



**Constitution of Belsouth
Football Club
ABN 29 664 324 889**



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Constitution of Belsouth Football Club Incorporated

Part 1 - Preliminary

1. Definitions

In this Constitution, unless the contrary intention appears:

Act means the Associations Incorporation Act 1991 (ACT) and regulations made under that Act.

Annual General Meeting means a meeting of Members convened in accordance with clause 53.

Belsouth Football Club means the incorporated association known as Belsouth Football Club (ABN 29 664 324 889).

Committee Member has the meaning given in clause 24.

Executive Committee means the committee referred to in clause 30.

Executive Committee Member has the meaning given in clause 30.

Financial Institution means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 (Cth).

Financial Year means 1 November to 31 October each year.

General Committee means the committee referred to in clause 24.

General Committee Member means a person who has been elected as a member of the General Committee, excluding Office Bearers.

General Meeting means a meeting of Members convened in accordance with clause 51.

Head of Football means a support role which may be determined from time to time by the General Committee in accordance with clause 15(a)(v).

Head of Operations means a support role which may be determined from time to time by the General Committee in accordance with clause 15(a)(v).

Life Member means a person appointed as a life member in accordance with clause 13.

Member means a person who is a member of the Belsouth Football Club or becomes a member of the Belsouth Football Club in accordance with clause 9.

Office Bearer means collectively the President, Vice-President, Treasurer and Secretary.

President means the president of the Belsouth Football Club whose duties include those set out in clause 46.



Public Officer means the public officer of Belsouth Football Club whose duties include those set out in clause 49.

Register of Members means the register of the Belsouth Football Club's Members established and maintained under section 67 of the Act.

Secretary means the secretary of Belsouth Football Club whose duties include those set out in clause 47.

Special General Meeting means a meeting of Members convened in accordance with clause 52.

Special Resolution means a resolution of which notice must be given under clause 54 and may only be passed in accordance with clause 58(f).

Treasurer means the treasurer of the Belsouth Football Club whose duties include those set out in clause 48.

Vice-President means the vice-president of the Belsouth Football Club whose duties include those in clause 46.

Working with Vulnerable People Act means the Working with Vulnerable People (Background Checking) Act 2011 (ACT).

2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in this Constitution:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word "includes" in any form is not a word of limitation;
- (e) a reference to something being "written" or "in writing" includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by this Constitution to be signed may be authenticated by any other manner permitted by the Corporations Act or any other law; and
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements.

3. Name

The name of the incorporated association is Belsouth Football Club (ABN 29 664 324 889).



4. Objects and purposes

The objects of the Belsouth Football Club are to:

Primary concept

- (a) develop lifelong football supporters in an environment that supports fun, football and families;

Core values and role

- (b) conduct, encourage, promote, advance, administer and develop the sport of football;
- (c) increase and promote participation in the sport of football in a community that:
 - (i) supports equality and inclusion;
 - (ii) inspires Members to develop and grow; and
 - (iii) works for children and families;
- (d) facilitate development pathways and skills for Members, including:
 - (i) identifying and promoting to Members opportunities for elite and community players at both junior and senior levels;
 - (ii) identifying and promoting to Members opportunities as coaches, referees and other roles; and
 - (iii) providing Members with opportunities to be graded in respect of the opportunities in clauses 4(d)(i) and 4(d)(ii) above;
- (e) promote and foster an attitude of respect, fair play and community among football players including Members;
- (f) at all times act on behalf of, and in the interests of the Members and football, with the primary focus to enable all participants to enjoy football in a safe environment;
- (g) undertake advocacy on behalf of football and the best interest of the Belsouth Football Club;

Affiliations and Associations

- (h) maintain and enhance standards, quality and reputation of football for the collective and mutual benefit of the Members and football;
- (i) affiliate and otherwise liaise with the ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies):
 - (i) to adopt its rule and policy framework to further these objects and purposes; and



