

MELTON PHOENIX FC

INCORPORATED

CONSTITUTION

RULES FOR AN INCORPORATED ASSOCIATION

1. The name of the incorporated association is:
MELTON PHOENIX FC INCORPORATED "
(In these rules called "the association").

1.1 OBJECTS OF THE CLUB

The objects for which the club is established are to:

- 1.1a Be the member Club of FFA and to comply with the constitution and by-laws of FFA and FFV.
- 1.1b Prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse:
- 1.1c 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.

2. INTERPRETATION

- 2.1 In these rules, unless the contrary intention appears:-
'Committee' means the Committee of Management of the Association.
'Financial Year' means the year ending 30 June.
'General Meeting' means a general meeting of members convened in accordance with Rule 9.2.
'Member' means a member of the Association.
'Ordinary Member of the Committee' means a member of the Committee who is not an officer of the Association under Rule 11.
'The Act' means the Association Incorporation Act 1981.
'Regulations' means regulations under the Act.
- 2.2 In these rules, a reference to the Secretary of an Association is a reference:-

- 2.2a where a person holds office under these rules as Secretary of the Association – to that person and
- 2.2b In any other case, to the public officer of the Association.
- 2.3 Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

3. **APPLICATION FOR MEMBERSHIP**

- 3.1 All persons who pay the required fee are eligible for membership.
- 3.2 Any eligible person may apply for membership of the Association as follows:
 - 3.2a Nomination shall be made in writing in the form set out in Appendix 1.
 - 3.2b Nomination shall be lodged with the Secretary of the Association.
- 3.3 Membership applications shall be considered at the next meeting of the committee.
- 3.4 The Secretary shall enter the nominee's name in the register of members kept by him/her and, upon the name being so entered, the nominee becomes a member of the Association.

4. **ENTRANCE FEE AND ANNUAL SUBSCRIPTION**

- 4.1 Entrance Fees – Members shall pay the entrance fee (if any is set by the Association) as determined by the Committee of Management.
- 4.2 Subscriptions – Annual subscriptions shall be set and made payable (if any is set by the Association) on the first day of January in each year or on such other date as may be determined by the Committee of Management.

The Committee may determine proportional subscriptions for members admitted during the year.

The Committee may at its discretion waive all or part of the part of the subscription fee for any member who, in its opinion, is in disadvantaged or necessitous circumstances.

5. **MEMBERS**

The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Association.

- 5.1 Discipline, suspension and expulsion of members.
- 5.1a Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the committee may by resolution—
- (a) Fine that member an amount not exceeding \$500; or
 - (b) Suspend that member from membership of the Association for a specified period; or
 - (c) Expel that member from the Association.
- 5.1b A resolution of the committee under sub-rule 5.1a does not take effect unless—
- (a) At a meeting held in accordance with sub-rule 5.1c, the committee confirms the resolution; and
 - (b) If the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 5.1c A meeting of the committee to confirm or revoke a resolution passed under sub-rule 5.1a must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule 5.1d.
- 5.1d For the purposes of giving notice in accordance with sub-rule 5.1c, the secretary must, as soon as practicable, cause to be given to the member a written notice-
- (a) Setting out the resolution of the committee and the grounds on which it is based; and
 - (b) Stating that the member, or his or her representative, may address the committee at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) Stating the date, place and time of that meeting; and
 - (d) Informing the member that he or she may do one or both of the following-
 - (i) Attend that meeting;
 - (ii) Give to the committee before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) Informing the member that, if at that meeting, the committee confirms the resolution, he or she may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 5.1e At a meeting of the committee to confirm or revoke a resolution passed under sub-rule 5.1a the committee must-

- (a) Give the member, or his or her representative, an opportunity to be heard; and
 - (b) Give due consideration to any written statement submitted by the member; and
 - (c) Determine by resolution whether to confirm or to revoke the resolution.
- 5.1f If at the meeting of the committee, the committee confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 5.1g If the Secretary receives a notice under sub-rule 5.1f, he or she must notify the committee and the committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 5.1h At a general meeting of the Association convened under sub-rule 5.1g-
- (a) No business other than the question of the appeal may be conducted; and
 - (b) The committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) The member, or his or her representative, must be given an opportunity to be heard, and
 - (d) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 5.1i A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
- 5.2 The members of the club shall consist of:
- 5.2a Life Members, who subject to this constitution, shall have the rights set out in rule 25.3
- 5.2b 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:
- 5.2c 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
- 5.2d 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.

