

Constitution

Australian Soccer Association Limited ("Company")

A Company Limited by Guarantee

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1 Objects of Company

1.1 Objects

The objects for which the Company is established are:

- (a) to be the premier body for Soccer in Australia and, as such, to promote and enforce the Statutes and Regulations and the Laws of the Game at all levels, including by:
 - (i) controlling the strategic direction of Soccer in Australia;
 - (ii) determining the highest level policy for the conduct and management of Soccer in Australia; and
 - (iii) supervising and controlling State Bodies, Standing Committees and Soccer Leagues;
- (b) to be the Australian member of FIFA and comply with the Statutes and Regulations in force from time to time;
- (c) to control Soccer throughout Australia, prevent infringement of the Statutes and Regulations and the Laws of the Game and protect Soccer from abuse;
- (d) to foster friendly relations among the officials and players of Soccer by encouraging Soccer games at all levels;
- (e) to prevent racial, religious or political discrimination or distinction among Soccer players;
- (f) to make, adopt, vary and publish rules, regulations, by-laws and conditions for:
 - (i) regulating Soccer;
 - (ii) deciding and settling all differences that arise between State Bodies, Soccer Leagues, Standing Committees and the Company; and
 - (iii) doing everything necessary or desirable to enforce those rules, regulations, by-laws and conditions;
- (g) to do everything expedient to make known the rules, regulations, by-laws and conditions of Soccer by, in particular:
 - (i) advertising in the press, on television and radio and by circular;
 - (ii) controlling the rights to photograph or make films or other visual reproductions of the games controlled by the Company;
 - (iii) publishing books, programs, brochures and periodicals; and

- (iv) granting prizes, rewards and making donations;
- (h) to secure and maintain affiliation with other bodies, domestic and international, having a common interest in Soccer;
- (i) to promote, provide for, regulate and manage Soccer tournaments and games, including:
 - (i) national championships between teams representing or affiliated with State Bodies;
 - (ii) interstate competitions between teams representing or affiliated with State Bodies;
 - (iii) international competitions;
 - (iv) games in Australia between visiting overseas teams, between visiting overseas teams and teams representing the Company or between visiting overseas teams and teams representing or affiliated with Members;
 - (v) tours overseas by teams representing the Company or teams representing or affiliated with Members; and
 - (vi) participation in international competitions by players representing Australia;
- (j) to co-operate with other bodies, including other member associations of FIFA:
 - (i) in the promotion and development of interstate, international and other Soccer competitions; and
 - (ii) otherwise, in relation to Soccer, the Statutes and Regulations and the Laws of the Game; and
- (k) any other object which, in the opinion of the Directors, is in the best interests of Soccer.

1.2 Soccer league

Without limiting article 1.1, the Company may establish one or more Soccer Leagues, including under licence.

2 Income and payments

2.1 Application of income

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

2.3 Payments in good faith

Subject to article 10.20, article 2.2 does not prevent the payment in good faith to an officer or Member, or to a firm of which an officer or Member is a partner:

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

3 Membership

3.1 First Members

The First Members are:

- (a) Frank Lowy;
- (b) Brian Martin Schwartz;
- (c) John Desmond Singleton;
- (d) Ronald Joseph Walker;
- (e) Suzanne Gae Williams; and
- (f) Phillip Paul Wolanski.

When at least four State Bodies are also Members the Directors may, in their absolute discretion, terminate the membership of any one or more or all of the First Members.

Despite any other provision of this Constitution, the membership of each of the remaining First Members (if any) ceases automatically at the end of the annual general meeting in 2006.

3.2 Interim Members

The Directors may invite any one or more bodies including any one or more or all of the following bodies to be Interim Members:

- (a) Queensland Soccer Federation Limited;

- (b) Northern Territory Soccer Federation Incorporated;
- (c) Soccer New South Wales Limited;
- (d) The Northern New South Wales Soccer Federation Limited;
- (e) Soccer Tasmania Limited;
- (f) South Australian Soccer Federation Incorporated;
- (g) Soccer Administration of Western Australia Incorporated;
- (h) Victorian Soccer Federation Incorporated; and
- (i) ACT Soccer Federation Incorporated.

