointed in respect of more than one meeting.

## **6.7 Right to appoint attorney**

A Member may appoint an attorney to act on the Member's behalf at all or any meetings of the Association or of any class of Members.

To be effective, an instrument appointing an attorney, together with any evidence of non-revocation the Directors require, must be received by the Association at least 48 hours before the meeting.

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# **7 Obligations to FFA**

## **7.1 Constitution and By-laws**

- (a) The Members must amend this Constitution, and the Directors must adopt, revoke or amend the By-laws, to promptly adopt changes in the model constitution and by-laws promulgated by FFA from time to time.
- (b) The Members must not otherwise amend this Constitution, and the Directors must not otherwise adopt, revoke or amend any By-laws, without the consent in writing of FFA.
- (c) Any amendment to this Constitution and any adoption, revocation or amendment of any By-law in breach of rule 7.1(b) will be invalid.

## **7.2 Enforcement of rules**

The Association must promulgate and comply with the Statutes and Regulations.

The Association must promulgate and enforce the Laws of the Game.

### **7.3 Register of participants**

- (a) The Association must maintain a database of Registered Participants.
- (b) The database is to be established and maintained in the form, and contain the details, required by FFA from time to time.
- (c) The Association must provide FFA with a copy of its database by 1 March and 1 September each year, certified by the Chief Executive Officer to be true and correct as at the previous 31 December and 30 June respectively.
- (d) The Association must permit FFA to audit, or permit a third party appointed by FFA to audit, a database maintained under this rule at its discretion and the Association must co-operate with FFA and do everything reasonably required by FFA to facilitate the audit.
- (e) In fulfilling its obligations under this rule 7.3, the Association must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Cth), whether or not the Association is otherwise bound to comply with them.
- (f) The Directors must adopt a By-law regulating the steps to be taken by the Association in relation to the disclosure of Personal Information collected by it. A By-law adopted under this rule 7.3 must be consistent in a form approved by FFA.

### **7.4 Financial year and Financial Statements**

The financial year of the Association will be 1 January to 31 December.

The Association 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 FFA with a copy of the audited Financial Statements no later than 3 months after the end of the financial year of the Association.

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## **8 Compliance and co-operation with FFA and referral of disputes**

### **8.1 Compliance and co-operation**

The Association must:

- (a) comply with this Constitution, all By-laws, the constitution of FFA and all by-laws of FFA;
- (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;

- (c) co-operate with FFA in all matters relating to the organisation of national Football competitions, the Association's own Football competitions and Football in general;
- (d) comply with all written notices given to the Association by FFA pursuant to article 7.4 of the constitution of FFA; and
- (e) comply with directions given to the Association by FFA pursuant to article 7.6 of the constitution of FFA.

## **8.2 Referral of disputes**

- (a) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (b) A Member must comply with the Grievance Procedure and must itself, and must ensure that its Affiliates, refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (c) This rule 8.2 binds Members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

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## **9 Patrons and Life Members**

### **9.1 Appointment and removal of Patrons**

The Directors may appoint and remove Patrons of the Association.

### **9.2 Rights of Patrons**

Patrons are:

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

### **9.3 Eligibility for Life Membership**

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

### **9.4 Nomination requirements**

A nomination under rule 9.3 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.

## **9.5 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.

## **9.6 Rights of Life Members**

A Life Member:

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

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

Patrons and Life Members are not Members.

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# **10 Directors**

## **10.1 All Directors are Committee members**

For the purposes of the Act:

- (a) The board of the Association is its Committee; and
- (b) All Directors are Committee members.

## **10.2 Number of Directors**

There are to be no less than five and no more than nine Directors comprised, subject to rule 10.4 and 10.6 as follows:

- (a) six Directors who are to be elected under rule 10.6 and 10.9 from whom a Chairman and Deputy Chairman will be elected according to rules 10.17 and 10.18; and
- (c) up to three other Directors appointed according to rule 10.16.