- (ii) to at all times promote mutual trust and confidence between these bodies, Belsouth Football Club, and the Members in pursuit of these objects;
- (j) in adopting the rules of football, as determined by ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies), enforce, promulgate and abide by these rules as may be necessary for the management and control of football and related activities;
- (k) pursue affiliations, sponsorship and marketing opportunities to ensure the future strength and stability of the Belsouth Football Club, the Members and football;

In undertaking business

- (l) actively cooperate with all relevant government departments, agencies and bodies, and other governmental authorities;
- (m) have regard to the public interests in its operations;
- (n) seek and obtain improved and enhanced facilities for the enjoyment of football;
- (o) promote the health and safety of Members;
- (p) encourage and promote equality and diversity in respect of the management of the Belsouth Football Club;
- (q) promote the economic and community service success, strength and stability of the Belsouth Football Club; and
- (r) undertake to do all such things that are necessary, incidental or conducive to the advancement of these objects.

Part 2 - Constitution and powers of Belsouth Football Club

5. Powers of Belsouth Football Club

- (a) Subject to the Act, the Belsouth Football Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with Financial Institutions;
 - (iii) invest its money in any security in which monies may lawfully be invested;
 - (iv) raise and borrow money on the terms and in the manner it considers appropriate;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) accept gifts where appropriate;
 - (vii) approve the Belsouth Football Club playing colours;



- (viii) enter into affiliations with other organisations;
- (ix) appoint agents to transact business on its behalf; and
- (x) enter into any other contract it considers necessary or desirable.

6. Effect of Constitution

This Constitution binds every Member and the Belsouth Football Club to the same extent as if every Member and the Belsouth Football Club had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (a) The Belsouth Football Club may alter this Constitution by Special Resolution (in accordance with clauses 54 and 58(f) but not otherwise).
- (b) If the Constitution is to be altered, the Public Officer must ensure the alteration is compliant with section 33 of the Act.

Part 3 - Members

Division 1 - Membership

9. Application for membership

- (a) To become a Member of the Belsouth Football Club, a person must:
 - (i) apply and be one of the following:
 - A. a person who is registered under clause 12 (a "player");
 - B. a person who is registered under clause 15 (a "volunteer"); or
 - (ii) have been elected as an Office Bearer, Public Officer or General Committee Member for that Financial Year in accordance with this Constitution; or
 - (iii) have been appointed as a Life Member in accordance with clause 13.
- (b) Without limiting clause 9(a), an application to become a Member must be made in accordance with the manner approved by the General Committee from time to time and may require but is not limited to registration in the Football Federation Australia Ltd (or any successor bodies) registration system.
- (c) The application to become a Member may include the requirement to pay a membership fee determined under clause 10.



(d) The General Committee has the right to refuse membership to any person (except a person who meets the requirements of clause 9(a)(ii)). A notice of refusal of membership must be provided to the applicant in writing and must:

- (i) state the reasons for refusal; and
- (ii) be given to the applicant in a reasonable time frame.

10. Membership fee

- (a) The membership fee is the amount determined by the General Committee before the start of each season.
- (b) The membership fee will include the membership fees (if applicable) for the ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies).
- (c) The General Committee may decide to charge different membership fees (or no membership fee) for each class of Member listed in clause 9(a).
- (d) The membership fee must be paid:
 - (i) before becoming a Member; and
 - (ii) if a Member is renewing their membership from the previous year, before the commencement of the season, or at a time agreed between the Member and the Belsouth Football Club.

11. Members' liability

The liability of a Member to contribute towards the payment of the debts and liabilities of the Belsouth Football Club or the costs, charges and expenses of the winding up of the Belsouth Football Club is limited to the amount of membership fee (if any) unpaid by the Member in relation to the membership of the Belsouth Football Club.

12. Player registration

- (a) For the purpose of clause 9(a)(i)A, a player is registered if the person has:
 - (i) completed the registration process of the Football Federation Australia Ltd (and any successor bodies); and
 - (ii) otherwise conformed with all registration policies or requirements of the Belsouth Football Club, ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies).
- (b) The Executive Committee may request a person applying to become a Member for the purposes of clause 9(a)(i)A to provide reasonable evidence that the person is registered in accordance with this clause.