The Directors must admit to membership under this article 3.2 each of those bodies which accepts the invitation provided there is not more than one Interim Member for a State with the exception of New South Wales where there may be not more than two Interim Members.

A body admitted to membership under this article 3.2:

- (j) must be notified of the date of their admission; and
- (k) ceases automatically to be an Interim Member at 5.00pm Sydney time on the 90th day after that date unless that date is extended by the Directors.

3.3 New Members

The Directors will, according to article 3.7, invite:

- (a) one State Body from each State;
- (b) the chair from time to time of each Standing Committee; and
- (c) the National Soccer League,

to apply for membership. Where any of those bodies is an Interim Member at the time it accepts the invitation, it will not be admitted to membership under article 3.7 until its membership ceases under article 3.2(k).

3.4 Standing Committees

- (a) The Directors must establish:
 - (i) a referees' Standing Committee;
 - (ii) a coaches' Standing Committee;
 - (iii) a players' Standing Committee;
 - (iv) a women's Standing Committee; and

- (v) a futsal Standing Committee.
- (b) In addition to the Standing Committees referred to in article 3.4(a), the Directors may establish any other Standing Committee they think fit.
- (c) A Standing Committee is to be established by a By-law made by the Directors.
- (d) In respect of each Standing Committee, the By-law must provide for its functions, membership and operation.
- (e) The Directors or the Company may dissolve any Standing Committee established under article 3.4(b) by repealing the By-law under which it is established.

3.5 Membership subscriptions

The Company in general meeting must determine from time to time:

- (a) the amount (if any) payable by an applicant for membership (and may delegate the determination of that amount to the Directors, either specifically or generally, and may revoke the delegation);
- (b) the amount of the annual subscription payable by each Member and the due date for its payment; and
- (c) any other amount to be paid by each Member, or any class of Members, whether of a recurrent or any other nature.

Each Member (other than a First Member) must pay the Company the amounts determined according to this article 3.5.

3.6 Deferral of or reduction subscriptions

The Directors may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Directors are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) the Company will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Directors.

3.7 Admission of Members

Before admission as a Member, a person must be invited by the Directors to apply for membership and sign an application agreeing to be bound by this Constitution, the By-laws and the Statutes and Regulations.

Subject to article 3.3, on receipt by the Secretary of the signed application and any subscriptions or other amount payable, the applicant becomes a Member.

3.8 Termination of membership of a State Body

The Directors may, at their absolute discretion, by resolution terminate the membership of a State Body and admit another State Body from the relevant State as a Member.

3.9 Ceasing to be a Member

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 someone 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 article 3.2;
- (g) in the case of a Member referred to in article 3.3(b), their ceasing to be the chair of the relevant Standing Committee; or
- (h) if a corporation, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts.

3.10 No claim against the Company

No Member whose membership ceases has any claim against the Company or the Directors for damages or otherwise.

3.11 Limited liability

Members have no liability in that capacity except as set out in article 20.1.

4 General meetings

4.1 Annual general meeting

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

4.2 Power to convene general meeting

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

4.3 Notice of general meeting

Notice of a meeting of Members must be given according to Part 18 and the Corporations 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 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, cancel the meeting or postpone the meeting to a date and time they determine.

However, this article does not apply to a meeting convened:

- (a) by Members according to the Corporations Act;
- (b) by the Directors at the request of Members; or
- (c) by a court.

4.6 Written notice of cancellation or postponement of general meeting

Notice of the cancellation or postponement of a general meeting must state the reasons for doing so and be given to:

- (a) each Member individually; and
- (b) each other person entitled to notice of a general meeting under the Corporations 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 that general meeting required to be given by this Constitution or the Corporations 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, attorney or Representative at postponed general meeting

Where:

- (a) by the terms of an instrument appointing a proxy, attorney or Representative, 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,

then that later date is substituted for the date specified in the instrument, unless the appointing Member notifies the Company 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 a notice convening, cancelling or postponing a general meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.