### **10.3 First Directors**

The First Directors are:

- (a) David Hewitson, nominated by The South Australian Junior Soccer Associations Inc and approved by FFA;
- (b) Beverley O'Brien, nominated by South Australian Women's Soccer Association Inc and approved by FFA;
- (c) Gary Collis, nominated by The South Australian Amateur Soccer League Inc and approved by FFA;
- (d) Ted Iuliano nominated by United Clubs of South Australia Inc and approved by FFA;
- (e) Four individuals nominated by FFA, one of whom will be the Chairman.

### **10.4 Interim Directors**

The Interim Directors are:

- (a) Rauf Soulio;
- (b) Charles (Morry) Bailes;
- (c) Oleh Bilyk;
- (d) Claudio Galloni;
- (e) David Hewitson;
- (f) Ted Iuliano;
- (g) Beverly O'Brien; and
- (h) Michael Wright.

### **10.5 Term of Office**

- (a) Subject to rule 10.6 which provides for the staged retirement of the Interim Directors, an Interim Director shall serve as Director until the AGM in respect of the Financial Year 2014/15.
- (b) Service as an Interim Director prior to the subsequent election as an Elected Director, if applicable, of an Interim Director who retires in accordance with rule 10.6 is one full term of office for the purposes of rule 10.14.

- (c) Subject to rule 10.6 (d) an Elected Director will hold office for a term of four years that will conclude at the fourth subsequent AGM to the AGM at which the Elected Director was elected.

#### **10.6 Retirement of Interim Directors and Rotation of Elected Directors**

- (a) At the AGM in respect of the 2010/11 Financial Year, two of the Interim Directors must retire from office and three Directors shall be elected for a term expiring at the conclusion of the AGM in respect of the Financial Year 2014/15. The retiring Interim Directors are eligible for election as a Director and if so elected will not be considered an Interim Director for the purpose of rules 10.6(b) or 10.6(c).
- (b) At the AGM in respect of the 2012/13 Financial Year, three of the remaining Interim Directors must retire from office and three Directors shall be elected for a term expiring at the conclusion of the AGM in respect of the Financial Year 2016/17. The retiring Interim Directors are eligible for election as Elected Directors and if so elected will not be considered Interim Directors for the purpose of rule 10.6(c).
- (c) At the AGM in respect of the 2014/15 Financial Year, all of the remaining Interim Directors must retire and three Directors shall be elected for a term expiring at the conclusion of the AGM in respect of the Financial Year 2018/19. An Interim Director retiring in accordance with this rule is not eligible for election at this AGM.
- (d) At each second subsequent AGM after the AGM in respect of the 2014/15 Financial Year one-half of the Elected Directors must retire from office.
- (e) If the number of Elected Directors is not a whole number which is a multiple of two, the number of Elected Directors is to be rounded down to the next whole number.
- (f) Rule 10.6 does not apply to Directors appointed under rule 10.16.

#### **10.7 Directors to retire**

- (a) The Elected and Interim Directors to retire at any AGM must be those who have been longest in office since their last election.
- (b) As between persons who were last elected as Directors on the same day, those to retire must be determined by agreement among themselves or otherwise by lot.

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

A retiring Director holds office until the end of the meeting at which that Director retires but, subject to rule 10.6(c) and rule 10.10, is eligible for re-election.

## **10.9 Director elected at general meeting**

At a general meeting:

- (a) at which an Elected Director or Interim Director ceases to hold office; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to rule 10.16),

the Association may, by resolution, fill the vacancy by electing someone to that office.

A Director elected under this rule takes office at the end of the meeting at which they are elected a Director and will hold office, subject to rule 10.6 for a term commencing at the conclusion of the AGM at which they are elected and expiring at the conclusion of the fourth AGM after their election.

Each Member is entitled to vote in an election for Elected Directors except a Member whose voting rights have been suspended in accordance with this Constitution.