- 5.3 Members admitted to membership:
The Club must procure that each Member admitted to membership agrees to be bound by and observe:
- 5.3a This Constitution:
- 5.3b The Laws of the Game:
- 5.3c The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members:
- 5.3d The Statutes and Regulations and the constitutions and By-Laws of FFA and FFV as enforced from time to time:
- 5.3e The FFV Codes of Behaviour and Rules of Competition, as amended from time to time: and
- 5.3f The FFA Code of Conduct, as amended from time to time.

6. **RESIGNATION AND EXPULSION**

- 6.1 Resignation – Members may resign from the Association by notice in writing, or by non-payment of membership fees within 2 months of a notice that such fees are overdue.
- 7.1 Removal – The committee may suspend or expel any member of the Association in accordance with rule 5.1 –
 - 7.1a who commits any breach of any rule or by-law of the Association:
Or
 - 7.1b who, in the opinion of the committee, acts in a manner which is contrary to the interests of the Association
Or
 - 7.1c no longer complies with the membership requirements of the Association.

The Member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee meeting at which the matter is to be considered.

7.2 **APPEAL**

- 7.2a Any member of the Association who feels aggrieved by any decision of the Committee under rule 7.1 may by notice in writing given to the Secretary, appeal against such decision to a general meeting, in accordance with rule 5.1.

- 7.2b Such notice shall state the ground of appeal and such appeal shall be heard at a general meeting to be held not later than one month from the giving of such notice to the Secretary.
- 7.2c On hearing of any such appeal the member who feels aggrieved shall be afforded a full opportunity of being heard.
- 7.2d Until the hearing of any such appeal the decision of the Committee shall have full force and effect.

The decision of the General Meeting shall be final.

8. **ANNUAL GENERAL MEETING**

- 8.1 The association shall in each calendar year convene an Annual General Meeting of it's members.
- 8.2 The Annual General Meeting shall be held on such a day as the Committee determines.
- 8.3 The Annual General Meeting shall be specified as such in the notice convening it. It shall comply with Rule 9.2 Notice of Meeting.
- 8.4 The ordinary business of the Annual General Meeting shall be:-
 - 8.4a to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting and of any General Meeting held sine that meeting.
 - 8.4b to receive from the Committee reports upon the transactions of the Association during the last preceding financial year.
 - 8.4c to elect officers of the Association and the ordinary members of the Committee and
 - 8.4d to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act.
- 8.5 The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- 8.6 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

9 **GENERAL MEETING**

- 9.1 General Meetings – Meetings of all members may be called

- i) By resolution of the Committee:

- ii) At the request of the Chairman of the Association:
- iii) By the written request of not less than 10 members of the Association.

Such a general meeting shall be held no less than 14 days or more than 1 month after the request or resolution is made. In case of (iii) request by members, the members may convene the general meeting if a meeting has not been held within the required time.

- 9.2 Notice of Meeting – 21 days notice either verbal or in writing by way of a letter to the address written in membership book or by advertising on a community notice-board stating the time, place and the business to be transacted. No business other than that set out in the notice convening the meeting shall be transacted at any general meeting.
- 9.3 Omission of Notice – The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings or resolutions at any meeting of the Association or any committee thereof.
- 9.4 Chairperson of Meetings – The Chairperson of the Association shall preside at all general meetings. In his/her absence or if unwilling to chair the meeting a chairperson may be appointed for that meeting.
- 9.5 Adjournment – Members present at a meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 9.6 Voting – Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes the Chairperson shall have a second or casting vote.
- 9.7 Division – At any general meeting a declaration by the Chair that a resolution has been carried or not shall be sufficient evidence of members voting intention unless 3 members call for a poll. When a poll is taken the number of votes in favour and against the resolution shall be recorded.
- 9.8 Proxies – Every member shall be entitled to one vote at every general meeting and may appoint any other member by proxy, which shall be deposited with the Secretary prior to the scheduled starting time of the meeting in respect of which the proxy is appointed.