5 Proceedings at general meetings

5.1 Number for a quorum

Subject to article 5.4:

- (a) until the end of the annual general meeting in 2006, 60% by number of those persons who are Members and who are present are a quorum at a general meeting; and
- (b) at any subsequent general meeting, 60% by number of those persons who are Members (of whom at least three are State Bodies and two are Standing Committee Members) and who are present are a quorum at a general meeting.

5.2 Requirement for a quorum

An item of business may not be transacted at a general meeting unless a quorum is present when the meeting proceeds to consider it.

If a quorum is present at the beginning of a meeting it is taken to be present throughout the meeting unless the chairman of the meeting (on their own motion or at the request of a Member who is present) declares otherwise.

5.3 Quorum and time

If within 30 minutes after the time appointed for a general meeting a quorum is not present, the meeting:

- (a) if convened by, or on requisition of, Members is dissolved; and
- (b) in any other case stands adjourned to the same day in the next week and the same time and place, or to such other day, time and place as the Directors appoint by notice to those entitled to notice of the meeting.

5.4 Adjourned meeting

At a meeting adjourned under article 5.3(b):

- (a) until the end of the annual general meeting in 2006, 40% by number of those persons who are Members and who are present are a quorum at a general meeting; and
- (b) at any subsequent general meeting, 40% by number of those persons who are Members (of whom at least three are State Bodies and one is a Standing Committee Member) and who are present are a quorum at a general meeting.

If a quorum is not present within 30 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

5.5 President to preside over general meetings

The President is entitled to preside at general meetings.

If a general meeting is convened and there is no President, or the President is not present within 15 minutes after the time appointed for the meeting or is unable or unwilling to act, the following may preside (in order of entitlement):

- (a) the Vice-President (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 in their opinion is 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 Corporations Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.

A decision by the chairman under this article is final.

5.7 Adjournment of general meeting

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.

The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and any place.

The chairman may, but need not, seek any approval for the adjournment.

Unless required by the chairman, a vote may not be taken or demanded in respect of any adjournment.

Only unfinished business is to be transacted at a meeting resumed after an adjournment.

5.8 Notice of adjourned meeting

It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for one month or more.

In that case, the same period of notice as was originally given for the meeting must be given for the adjourned meeting.

5.9 Questions decided by majority

Subject to the requirements of the Corporations Act and to article 6.3, 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 casting vote for chairman

Except on a resolution to elect a Director, 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.

5.11 Declaration of results

At any general meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a poll is properly demanded and the demand is not withdrawn.

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry

to that effect in the minutes of the meetings of the Company, is conclusive evidence of the fact.

Neither the chairman nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

5.12 Poll

If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chairman, and the result of the poll is the resolution of the meeting at which the poll was demanded.

A poll demanded on the election of a chairman or on a question of adjournment must be taken immediately.

A demand for a poll may be withdrawn.

A demand for a poll does not prevent the meeting continuing for the transaction of any business other than the question on which the poll was demanded.

5.13 Objection to voting qualification

An objection to the right of a person to attend or vote at a meeting (including an adjourned meeting):

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

A vote not disallowed under the objection is valid for all purposes.

5.14 Chairman to determine any poll dispute

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

6 Votes of Members

6.1 Votes of Members on show of hands

On a show of hands each Member present at a general meeting has one vote.

6.2 Votes of other Members on a poll

On a poll taken at a meeting at which they are present:

- (a) each First Member has one vote;
- (b) the National Soccer League has one vote;
- (c) each Standing Committee Member has one vote;

- (d) each State Body has the number of votes based on the number of Registered Participants in that State calculated as follows (all numbers inclusive):
 - (i) from 1 to 50,000 Registered Participants - 1 vote;
 - (ii) from 50,001 to 200,000 Registered Participants - 2 votes;
 - (iii) from 200,001 to 400,000 Registered Participants - 3 votes; and
 - (iv) from 400,001 to 600,000 Registered Participants - 4 votes.

If the number of Registered Participants in a State exceeds 600,000, the relevant State Body will be entitled to one additional vote for each additional 200,000 Registered Participants.

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

For the purposes of article 6.3(d), the number of Registered Participants in a State is the number of Registered Participants in that State shown in the most recent database provided to the Company under article 7.3.