## **10.10 Eligibility**

- (a) A person who holds a Disqualifying Position at the time he or she is elected or appointed a Director must cease to hold that Disqualifying Position not more than 7 days after being elected or appointed a Director.
- (b) A Director who accepts a Disqualifying Position must notify the other Directors of that fact immediately and the provisions of rule **Error! Reference source not found.** will then apply.

## **10.11 Nomination of persons for election as Elected Directors**

- (a) Two Members or a Member and a Director may nominate a person to stand for election as a Director (**Proposers**).
- (b) Another Member or Director must second the nomination (**Seconder**).
- (c) A nomination must be in writing and signed by the Proposers and Secunder and delivered to the Association by the later of a date nominated by the Directors or one month before the general meeting at which an election of Directors will be held in accordance with this Constitution.
- (d) A person does not have to be a Member to be nominated.
- (e) A person may not be nominated if the election of that person would contravene rule 10.14.
- (f) The nomination must 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 Association; and
- (ii) to the best of their knowledge and belief, they are free from any interest or relationship which could materially interfere with their ability to act in the best interests of the Association; and
- (iii) if they hold a Disqualifying Position, full details of that Disqualifying Position.

#### **10.12 Nominations Committee**

- (a) The Directors must, from time to time and for such period as they determine, establish a Nominations Committee comprising:
  - (i) the chief executive of FFA or his or her nominee
  - (ii) the Executive Director of the South Australian Department of Sport and Recreation or his or her nominee
  - (iii) the Chief Executive Officer of Sport SA or his or her nominee.
- (b) The Nominations Committee may consider each candidate for election as a Director (each a **Candidate**) and will assess:
  - (i) the commitment of the Candidate to a strong governance regime for Football in Australia;
  - (ii) the commitment of the Candidate to the Association developing policies and strategies for Football generally throughout the State;
  - (iii) 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 Association;
  - (iv) that the Candidate is free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with the nominee's ability to act in the best interests of the Association; and
  - (v) that the Candidate satisfies the Core Competencies and any other required competencies established by the Directors

and may, in its absolute discretion and acting in good faith, approve or object to the Candidate being elected as a Director. Written notice of the Nomination Committee's decision must be given to the Directors by a date specified by the Directors.



- (c) The Nominations Committee is not required to provide any reasons for its decisions.
- (d) Unless the Nominations Committee approves a Candidate under article 10.12(b), the Candidate is not eligible to stand for election as a Director at the next general meeting.
- (e) The Nominations Committee may request the Association to provide or obtain any information that the Nominations Committee requires in respect of a nominee or a person proposed to be appointed as a director.
- (f) All information obtained by the Nominations Committee and all deliberations and records of deliberations are confidential and must not be disclosed to any person who is not a member of the Nominations Committee.
- (g) The Nominations Committee may make its own rules regarding its conduct, subject to any rules made in this regard by the Directors and subject to article 10.12(h).
- (h) A quorum consists of all three members of the Nominations Committee present at the meeting of the Nominations Committee.
- (i) A decision made by the Nominations Committee under this article 10.12 is final and not subject to challenge.
- (j) For the purposes of article 10.12(b)(v) the Core Competencies are that a nominee:
  - (i) must possess each of the following:
    - (A) Demonstrated leadership experience as either a senior manager through holding or having held a general manager, partner or chief executive office position in an organisation of a size and/or turnover similar to or greater than that of the Association or a senior leadership position in elite football;
    - (B) An understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the AICD, or relevant education or experience serving on or working with other boards of directors;
    - (C) 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, FFA or the

Association relating to any serious ethical matter;  
and

(ii) must possess 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 FFSA Premier League level or above;
- (D) football administration experience through serving as a club or association president;
- (E) business experience and/or qualifications (MBA or senior management experience);
- (F) regional insight (resides outside the Adelaide metropolitan region);
- (G) technology experience and/or qualifications (IT, Technology degree, CIO or equivalent position); or
- (H) marketing, communications, government relations or public relations experience at a senior level.

