

Oakleigh Cannons FC Constitution

The name of the incorporated association is Oakleigh Cannons FC Incorporated, also referred to in this constitution as “the Association.”

Article 1 Purpose

- a) The moral, intellectual and community improvement of the players and its members;
- b) The improvement of the intellectual capacity of its members;
- c) The establishment of Football teams and teams of classical athletics;
- d) The progress and development with every possible means of Oakleigh Cannons FC;
- e) To be the member Association of FFA and to comply with the constitution and by-laws of FFA and FFV;
- f) To prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;
- g) To cooperate with FFA, FFV and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations of FIFA in force from time to time and the Laws of the Game.

Article 2

The means by which Oakleigh Cannons FC will pursue its aims are:-

- a) The annual subscription of members, social events, grounds admissions, and income from food sales
- b) The ethical and material support of members and followers

Article 3

Members of the Oakleigh Cannons FC will be able to register persons of any nationality provided they are Football followers. It is forbidden to register persons who have been charged irrevocably with imprisonment as punishment or imprisoned. For the new registering member there shall be the following preconditions:

- a) Motion from at least two regular attending members;
- b) Written application from the intended member; and
- c) Formal approval by the executive committee.

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

Article 4 **Categories of Members**

- a) The Members of the Association shall consist of:
- (i) 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, provided they are also Financial Members;
 - (ii) 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;
 - (iii) Junior Members under the age of 18 years who, subject to this Constitution, are not entitled to hold any office, but shall, provided that the Junior Member is also a Financial Member, have the right to be present, debate and vote at General Meetings through the Junior Member's parent or other legal guardian; and
 - (iv) Life Members and Honorary members, who subject to this Constitution, shall have the rights set out in Article 4(c).

To avoid doubt payment of the registration fee only, does not entitle a Junior Member to vote at General Meetings.

- b) Financial Members are those members who pay the annual subscription of \$100.00. The annual subscription may only be altered at the Annual General Meeting of the Club. In order to be eligible to vote a Member must be a Financial Member for at least 6 months.
- c) Life Membership is available to persons who are considered to have contributed substantial support to Oakleigh Cannons FC. Approval as a life member can only be resolved by the Annual General Meeting and only upon recommendation by the executive committee. Life Members are not to be counted as a quorum at a General Meeting, may not be required to pay any subscription or other amount, and are not entitled to vote at any general meeting.
- d) The Club must procure that each Member admitted to membership agrees to be bound by and observe:
- (i) This Constitution;
 - (ii) The Laws of the Game;
 - (iii) The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;
 - (iv) The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;

- (v) The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (vi) The FFA Code of Conduct, as amended from time to time.
-

Article 5 Deregistration of Member

A member will be deregistered if he or she contravenes the constitutional aims of the Association. Where there is such contravention, the executive committee will formally address the member in question on two occasions and if the member does not rectify his action, he will be dismissed from the register of the Association. The dismissal will be determined by the annual general meeting only after a motion by the executive committee.

Article 6

6.1 Right of Election and Voting

a) Votes on a show of hands

On a show of hands each Member entitled to vote under Article 4 and present at a general meeting has one vote.

b) Votes on a poll

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

c) Proxy voting

Proxy voting is not permitted at meetings of the Association.

d) Casting vote

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

e) Election requirements:

The right to be elected shall belong to members who are registered for a period of at least six months prior to the annual general meeting. Members of the Association who are paid employees of the Association shall not have the right to be elected on the executive committee.

6.2 FFA and FFV

The Club must:

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

The Club is not required to submit any amendment to its Constitution or By-laws to FFV for consent unless:

- (i) the amendment impacts upon membership or member's rights;
- (ii) the amendment concerns FFV Football competitions, tournaments or games, or otherwise relates to the conduct, regulation or management of Football; or
- (iii) the effect of the amendment is a breach of the Constitution, by-laws or statutes and regulations of either FFV or FFA as prescribed from time to time.

FFV must consent to any amendment to this Constitution or those By-laws which are required by law. FFV will only withhold consent where the amendment or the effect of

the amendment is in breach of the constitutions, by-laws or statutes and regulations of FFV or FFA as prescribed from time to time.

6.3 Enforcement of rules

Subject to applicable law, the Club must:

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

Article 7 Administration of the Association

The Association is to be administered by the elected executive committee with Melbourne as its base. The executive committee has the operational power within the rules, which are defined in the constitution. These powers are:

- a) Adherence in general with the aims of the Association
- b) Organization of the economic, financial statements, and budgets of the Association which are to be submitted for approval at the annual general meeting together with past financial statements
- c) Appointment of committees which will make various suggestions to the executive committee about matters which concern the Association
- d) Establishment and modification of bylaws for the Associations benefit
- e) Utilization of the assets of the Association within the bounds of its budgets
- f) Employment and dismissal by resolution of paid employees and also determination of such persons remuneration
- g) Personal responsibility with regular members for the enforcement of the constitution and internal bylaws

Article 8

The executive committee shall consist of no less than 9 and no more than 15 members. The number of members may be increased or decreased by resolution of the annual general meeting. The executive committee shall have a term of 3 years, and can be re-elected again after their 3 year term, and shall have a legal quorum at Executive Committee meetings when 40% of the elected executive committee members are present.