6.3 Relativity of votes

Despite any other provision in this Constitution:

- (a) until the end of the annual general meeting in 2006 whenever each of the First Members present vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be 51% of the votes cast; and
- (b) from the end of the annual general meeting in 2006, whenever each of the State Bodies present vote in the same way (that is, all for or all against) on a resolution the aggregate of their votes will always be 51% of the votes cast.

6.4 Suspension of voting rights

Unless the Directors have deferred a Member's obligations according to article 3.6, the voting rights of a Member are suspended while the payment of any subscription or other amount determined under article 3.5 is in arrears.

No other rights of the Member are affected.

6.5 Right to appoint Representative

Each State Body and the National Soccer League are each entitled under the Corporations Act to appoint a Representative to attend general meetings of the Company.

The Representatives to be appointed are:

- (a) in the case of a State Body - the president of the State Body or the president's nominee; and
- (b) in the case of the National Soccer League - the chair of the National Soccer League.

6.6 Right to appoint proxy

Subject to the Corporations Act, a Member entitled to attend a meeting of the Company or of any class of Members is entitled to appoint another person as their proxy to attend the meeting in their place.

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.

However, in the case of a Standing Committee Member the appointment of a proxy must be approved by the relevant Standing Committee.

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 Company 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 Company at least 48 hours before the meeting.

7 Obligations of State Bodies

7.1 Constitutions

A State Body must:

- (a) have a constitution in the form of the model constitution contained in the By-laws as at the date of its admission as a Member, amended only to the extent that the Company may agree;
- (b) amend its constitution from time to time to promptly adopt changes in the model constitution; and
- (c) not otherwise amend or vary its constitution without the consent of the Directors.

However, the Directors must consent to any amendment to the constitution of a State Body that is required by law, but that consent does not affect the Directors' rights under article 3.8.

7.2 Enforcement of rules

A State Body must promulgate and enforce the Statutes and Regulations and the Laws of the Game.

7.3 Register of participants

A State Body must maintain a database of each person registered with it in any capacity.

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

Each State Body must provide the Company with a copy of its database by 1 March and 1 September each year, certified by its chief executive officer (or the person who holds an equivalent position) to be true and correct as at the previous 31 December and 30 June respectively.

The Company may audit a database maintained under this article at its discretion and the State Body must co-operate with the Company and the auditor and do everything reasonably required by the Company or the auditor to facilitate the audit.

In fulfilling its obligations under this article, the State Body must comply with all applicable privacy laws and the National Privacy Principles set out in the Privacy Act 1988 (Clth), whether or not the State Body is otherwise bound to comply with them.

The Directors will adopt a By-law regulating the steps to be taken by each State Body in relation to the disclosure to the Company of Personal Information collected by the State Body.

8 FIFA

8.1 Compliance and co-operation

Subject to any applicable law, the Company must:

- (a) 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 FIFA in all matters relating to the organisation of international competitions, the Company's own competitions and Soccer in general.

8.2 Referral of disputes

A State Body must not, and must ensure that all persons affiliated with it do not, refer disputes relating to the game of Soccer to a court of law.

All disputes must be submitted to an appeals tribunal established in accordance with the Statutes and Regulations.

9 Patrons and Life Members

9.1 Appointment and removal of Patrons

The Directors may appoint and remove Patrons of the Company.

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 article 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 article 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 Company 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.

10 Directors

10.1 Number of Directors

There are to be no more than eight Directors.

10.2 First Directors

The First Directors are:

- Frank Lowy (who holds the office of President);
- Brian Martin Schwartz (who holds the office of Vice-President);
- John Desmond Singleton;
- Ronald Joseph Walker;
- Suzanne Gae Williams; and
- Phillip Paul Wolanski.

Subject to the Corporations Act and article 10.21, they will each remain in office until the end of the annual general meeting in 2006 and are eligible for re-election.

10.3 Eligibility

A person who:

- (a) is an employee of the Company or of a State Body;
- (b) is a member of a Standing Committee; or
- (c) holds any Official Position,

(each a **disqualifying position**) may not stand for or hold office as a Director.