### **10.13 Procedure for Election of Elected Directors**

- (a) The Chairman will unless he or she is standing for re-election as a Director conduct as returning officer the election for Elected Directors.
- (b) If the Chairman is standing for re-election as a Director, the returning officer will be the Deputy-Chairman, or if he is also standing for re-election, a Director not seeking re-election chosen by a majority of the Members present to be the returning officer.
- (c) If the number of persons who have nominated for election as an Elected Director is equal or less than the number of Elected Directors to be elected, the returning officer will declare each person that has nominated elected.
- (d) If the number of persons who have nominated for election as an Elected Director is greater than the number of persons to be elected, an election for the positions to be filled will be conducted within the AGM amongst the Members entitled to vote.

- (e) The election will be conducted by secret ballot as follows:
- (i) the returning officer will distribute a ballot paper to each Member entitled to vote that lists each candidate in alphabetical order with a square opposite the name of each candidate;
  - (ii) the ballot paper is to be completed by the Member numbering each candidate square so as to indicate the Member's order of preference of the candidates with consecutive whole numbers starting at '1';
  - (iii) each Member will return his or her completed ballot paper to the returning officer who will scrutinise the ballot papers and declare informal any ballot paper that does not comply with the provisions of rule 10.13(e)(ii);
  - (iv) the returning officer will then examine each ballot paper that has not been declared informal and calculate the aggregate vote for each candidate using the Borda Count;
  - (v) the returning officer will declare elected as a Director the candidate who receives the largest aggregate vote calculated using the Borda Count and will then progressively declare elected as a Director each candidate who has the next highest aggregate vote until all the vacant elected Director positions have been filled;
  - (vi) if the aggregate vote calculated using the Borda Count for two or more candidates is the same and it is necessary to differentiate between the candidates to determine who is elected as a Director, the successful candidate will be determined by the drawing of lots and the returning officer will declare that candidate elected as a Director.

#### **10.14 Maximum term of office**

- (a) An Elected Director or Interim Director may not serve more than two consecutive terms as a Director.
- (b) If an Elected Director or Interim Director has served two consecutive terms as a Director whether as an Elected or Interim Director, they may not be elected as a Director again until the second AGM after the end of their second term of office.

#### **10.15 Casual vacancy**

- (a) The Directors may at any time appoint a person to be a Director to fill a casual vacancy when a Director ceases to hold office, other than where the Director retires at an AGM in accordance with this Constitution.
- (b) Before a person can be appointed to fill a casual vacancy, the person proposed to be appointed must deliver to the Association a statutory declaration in the form specified in rule 10.11.

- (c) A Director appointed under this rule holds office until the end of the term of the Director in whose place they were appointed. For the avoidance of doubt, before the Director can then stand for election at an AGM, the nomination procedure under rule 10.11 must be complied with and the nomination is subject to approval by the Nominations Committee under rule 10.12.
- (d) Service as a Director under this rule is a full term of office for the purposes of rule 10.10.

#### **10.16 Appointed Directors**

- (a) In addition to the Directors elected under rule 10.9, the Directors may themselves appoint up to three other Directors.
- (b) A Director appointed under this rule holds office for a term of two years but is eligible for re-appointment. The provisions of rules 10.6, 10.7 and 10.9 do not apply to a Director appointed under this rule.
- (c) A Director appointed under this rule 10.16 may be removed from office by the Directors at their absolute discretion.

#### **10.17 Chairman**

- (a) At the first meeting of Directors following the AGM in respect of the 2010/11 Financial Year the Directors must elect one of their number to the office of Chairman of directors (and a Director participating in such a vote will not have a casting vote).
- (b) The person elected to the office of Chairman of directors under rule 10.17(a) will take office at the meeting at which they are elected Chairman and will remain Chairman, subject to remaining a Director, until the end of the AGM in respect of the Financial Year 2014/15 whereafter rule 10.17(d) will apply.
- (c) If the person elected to the office of Chairman of directors under rule 10.17(a) ceases to hold office as a Director or resigns the office of Chairman, the Directors may appoint one of their number to the office of Chairman until the end of the AGM in respect of the Financial Year 2014/14 whereafter rule 10.17 (d) will apply.
- (d) The Elected Directors may elect one of their number to the office of Chairman of directors (and a Director participating in such a vote will not have a casting vote).
- (e) The person elected to the office of Chairman of directors under article 10.17(d) will take office at the meeting at which they are elected and will remain Chairman, subject to remaining a Director, until the end of the next AGM at which an election of directors takes place.