13. Life Members

- (a) A person who has:



(i) given outstanding and extended service to the Belsouth Football Club; and/or

(ii) made an exceptional contribution to the advancement of the Belsouth Football Club,

may, by ordinary resolution at an Annual General Meeting, be appointed as a Life Member.

(b) The person should have been directly associated with and actively engaged in promoting the values and aims of the Belsouth Football Club,

(c) No more than five Life Members shall be appointed in any Financial Year.

14. David Calvert Award

The General Committee may each year select a Member to receive the David Calvert Award, where that Member:

- (a) is not a current General Committee Member or Executive Committee Member; and
- (b) has demonstrated outstanding service furthering the values and operation of the Belsouth Football Club.

15. Volunteer registration

(a) Volunteers may include the following:

(i) team managers;

(ii) coaches;

(iii) referees;

(iv) vested officials; and

(v) any other support roles determined by the General Committee from time to time. For the avoidance of doubt, such support roles may include the roles of Head of Football and the Head of Operations.

(b) For the purpose of clause 9(a)(i)B, a volunteer is registered if the person:

(i) is over 16 years of age and will undertake regulated activities (as defined in the Working with Vulnerable People Act) has a registration that is valid for the current Financial Year in accordance with the Working with Vulnerable People Act;

(ii) where applicable, has completed the registration process for the Football Federation Australia Ltd (and any successor bodies); and

(iii) otherwise registers in accordance with any registration policy or requirement of the Belsouth Football Club, ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies).



(c) The Executive Committee may request a person applying to become a Member for the purposes of clause 9(a)(i)B to provide reasonable evidence that the person is registered in accordance with this clause.

Division 2 - Rights of Members

16. Rights obligations and entitlements of members

(a) Members are:

- (i) required to comply with and observe this Constitution and regulations, by-laws and any determination, resolution or policy which may be made or passed by the Belsouth Football Club;
- (ii) liable to pay the relevant membership fee (if any) determined in accordance with clause 10;
- (iii) subject to the jurisdiction of the Belsouth Football Club, ACT Football Federation Ltd (and any successor bodies) and Football Federation Australia Ltd (and any successor bodies); and
- (iv) entitled to all the benefits, advantages, privileges and services of membership.

(b) A Member may exercise the rights of membership from the date his or her name is entered in the Register of Members.

(c) A right of membership of the Belsouth Football Club:

- (i) is not capable of being exercised by, or transferred or transmitted to another person except in accordance with clause 16(d); and
- (ii) terminates on the cessation of membership in accordance with clause 19.

(d) Parents or guardians of Members who are under 18 years of age may exercise that Member's rights under this Constitution on the Member's behalf. For the avoidance of doubt, this includes exercising the vote of the relevant Member but only where the parent or guardian is not also a Member themselves.

(e) Members acknowledge that all people who undertake regulated activities (as defined in the Working with Vulnerable People Act) in connection with Belsouth Football Club must comply with the Working with Vulnerable People Act whether that person is a Member or not, or an Office Bearer, General Committee Member or Public Officer.

17. Access to information on Belsouth Football Club

The following must be made available for inspection by Members:

- (a) a copy of this Constitution;
- (b) minutes of Annual General Meeting, General Meetings, Special General Meetings; and



(c) annual reports and annual financial reports.

18. Raising grievances and complaints

A Member may raise a grievance or complaint about another Member of the Belsouth Football Club and the grievance or complaint must be dealt with in accordance with the procedures set out in Part 7 .

Division 3 - Resignation, death, suspension and expulsion

19. End of membership

A person ceases to be a Member of the Belsouth Football Club when:

- (a) they resign from membership of the Belsouth Football Club in accordance with clause 20;
- (b) their membership of the Belsouth Football Club is cancelled in accordance with clause 21;
- (c) they are suspended or expelled from being a Member in accordance with clause 22; or
- (d) the Member has not paid the membership fee at the end of June in the Relevant Financial year to which the membership fee related, unless the General Committee decides otherwise.

20. Resignation of membership

A Member may resign from the Belsouth Football Club:

- (a) by returning all property and equipment issued to them by the Belsouth Football Club; and
- (b) if the Member is an Office Bearer, Public Officer or a General Committee Member they must have given 14 days written notice to the Executive Committee.