A Director who accepts a disqualifying position must notify the other Directors of that fact immediately and article 10.21(c) applies.

10.4 Election of Directors

At the annual general meeting in 2006, the Members must elect in the following order:

- (a) a President; and
- (b) five other Directors.

10.5 Nomination for election

A Member or a Director may nominate a person for election as a Director (including as President).

A nomination must be in writing and signed by the nominator and nominee.

10.6 Term of office of first elected Directors

- (a) The person elected as President under article 10.4(a) will hold office until the end of the annual general meeting in 2007 and is eligible for re-election.
- (b) Two of the persons elected as Directors under article 10.4(b) will hold office until the end of the annual general meeting in 2007 and are eligible for re-election.
- (c) Three of the persons elected as Directors under article 10.4(b) will hold office until the end of the annual general meeting in 2009 and are eligible for re-election.

10.7 Retirement of first elected Directors

The Directors to retire under article 10.6(b) will be decided by lot unless the Directors otherwise agree among themselves.

10.8 Term of office of Directors generally

Subject to articles 10.2, 10.6, 10.9 and 10.12, a Director (including a Director elected at the annual general meeting in 2007 or 2009) will hold office for a term of four years.

10.9 Rotation of Directors

Despite article 10.8, but subject to article 10.12, at the annual general meeting in 2009 and at each second annual general meeting after that, one-half of the Directors must retire from office.

If the number of Directors in office is not a whole number which is a multiple of two, the number of Directors to retire is to be rounded down to the next whole number.

10.10 Directors to retire

Subject to article 10.6:

- (a) the Directors to retire at any annual general meeting must be those who have been longest in office since their last election; and
- (b) as between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

10.11 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 article 10.14, is eligible for re-election.

10.12 Election of President

Despite any other provision of this Constitution, the election of the President is to take place in the year following each FIFA (Men's) World Cup.

10.13 Director elected at general meeting

At a general meeting:

- (a) at which a Director retires; or
- (b) at the commencement of which there is a vacancy in the office of a Director (other than a Director appointed according to article 10.17),

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

A Director elected under this article takes office at the end of the meeting at which they are elected.

If one of the Directors to retire is the President, the election to fill that office must be held before the election to fill the other vacancies.

10.14 Maximum term of office

Subject to article 10.15, a Director may not serve more than two consecutive terms as a Director.

If a Director has served two consecutive terms, they may not be elected as a Director again until the second annual general meeting after the end of their second term of office.

10.15 Exceptions to article 10.14

- (a) Service as a Director:
 - (i) under article 10.2; or
 - (ii) for all or part of the period from the end of the annual general meeting in 2006 to the end of the annual general meeting in 2007,

does not count as a term of office for the purposes of article 10.14. This is so whether the Director is named in article 10.2, is elected at the annual general meeting in 2006 or is appointed during the period to the end of the annual general meeting in 2007 to fill a casual vacancy.

- (b) Despite article 10.14, if a Director has served two consecutive terms as a Director but has not served as President, or has served only one of those terms as President, that person is eligible for election as President

for one further consecutive four year term. After the end of that further term, they may not be elected as a Director again until the second subsequent annual general meeting.

10.16 Casual vacancy

The Directors may at any time appoint a person to be a Director to fill a casual vacancy.

A Director appointed under this article holds office until the end of the term of the Director in whose place they were appointed.

Unless article 10.15(a) applies, service as a Director under this article is a full term of office for the purposes of articles 10.14 and 10.15(b).

10.17 Appointed Directors

In addition to the First Directors or the Directors elected under 10.4 or 10.13, the Directors may themselves appoint up to two other Directors.

A Director appointed under this article holds office for a term of two years but is eligible for re-appointment. The provisions of articles 10.8, 10.9 and 10.14 do not apply to a Director appointed under this article.

A Director appointed under this article 10.17 may be removed from office by the Directors at their absolute discretion.

10.18 Vice-President

The Directors may elect from amongst their number a Vice-President and may also determine the period for which the person elected is to hold that office.

However, a person may hold the office of Vice-President only for as long as they are a Director.