### **10.18 Deputy Chairman**

- (a) The Directors may elect from amongst their number a Deputy Chairman and may also determine the period for which the person elected is to hold that office.
- (b) However, a person may hold the office of Deputy Chairman only for as long as they are a Director.

### **10.19 Removal of Deputy Chairman from office**

The Directors at their absolute discretion may remove a Deputy Chairman from that office.

### **10.20 Remuneration of Directors**

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

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

### **10.21 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) is removed by resolution of the Members in accordance with the provisions of the Corporations Act that apply to removal of directors of a public company by its members as if those provisions of the Corporations Act were incorporated into this Constitution and read to apply to the Association as if it were a public company within the meaning of the Corporations Act;
- (d) 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;
- (e) resigns office by notice in writing to the Association;
- (f) accepts appointment to, or becomes the holder of a Disqualifying Position;
- (g) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

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## **11 Powers and duties of Directors/Committee**

### **11.1 Directors to manage Association**

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

### **11.2 Specific powers of Directors**

Without limiting rule 11.1 the Directors may exercise all the powers conferred by section 25 of the Act.

### **11.3 Appointment of attorney**

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

### **11.4 Provisions in power of attorney**

A power of attorney granted under rule 11.3 may contain any provisions for the protection and convenience of persons dealing with the attorney that the Directors think fit and may also authorise the attorney to delegate (including by way of appointment of a substitute attorney) all or any of the powers, authorities and discretions of the attorney.

### **11.5 Minutes**

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

### **11.6 Signing cheques**

The Directors may determine the manner in which, and the persons by whom, cheques and other negotiable instruments may be signed.

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## **12 Proceedings of Directors**

### **12.1 Directors meetings**

- (a) The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they think fit.
- (b) The contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, constitutes a meeting of the Directors and all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.
- (c) A Director participating in a meeting by telephone or other electronic means is to be taken to be present in person at the meeting.

- (d) A meeting by telephone or other electronic means is to be taken to be held at the place determined by the chairperson of the meeting provided that at least one of the Directors involved was at that place for the duration of the meeting.

## **12.2 Questions decided by majority**

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

## **12.3 Chairman's casting vote**

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

## **12.4 Quorum**

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

present at the meeting of Directors.

## **12.5 Effect of vacancy**

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

and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

## **12.6 Alternate directors**

- (a) A Director may, with the approval of the Directors, appoint a person to be the Director's alternate director for such period as the Director thinks fit.
- (b) An alternate director must not hold a Disqualifying Position.
- (c) A person may not act as alternate director to more than one Director.
- (d) An alternate director is entitled, if the appointer does not attend a meeting of Directors, to attend and vote in place of and on behalf of the appointer.
- (e) In the absence of the appointer, an alternate director may exercise any powers that the appointer may exercise and the exercise of any such power by the alternate director is to be taken to be the exercise of the power by the appointer.
- (f) The office of an alternate director is vacated if and when the appointer vacates office as a Director.
- (g) The appointment of an alternate director may be terminated at any time by the appointer even though the period of the appointment of the alternate director has not expired.
- (h) An appointment, or the termination of an appointment, of an alternate director must be in writing signed by the Director who makes or made the appointment and does not take effect unless and until the Association has received notice in writing of the appointment or termination.
- (i) An alternate director is not to be taken into account in determining the minimum or maximum number of Directors allowed under this Constitution.
- (j) An alternate director, while acting as a Director, is responsible to the Association for his or her own acts and defaults and is not to be taken to be the agent of the Director by whom he or she was appointed.