Article 9 Duties of President, General Manager and Treasurer

The President of the executive committee shall have full authority to represent the Association in all legal matters and generally in areas where the Association has to be represented. He has authority to Summons together the executive committee and preside over its meetings, and in instances where he is absent, he is replaced in his duties by the Vice-President.

The President together with the General Manager and the Treasurer may sign and issue documents, certificates and assurances which benefit the Association. They may also sign cheques from the Associations accounts and initial the accounting ledgers.

Where there is miss-action by a member of the Association or the executive committee, the President has the right to invite members concerned and recommend compliance with the constitution and the internal bylaws. Where there is refusal to adhere to the Presidents invitation to appear or there is continual miss-action by the member concerned, then the President may recommend to the annual general meeting deregistration pursuant to Article 5 of the constitution.

The General Manager is in charge of the incoming and outgoing correspondence of the Association, the register of members and the seals. He is in charge of the minutes of the executive committee and the general meetings which must enter into the record of minutes.

The Treasurer shall utilise in every instance duplicate receipts. All payments must be made by cheque which will have the signature of the Treasurer and either the signature of President or the General Manager. The Treasurer is responsible for any ledger discrepancies and for the updating of accounts. He must invest all monies received by the Association in the Associations bank account and he must submit a written account of the condition of the Treasury to the executive committee every month and the Audit Committee every six months. In the instance of the absence of Treasurer, he is replaced in his duties by the Assistant Treasurer. The Treasurer is entitled to hold up to \$100.00 for the various minor expenses of the Association and for that amount he is personally responsible. In the instance of improper utilisation he must refund such monies to the Association. He is also personally responsible for every payment he makes without authority from the executive committee. In the instances of additional cheques without explanation being issued, the persons signing the cheques shall be personally responsible.

Members of the executive committee may only collect the fees for annual subscription from members and other payments provided receipts are issued. These monies must be submitted to the Treasurer of the Association within seven (7) days of receipt.

Article 10

The Chairman assists the General Manager and replaces him in his duties where the General Manager is absent.

Article 11

The duty of every committee member is the harmonious cooperation with other members for the progress and expansion of the Association.

Article 12

Where there is absence without explanation by a committee member from three consecutive meetings of the Executive Committee or from one annual general meeting the member is considered to have voluntarily resigned and is replaced by the next runner up of the four runner ups in the preceding elections.

The reason for any explainable absence must be given to the Executive Committee even by telephone within seven (7) days after the third absence. In the instance where there are no runners up for the vacant position, the Executive Committee has the authority to accept up to six (6) members of the Association to undertake the vacant position.

Article 13

Resolutions of the Executive Committee are by simple majority and where there is equal division of votes the Chairman has the casting vote.

Article 14

It is forbidden for the Association to accept any political affiliations. Its members are free to belong to any political parties. The cooperation of the Association with acknowledged Greek or Australian organisations, community groups etc and assistance to these does not imply political support.

Article 15

The President, General Manager and the Treasurer shall regulate the meetings of the Executive Committee depending upon the needs of the Association. At the annual general meetings the above mentioned members of the Executive Committee must present the accounts of the Association to the regular members and elect the voting committee. Before the annual general meeting draws its intention to the issues of the day, a Chairman and a Secretary can, if the members so wish be elected to preside over the annual general meeting by the raising of hands. Fourteen days prior to the date at the annual general meeting, all members must be notified in writing of the agenda to be discussed at the annual general meeting. All members have the right to submit motions for consideration at the annual

general meeting provided these are submitted in writing to the Executive Committee seven days prior to the annual general meeting.

The outgoing President and Committee members and also the President of the Audit Committee, are obliged to answer questions of members on important issues. In no instance is there allowable suppression of a motion or restraining of a members time within the issue being discussed

Article 16 Annual General Meetings and Special Meetings

The annual general meeting of the Association must take place no later than the first week of October in each year. Letters and Agenda of AGM can be posted,emailed or hand delivered.

The Executive Committee determines the date, time and place of each annual general meeting and special meeting. There shall be no legal quorum of a meeting where there is present less no less than 15% of the currently enrolled Financial members of the Association.

Article 17

Each member is responsible to renew his membership prior to the annual general meeting. Members of the Association have the right to call for a special meeting provided they have the support of at least 25% of the current enrolled members. Members calling for a special meeting must submit in writing, a petition to the Executive Committee 14 days prior to the date set down for the special meeting and also disclose their reasons for calling such a meeting.The Notice is sent to the Members by post, email or hand delivered .

Article 18 Conduct of Elections

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

Current Executive Committee members may be re-elected at the expiry of their term of three (3) years if so approved by the majority of voting members at a General Meeting, provided quorum requirements are met.