10.19 Removal of Vice-President from office

A Vice-President may be removed from that office by the Directors at their absolute discretion.

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

10.21 Vacation of office

The office of a Director becomes vacant when the Corporations Act says it does and also if the Director:

- (a) 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;
- (b) resigns office by notice in writing to the Company;
- (c) accepts appointment to, or becomes the holder of, a disqualifying position; or
- (d) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors.

11 Powers and duties of Directors

11.1 Directors to manage Company

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

11.2 Specific powers of Directors

Without limiting article 11.1 the Directors may exercise all the Company's powers to borrow or raise money, to charge any property or business or give any other security for a debt, liability or obligation of the Company or of any other person.

11.3 Time, etc

Subject to the Corporations Act, where this Constitution requires that something be done by a particular time, or within a particular period, or that an event is to occur or a circumstance is to change on or by a particular date, the Directors may in their absolute discretion extend that time, period or date as they think fit.

11.4 Appointment of attorney

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

11.5 Provisions in power of attorney

A power of attorney granted under article 11.4 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.

11.6 Minutes

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

12 Proceedings of Directors

12.1 Directors meetings

The Directors may meet together for conducting business, adjourn and otherwise regulate their meetings as they think fit.

12.2 Questions decided by majority

A question arising at a Directors' meeting is to be decided by a majority of votes of the Directors present and entitled to vote.

12.3 Proxy and voting

A person who is present at a Directors' meeting as a proxy for another Director has, in addition to their own vote, one vote for each absent Director who would be entitled to vote if present at the meeting and for whom that person is a proxy.

12.4 Chairman's casting vote

The chairman of the meeting has a casting vote.

12.5 Quorum

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

12.6 Effect of vacancy

The continuing Directors may act despite a vacancy in their number.

However, if the number of Directors is reduced below the number required for a quorum, the remaining Directors may act only for the purpose of filling the vacancies to the extent necessary to bring their number up to that required for a quorum or to convene a general meeting.

12.7 Director attending and voting by proxy

A Director may attend and vote by proxy at a Directors' meeting if the proxy:

- (a) is another Director; and
- (b) has been appointed in writing signed by the appointor.

The appointment must be for a particular meeting.

12.8 Convening meetings

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

12.9 President to preside at Directors' meeting

The President is entitled to preside at Directors' meetings.

If the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting or has signified an intention not to be present and able and willing to act, the following may preside (in order of entitlement):

- (a) the Vice-President (if any);
- (b) a Director chosen by a majority of the Directors present.

12.10 Committees

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

12.11 Powers delegated to committees

A Committee must exercise the powers delegated to it according to the terms of the delegation and any directions of the Directors.

Powers delegated to and exercised by a Committee are taken to have been exercised by the Directors.

12.12 Committee meetings

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

12.13 Circulating resolutions

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

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

The resolution is passed when the last Director signs.

12.14 Validity of acts of Directors

Everything done at a Directors' meeting or a Committee meeting, or by a person acting as a Director, are valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

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 Company, the Directors and any Committees and may speak on any matter, but does not have a vote.

14 Secretary

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.

15 By-laws

15.1 Making and amending By-laws

Subject to article 3.4, 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 Company's affairs, and may amend, repeal and replace those By-laws.

The Company in general meeting, may amend, repeal or replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone pursuant to that By-law.

15.2 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 and has the same effect as a provision in this Constitution.

16 Seals

16.1 Safe custody of common seals

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

16.2 Use of common seal

If the Company 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.

17 Inspection of records

17.1 Inspection by Members

Subject to the Corporations 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 Company or any of them will be open for inspection by the Members (other than Members who are also Directors).

17.2 Right of a Member to inspect

A Member (other than a Member who is also a Director) does not have the right to inspect any document of the Company except as permitted by law or authorised by the Directors or by the Company in general meeting.

18 Service of documents

18.1 Document includes notice

In this Part 18, **document** includes a notice.

18.2 Methods of service on a Member

The Company 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.

18.3 Methods of service on the Company

A Member may give a document to the Company:

- (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 Company.

18.4 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.

18.5 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.