## **12.7 Convening meetings**

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

## **12.8 Notice of meetings of directors**

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice:
  - (i) a Director, other than a Director on leave of absence approved by the Directors; or



- (ii) an alternate director appointed under rule 12.6 by a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
  - (i) must specify the time and place of the meeting;
  - (ii) need not state the nature of the business to be transacted at the meeting;
  - (iii) may be given immediately before the meeting;
  - (iv) may be given in person or by post, or by telephone, fax or other electronic means ; and
  - (v) will be taken to have been given to an alternate director if it is given to the Director who appointed that alternate director.
- (c) A Director or alternate director may waive notice of any meeting of Directors by notifying the Association to that effect in person or by post, or by telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the Director or an alternate director appointed by the Director waives notice of that meeting under rule 12.8(c), notifies the Association of their agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or
  - (iii) the Director or an alternate director appointed by the Director attended the meeting.
- (e) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, an alternate director of a Director on leave of absence approved by the Directors does not invalidate any act, matter or thing done or resolution passed at the meeting if:
  - (i) the non-receipt or failure occurred by accident or error;
  - (ii) before or after the meeting, the alternate director or the Director who appointed the alternate director waives notice of that meeting under this rule or notifies the Association of their agreement to that act, matter, thing or resolution

personally or by post or by telephone, fax or other electronic means; or

- (iii) the alternate director or the Director who appointed the alternate director attended the meeting.
- (f) Attendance by a person at a meeting of Directors waives any objection that person and:
  - (i) if the person is a Director, an alternate director appointed by that person; or
  - (ii) if the person is an alternate director, the Director who appointed that person as alternate director,may have to a failure to give notice of the meeting.

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

- (a) The Chairman must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as chairman at each meeting of Directors.
- (b) If at a meeting of Directors:
  - (i) there is no Chairman;
  - (ii) the Chairman is not present within 15 minutes after the time appointed for the holding of the meeting; or
  - (iii) the Chairman is present within that time but is not willing to act as chairman of the meeting,the following may preside (in order of entitlement):
  - (iv) the Deputy Chairman (if any); or
  - (v) a Director chosen by a majority of the Directors present.

#### **12.10 Delegation to individual Directors**

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

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

- (a) The Directors may delegate any of their powers to any person or persons, or to committees, consisting of those persons they think fit, and may vary or revoke any delegation.

- (b) A person or committee to whom powers have been delegated by the Directors must exercise the powers delegated to them according to the terms of the delegation and any directions of the Directors.
- (c) Powers delegated to and exercised by a person or committee are taken to have been exercised by the Directors.

#### **12.12 Committee meetings**

The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are necessary, to meetings and resolutions of a committee established under rule 12.11.

#### **12.13 Circulating resolutions**

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

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

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

then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.
- (b) For the purposes of this rule:
  - (i) the resolution is passed on the day on which, and at the time on which, the document was last assented to by a Director;
  - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
  - (iii) a Director may signify assent to a document by signing the document or by notifying the Association of the Director's

assent in person or by post, or by telephone, fax or other electronic means.

- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

#### **12.14 Validity of acts of Directors**

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

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

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

#### **12.15 Interested Directors**

- (a) This rule is to be read and applied as if the relevant provisions of the Corporations Act were incorporated into this Constitution as applicable to the Association.
- (b) A Director may be or may become a non-executive director of a related body corporate of the Association and is not accountable to the Association for any remuneration or other benefits received by the Director as a non-executive director of that related body corporate.
- (c) A Director who is required to disclose a material personal interest under the Corporations Act must disclose that interest to the other Directors in accordance with the Corporations Act.
- (d) A Director who has a material personal interest in a matter that is being considered at a meeting of Directors may be present at that meeting, and may vote on that matter, only if permitted by the Corporations Act.
- (e) A contract made by a Director with the Association or a contract or arrangement entered into by or on behalf of the Association in which any Director may be in any way interested is not avoided or rendered voidable merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

- (f) Subject to the Corporations Act, a Director contracting with or being interested in any arrangement involving the Association is not liable to account to the Association for any profit realised by or under any such contract or arrangement merely because of the Director holding office as a director or because of the fiduciary obligations arising out of that office.