The instrument appointing a proxy may be in the following form or in a common or usual form:

MELTON SOCCER CLUB INCORPORATED.

I.....of.....
Being a member of the Melton Soccer Club Incorporated hereby appoint
.....of.....
or failing him/her.....of.....
as my proxy to vote for me on my behalf at the Annual (or General) meeting of the
Association, to be held on theday of.....
and any adjournment thereof.

My proxy is hereby authorised to vote in favour of/against the following resolutions.

Signed this.....day of.....

- 9.9 Quorum at General Meetings – At all general meetings 4 members present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present the meeting shall be convened by request of members shall be dissolved. If not so convened shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- 9.10 Minutes – Minutes of the proceedings of every general meeting shall be kept in minute book, which shall be available at the address of the association for inspection by members.
- 10 **COMMITTEE OF MANAGEMENT**
- 10.1 The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 11.
- 10.2 The Committee: -
- 10.2a shall control and manage the business and affairs of the Association.
- 10.2b may, subject to these rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association and

10.2c subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Association.

11 The Officers of the Association shall be: -

11.1a President

11.1b Vice President

11.1c Treasurer and

11.1d Secretary

11.2 The Provisions of Rule 13 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices mentioned in sub-clause (1).

11.3 Each officer of the Association shall hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.

11.4 In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of his/her appointment.

12.1 Subject to section 23 of the Act, the Committee shall consist of: -

12.1a the officers of the Association and

12.1b 9 ordinary members – each of whom shall be elected at the Annual General Meeting of the Association in each year.

12.2 Each ordinary member of the Committee shall, subject to these rules, hold office until the Annual General Meeting next after the date of his/her election but is eligible for re-election.

12.3 In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of his/her appointment.

13 ELECTION OF OFFICERS AND VACANCY

13.1 Nominations of the candidates for election as officers of the Association or as ordinary members of the Committee: -

13.1a shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) and

- 13.1b shall be delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 13.2 If insufficient nominations are received to fill all vacancies of the Committee, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- 13.3 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13.4 If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- 13.5 The ballot for the election of officers and ordinary member of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 13.6 A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.
- 14 For the purposes of these rules, the office of an officer of the Association or an ordinary member of the Committee becomes vacant if the officer or member;
-
- 14.1a ceases to be a member of the Association
- 14.1b becomes an insolvent under administration within the meaning of the Companies (Victoria) Code or
- 14.1c resigns his/her office by notice in writing given to the Secretary
- 14.1d fails to attend more than 3 meetings without an apology.

15 PROCEEDINGS OF COMMITTEE

- 15.1 The Committee shall meet at least 3 times in each year at such place and such times as the Committee may determine.
- 15.2 A quorum shall be 4.
- 15.3 At every meeting of the Committee the Chairperson shall preside and in the absence of the Chairperson the members shall choose one of their members to be the Chairperson of the meeting.
- 15.4 Questions arising at any meeting shall be decided by a majority of votes and in the case of equality of votes the Chairperson shall have a second or casting vote.

15.5 The Chairperson or any three Committee members may at any time summon a meeting of the committee.

16 SECRETARY

16.1 The Secretary shall: -

16.1a Keep full and correct minutes of all resolutions and proceedings of every General Meeting and of all Committee Meetings in books provided for that purpose together with a record of the names of persons present at all meetings.

16.1b Keep a register of members setting forth their names and addresses.

16.1c Attend to all correspondence and

16.1d perform such other duties as the Committee may prescribe.

17 TREASURER

17.1 The Treasurer of the Association: -

17.1a shall supervise and be responsible for all moneys due to the Association and make payments authorised by the Association and

17.1b shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

17.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

18 REMOVAL OF MEMBER OF COMMITTEE

18.1 The Association in General Meeting may by resolution remove any member of the Committee before the expiration of his/her term of office and appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member.

18.2 The member may require the Secretary or Chairperson to send a copy of the representations to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

19 CHEQUES

19.1 All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by either two of the following: President, Secretary or Treasurer.

20 SEAL

20.1 The Common Seal of the Association shall be kept in the custody of the Secretary at the address of the Association.

20.2 The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the Signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

21 ALTERATION OF RULES AND STATEMENT OF PURPOSES

21.1 No rule of the Association or Statement of Purposes shall be repealed or amended and no new rule shall be made except by a special resolution. 21 days notice of the resolution shall be given, as in accordance with Rule 9.2 and the resolution must be passed by a 3/4 majority of members present and voting.