19 Indemnity

19.1 Indemnity of officers

Every person who is or has been:

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

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

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

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

19.2 Insurance

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

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

20 Winding up

20.1 Contributions of Members on winding up

Each Member must contribute to the Company's property if the Company is wound up while they are a Member or within one year after their membership ceases.

The contribution is for:

- (a) payment of the Company's debts and liabilities contracted before their membership ceased;
 - (b) the costs of winding up; and
 - (c) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$20.00.

20.2 Excess property on winding up

If on the winding up or dissolution of the Company, 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 Company; 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 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 determination, by a judge who has or acquires jurisdiction in the matter.

21 Accounts

The Directors must cause the accounts of the Company to be audited as required by the Corporations Act.

22 Definitions and interpretation

22.1 Definitions

In this Constitution unless the contrary intention appears:

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

By-law means a by-law made under Part 15.

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

Committee means a committee established under article 12.10.

Company means Australian Soccer Association Limited.

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

Corporations Act means the Corporations Act 2001 (Clth).

Director means a director of the Company and includes the President and any Vice-President.

Directors means all or some of the directors of the Company acting as a board.

FIFA means Federation Internationale de Football Association.

First Directors means the persons named in article 10.1.

First Members means the persons named in article 3.1.

Interim Member means a Member admitted under article 3.2.

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

National Soccer League means the body corporate licensed by the Company to run a Soccer competition at the national level in Australia.

Member means a member of the Company.

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 (incorporated or unincorporated) or company (including the Company or a State Body) conducting, participating in or administering Soccer or any Soccer competition in Australia; or
- (b) a member of a standing committee or a zone council established by a State Body.

Part means a Part of this Constitution.

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

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

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

Registered Participant means a person registered by a State Body under article 7.3 in the category of:

- (a) player (including junior player) in any competition recognised by the Company or that State Body;

- (b) Accredited referee; or
- (c) Accredited coach.

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

Secretary means a person appointed as a secretary of the Company from time to time, 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 Company.

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

Soccer League means a Soccer League established by the Company under article 1.2.

Standing Committee means a Standing Committee established by the Directors under the By-laws.

Standing Committee Member means a Member nominated under article 3.3(b).

State means a state or territory of the Commonwealth of Australia.

State Body means the body recognised by the Directors in their absolute discretion as representing Soccer players in a State.

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

Vice-President means the person (if any) elected from time to time under article 10.17.

22.2 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) **(agm)** 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 Company in that calendar year under section 250N(2); and
 - (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement.

- (b) In this Constitution unless the contrary intention appears:
- (i) **(gender)** words importing any gender include all other genders;
 - (ii) **(person)** the word person includes a firm, a body corporate, a partnership, a **joint** venture, an unincorporated body or association or an authority;
 - (iii) **(successors)** a **reference** to an organisation includes a reference to its successors;
 - (iv) **(singular includes plural)** the singular includes the plural and vice versa;
 - (v) **(instruments)** a reference to a law includes regulations and instruments made under it;
 - (vi) **(amendments to legislation)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision, whether by a State or the Commonwealth or otherwise;
 - (vii) **(signed)** where, by a provision of this Constitution, a document including a notice is required to be signed, that requirement may be satisfied in relation to an electronic communication of the document in any manner permitted by law or by any State or Commonwealth law relating to electronic transmissions or in any other manner approved by the Directors; and
 - (viii) **(writing)** “writing” and “written” includes printing, typing and other modes of reproducing words in a visible form including, without limitation, any representation of words in a physical document or in an electronic communication or form or otherwise.

22.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act; and
- (b) “section” means a section of the Corporations Act.

The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and accordingly do not apply to the Company.

22.4 Headings

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

22.5 “Include” etc

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

22.6 Powers

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

Each of the undersigned, being a person specified in the application for registration of the Company as a person who consents to become a member of the Company, agrees to the terms of this Constitution.

Name and address	Signature	Date
Frank Lowy		
Brian Martin Schwartz		
John Desmond singleton		
Ronald Joseph Walker		
Suzanne Gae Williams		
Phillip Paul Wolanski		