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## **13 Chief Executive Officer**

### **13.1 Appointment of Chief Executive Officer**

The Directors must appoint a Chief Executive Officer.

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

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

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

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

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

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

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

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## **14 Secretary and Public Officer**

### **14.1 Appointment of Secretary**

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

### **14.2 Suspension and removal of Secretary**

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

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

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

### **14.4 Appointment of Public Officer**

The Directors will appoint a Public Officer as required by the Act.

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

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

#### **14.6 Powers, duties and authorities of Public Officer**

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

#### **14.7 One person may occupy both offices**

An individual may simultaneously hold the offices of Secretary and Public Officer.

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### **15 Auditor**

#### **15.1 Appointment of Auditor**

There must be an Auditor who is to be appointed by the Members in general meeting.

#### **15.2 Remuneration of Auditor**

The Members will determine the remuneration of the Auditor in general meeting.

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### **16 By-laws**

#### **16.1 Making and amending By-laws**

Subject to rule 7.1, 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 Association's affairs and may amend, repeal and replace those By-laws.

#### **16.2 Effect of By-law**

A By-law:

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

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### **17 Seals**

#### **17.1 Safe custody of common seals**

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

#### **17.2 Use of common seal**

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

- (a) it may be used only by the authority of the Directors; and
- (b) every document to which it is affixed must be signed by a Director and be countersigned by another Director, a Secretary or another

person appointed by the Directors to countersign that document or a class of documents in which that document is included.

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## **18 Funds**

### **18.1 Source of funds**

The funds of the Association are to be derived from fees paid by Registered Participants and, subject to any resolution passed by the Association in general meeting, any other sources the Directors determine.

### **18.2 Funds management**

Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used for the purposes specified in rule 2.1 in any manner the Directors determine.

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## **19 Inspection of records**

### **19.1 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 Association or any of them will be open for inspection by the Members.

### **19.2 Right of a Member to inspect**

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

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## **20 Service of documents**

### **20.1 Document includes notice**

In this rule 20, **document** includes a notice.

### **20.2 Methods of service**

The Association may give a document to a Member:

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

### **20.3 Methods of service on the Association**

A Member may give a document to the Association:

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

- (c) to a fax number or electronic address nominated by the Association.

#### **20.4 Post**

A document sent by post:

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

- (b) if sent to an address outside Australia, must be sent by airmail,

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

#### **20.5 Fax or electronic transmission**

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

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and

- (b) to have been delivered on the day following its transmission.

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### **21 Indemnity**

#### **21.1 Indemnity of officers**

Every person who is or has been:

- (a) a Director;
- (b) a Chief Executive Officer;
- (c) a Public Officer; or
- (d) a Secretary,

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

- (e) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (f) 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:

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



## **21.2 Insurance**

The Association 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, Secretary, Public Officer or Chief Executive Officer against liability incurred by the person in that capacity, including a liability for legal costs, unless:

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

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## **22 Winding up**

### **22.1 Excess property on winding up**

If on the winding up or dissolution of the Association, 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 Association; 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 Association 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.

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## **23 Definitions and interpretation**

### **23.1 Definitions**

In this Constitution unless the contrary intention appears:

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

**Act** means Associations Incorporation Act 1985.

**Advisory Group** means an Advisory Group established under rule 3.7.

**AFC** means the Asian Football Confederation.

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

**AGM** means in respect of a Financial Year the annual general meeting to be held in accordance with the Act within the period after the conclusion of that Financial Year as prescribed by the Act.