New Executive Committee members may be nominated for office by a member of the Association or a member of the Executive Committee. A nomination must be in writing and signed by the nominator and nominee. A new Executive Committee member will be elected where so approved by the majority of voting members at a General Meeting, provided quorum requirements are met.

Article 19

After its formation, the newly elected Executive Committee as a body must inform in writing the President, the General Manager and Treasurer of the previous Executive Committee who are obliged to deliver all correspondence and property of the Association within 7 days of the newly elected Executive Committee.

Article 20

The Audit Committee is elected on the same day as the Executive Committee on separate ballot papers containing the candidates' names. The Audit Committee consists of three (3) members who have a term of two years. The Audit Committee has the power to audit all accounts and records of the Association.

The results of any audit are to be written and submitted to the Executive Committee prior to the annual general meeting. The Audit Committee has a right to examine the Associations books whenever it is necessary and especially when informed in writing by a member as a breach in the Constitution.

Article 21

If the number of Executive Committee members who resign exceeds 50% of the number of Executive Committee Members elected, all existing Executive Members must resign and elections be held (in accordance with Article 18) so to elect a new Executive Committee.

Article 22

The Executive Committee has the authority to establish sub-committees for the efficient operation of the Association. Such sub-committees shall consist of no less than 3 and no more than 7 persons. Under no circumstances are such sub-committees to have separate accounts.

Article 23

The Junior Committee shall consist of no less than 5 and no more than 7 members whose term shall be for 3 years. The Junior Committee will have its own Chairman for its meetings, Secretary and Treasurer who will meet at least twice a month and will also meet with the Executive Committee of the Association at least once a month or whenever the Executive Committee considers necessary. The Junior Committee shall be responsible for the organisation and advancement of the Juniors of the Association. The Secretary will be in charge of the minutes book and the correspondence of the Junior Committee passing between the Football Federation and the Football Authorities. The Junior Committee must hand over all its takings to the Treasurer of the Association within 7 days of receipt of such takings.

Article 24

All members have the right to establish sub-committees for the purpose of fund raising for the Association. All takings of such sub-committees must be lodged with the Treasurer of the Association no later than 7 days after receipt of such takings.

Article 25

Amendments of the Constitution of the Association and its Statement of Purposes can only be implemented by Special Resolution. For the purposes of this Constitution a resolution of the Association is a special resolution only if it is passed by a majority of not less than 75% of such financial members of the Association as are entitled to vote or passed by a majority of not less than 75% of such financial members of the Association as are entitled to vote and as are present at a duly convened meeting of the Association. Also in accordance with the Constitution not less than 21 days notice specifying the intention proposed by the resolution as a special resolution must be given.

Article 26

The Common Seal of the Association shall be the Oakleigh Cannons FC logo and the Oakleigh Cannons FC ABN underneath the logo. All shall be in the colour Blue.

Article 27

The colours of the Oakleigh Cannons FC shall be as follows:

Home: A blue guernsey, blue shorts, and blue socks.

Away: A white guernsey, white shorts and white socks.

Article 28 **Dissolution of the Association**

The dissolution of the Association is resolved by such general meeting summoned especially for that purpose. Such a meeting has a legal quorum when 75% of currently enrolled are present at such meeting, general meeting providing minimum 21 days notice to Members.

Article 29

In the instance of the Dissolution of the Association (pursuant to Article 28), any remaining property, after payment of any debts or other obligations of the Association, will be disposed of as follows:

30% to institutions which promote Football and 70% to charitable institutions.

The above institutions shall be selected by the general meeting which has determined dissolution of the Association.

Article 30 Alteration of Rules

Subject to **rule 6.2**, an addition, amendment or alteration of the rules contained in this Constitution must be approved by Special Resolution. These Rules must not be altered except in accordance with the Act.

Article 31 Definitions and interpretation

In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Act 1981 (Vic). (Act is available from the Consumer Affairs website www.consumer.vic.gov.au)

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

FFA means Football Federation Australia Limited ACN 106 478 068.

FIFA means Federation Internationale de Football Association.

FFV means Football Federation Victoria Incorporated.

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

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

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

Article 32 Custody and Inspection of books and records

1. Except as otherwise provided in these rules , the Secretary and General Manager must keep in his or her custody or under his or her control all books,documents and securities of the Association.
2. These books and documents are available for inspection free of charge and must be given 28 days notice.

Article 33 Disputes and Mediation

- (1) 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.
- (2) 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.
- (3) 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.
- (4) 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).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.

- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) 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.
- (9) The mediator must not determine the dispute.
- (10) 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.

Article 34 Vacancies

The office of an officer of the Association, or of an ordinary member of the committee, becomes vacant if the officer or member—

- (a) ceases to be a member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (c) resigns from office by notice in writing given to the Secretary.
- (d) any casual vacancy may be filled by the approval of the board.

Article 35 Records Of Register Of Members

The General Manager keeps and maintains the Register Of Members.

Article 36 Funds

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