22 WINDING UP

22.1 In the event of the winding up or the cancellation of the Incorporation of the Association, the assets of the Association shall be disposed of in accordance with the provisions of the Act or shall be transferred to some other organisation having objects similar to the objects of this Association.

23 CUSTODY OF RECORDS

23.1 Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody and control all books, documents and securities of the Association. All such books documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

24 FUNDS

24.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

25 LIFE MEMBER

- 25.1 A person having had at least 10 years active service with the Association suitably considered, recommended and advised by Committee and duly elected a Life Member at an Annual General Meeting of the Association by 3.4 of those present.
- 25.2 The Life Member is relieved of further payment of fees or subscriptions.
- 25.3 The Life Member retains all of the rights of ordinary membership, with full entitlement to stand for election to Committee.

26 CONSUMPTION OF LIQUOR ON CLUB PREMISES

- 26.1 Liquor shall not be supplied to a visitor except in the presence of the member introducing such visitor and that a member shall not introduce more than THREE visitors to the Club on any one day during the period within which liquor may be supplied under a permit "From the Liquor Control Committee".
- 26.2 A Visitors Book shall be kept and the name of the visitor entered therein and the signature of the member at whose invitation the visitor is present in the CLUB PREMISES, shall be signed opposite the name of the visitor in that book.
- 26.3 Persons under the age of EIGHTEEN (18) YEARS shall not purchase, consume or receive liquor from any person on the premises in relation to which the permit has been granted.

27 SUB-COMMITTEES

- 27.1 Any Sub-Committee of the Association shall abide by the Constitution of the Association, and the guidelines set by the Committee of the Association.
- 27.2 All Sub-Committee Member's, must be members of the Association.
- 27.3 The Association reserves the right to veto any Member of the Sub-Committee.

28 FFA and FFV

- 28.1 The Club must:
- (a) Be a body corporate or incorporated association to be recognised by the FFA and/or FFV and must have the following characteristics:
- (i) It organises teams to participate in competitions sanctioned by the 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 and FFV rules (including the respective constitutions) and by-laws expressed to apply to it:
- (v) Prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse:

(b) Amend:

- (i) This Constitution: or
- (ii) The By-Laws,

To promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws:

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

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

28.2 ENFORCEMENT OF RULES

Subject to applicable law, the Club must:

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

29 DISPUTES AND MEDIATION

- 29.a The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) A member and another member; or
- (b) A member and the association.

29.b The parties to the 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.

29.c If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

29.d The mediator must be-

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of agreement-

- (i) In the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
- (ii) In the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

29.e A member of the Association can be a mediator.

29.f The mediator cannot be a member who is a party to the dispute.

29.g The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

29.h The mediator, in conducting the mediation, must—

- (a) Give the parties to the mediation process every opportunity to be heard; and
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

29.i The mediator must not determine the dispute.

29.j If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

30 ALTERATIONS OF THE RULES.

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

ASSOCIATIONS INCORPORATION ACT 1981

Section 5(b)

STATEMENT OF PURPOSES

1. The name of the proposed incorporated association is:
MELTON PHOENIX FC Incorporated.
2. The purposes for which the proposed incorporated association is established are: -
 - a) Shall be to foster and develop the game of soccer in the Melton and surrounding areas.
 - b) To engage in and do all such things as will maintain the social and sporting interests of the club and its members.

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Note: The purposes should be set out in paragraphs which are designed by letters in alphabetical order or are numbered consecutively.

This is the annexure of page(s) marked referred to in the declaration of made this day of

Before me

APPENDIX 1

Application for membership of MELTON PHOENIX FC Incorporated.

I,
(FULL NAME OF APPLICANT)

of
(ADDRESS)

.....desire to become a member of
(OCCUPATION)

.....
(NAME OF THE ASSOCIATION)

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

.....
Signature of applicant

Date.....

I,, a member of the
Association,
(NAME)

Nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of proposer

Date

I,, a member of the
Association,
(NAME)

Second the nomination of the applicant, who is personally known to me for membership of the Association.

.....
Signature of seconder

Date