**Appointed Director** means a person appointed as a Director pursuant to rule 10.16.

**Association** means Football Federation SA Incorporated.

**Auditor** means a person appointed from time to time as auditor of the Association under rule 15.

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

**Borda Count** means the translation of preferences shown on ballot papers into points as follows:

- (a) a first preference vote will score  $n$  points with  $n$  being the number of candidates;
- (b) a second preference vote will score  $n-1$  points; and
- (c) each successive preference vote will score one point less than the preceding preference vote,

and calculating the points received by a candidate as the sum of the points that the candidate received for each preference vote.

**Chairman** means as the context requires the Chairman from time to time of the Association, being after the AGM in respect of the 2010/11 Financial Year the person elected as chairman of directors under rule 10.17.

**Chief Executive Officer** means a person appointed as chief executive officer by the Directors according to the powers conferred on them by rule 13.

**Club** means:

- (a) a body corporate or incorporated association recognised by the Association and having the following characteristics:
  - (i) it organises teams to participate in competitions sanctioned by the Association or FFA;
  - (ii) all members of its teams are entitled to club membership; and
- (b) (iii) club members (or their parent or guardian) may vote in an election for any club officeholders; or any legal entity deemed to be a Club by the Association.

**Committee** means the board of the Association and all Directors are Committee members.

**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.

**Core Competencies** has the meaning given to it in article 10.12(j).

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

**Director** means a member of the Committee and includes the Chairman and any Deputy Chairman.

**Directors** means all or some of the members of the Committee acting as the Committee.

**Disqualifying Position** means:

- (a) a position as an employee of the Association, of a Zone Council, of an Association or of FFA; or
- (b) any Official Position.

**Elected Director** is a Director elected by the Members pursuant to rule 10.6. or 10.9.

**Equal Opportunity Law** means the Sex Discrimination Act 1984 (Cth), Racial Discrimination Act 1975 (Cth), Disability Discrimination Act 1992 (Cth), Age Discrimination Act 2004 (Cth), Human Rights and Equal Opportunity Act 1986 (Cth), Equal Opportunity Act 1984 (SA) and any regulations made under any of those Acts.

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

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

**Financial Year** means 1 November to 31 October.

**First Directors** means the persons named in or nominated under, rule 10.3.

**First Members** has the meaning accorded to it in rule 3.1.

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

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

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

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

**Interim Director** means a Director identified in article 10.4.

**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 9.

**Member** means a member of the Association.

**Official Position** means a person who holds a position, whether elected or appointed, as:

- (a) president, vice-president, secretary, treasurer, director, committee member or member of the governing body (however described) of a Club, association (incorporate or unincorporated) or other entity (including FFA or another State Body or its members) conducting, participating in or administering Football or any Football competition in Australia; or
- (b) a member of an Advisory Group; or
- (c) a Zone Representative.

Sub-rule (a) does not apply to a person who holds any of the identified positions in the Association.

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

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

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

**Registered Participant** means a person registered by or with the Association in the category of:

- (a) player (including junior players) in any competition recognised by the Association;
- (b) Accredited referee;
- (c) Accredited coach; or
- (d) any other person that the Association recognises as contributing to Football in the State.

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

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

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

**State** means South Australia.

**State Body** has the meaning given to that term in FFA's constitution.

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

**Deputy-Chairman** means as the context requires the person (if any) elected as Deputy-Chairman from time to time of the Association, being after the AGM in respect of the 2010/11 Financial Year the person elected as Deputy Chairman of directors under rule 10.18.

**Zone** means a geographical area determined to be a Zone according to rule 3.4.

**Zone Representative** means a person elected as such according to the By-laws.

## **23.2 Interpretation**

(a) In this Constitution:

- (i) **(presence of a Member)** a reference to a Member present at a general meeting means the Member present in person or by proxy, attorney or Representative;
- (ii) **(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 Association 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;
- (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; and
- (ix) **(Act)** “section” means a section of the Act.

### **23.3 Headings**

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

### **23.4 “Include” etc**

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

### **23.5 Powers**

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