21. Death of member or whereabouts unknown

- (a) If a member dies or the General Committee determines that the whereabouts of a Member are unknown, the General Committee may cancel the Member's membership.
- (b) If membership is cancelled in accordance with clause 21(a), the Member will not be entitled to vote from the date the membership is cancelled.

22. Suspension or expulsion of Members

- (a) If the Executive Committee considers that a Member should be suspended or expelled because his or her conduct is detrimental to the interests of the Belsouth Football Club, the Executive Committee must give notice of the proposed suspension or expulsion to the Member.



(b) The notice must:

- (i) be in writing and state:
 - A. the time, date and place of the Executive Committee meeting at which the question of that suspension or expulsion will be decided;
 - B. if the proposal is for the Member to be suspended:
 - 1) the proposed period of the suspension; and
 - 2) the Member's rights and privileges that are suspended during the period of the suspension;
 - C. that the Member may make written submissions to the Executive Committee prior to the meeting; and
 - D. the particulars of the relevant conduct; and
- (ii) be given to the Member not less than 14 days before the date of the Executive Committee meeting referred to in clause 22(b)(i)A.

(c) At the meeting notified under clause 22(b)(i)A, the Executive Committee must subject to section 50 of the Act:

- (i) afford the Member a reasonable opportunity to be heard;
- (ii) give due consideration to any written submissions received by the Executive Committee prior to the meeting; and
- (iii) decide whether to suspend or expel or decline to suspend or expel the Member from the Belsouth Football Club.

(d) Subject to the prior agreement of the Executive Committee, the Member may be accompanied or represented by a third party (other than a legal representative) at the meeting referred to in clause 22(b)(i)A.

(e) The Executive Committee must give written notice of the decision under clause 22(c)(iii) and the reasons for the decision to the Member.

(f) The decision to suspend or expel a Member does not take effect:

- (i) until 8 days after the date of the notice provided under clause 22(e) if the Member does not exercise their right to appeal under clause 23; or
- (ii) if within 7 days after the date of the notice provided under clause 22(e) the member exercises their right to appeal under clause 23, until the date on which the General Meeting held under clause 23(b) confirms the suspension or expulsion.

(g) Notwithstanding the above, the Executive Committee may decide to suspend a Member with immediate effect where the Member's continuing involvement (whether as a player, volunteer or otherwise) with Belsouth Football Club is determined by the Executive Committee to be inconsistent with the objects of the Belsouth Football Club.



(h) The decision of the Executive Committee to suspend a Member under clause 22(g) may be notified to the Member verbally by an Executive Committee Member and the Executive Committee must:

- (i) provide the Member a written notice consistent with clause 22(b)(i) within 24 hours of the decision being made; and
- (ii) refer the suspension to a General Meeting in accordance with clause 23 for confirmation or setting aside.

23. Appeals against suspension or expulsion

- (a) A Member who is suspended or expelled under clause 22 may appeal against that suspension or expulsion by giving notice to the Secretary within 7 days after the date of the notice provided under clause 22(e).
- (b) The appeal must be considered at a General Meeting to be convened by the Executive Committee within 7 days after the Secretary receives a notice under clause 23(a) and the Member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (c) The Members present at the General Meeting must, by resolution, either confirm or set aside the decision of the Executive Committee to suspend or expel the Member.

Part 4 - Management

Division 1 - General Committee

24. Composition of the General Committee

The General Committee consists of:

- (a) the Office Bearers; and
- (b) up to an additional 9 General Committee Members,

who are elected at each Annual General Meeting (collectively 'Committee Members').

25. Role and powers of the General Committee

- (a) The General Committee is responsible for the development and approval of strategy, vision, policies and procedures of the Belsouth Football Club.
- (b) The General Committee may exercise all the powers of the Belsouth Football Club except:
 - (i) those matters that the Act or this Constitution require the Belsouth Football Club to determine through an Annual General Meeting, General Meeting or Special General Meeting; and
 - (ii) those matters delegated by the General Committee at its discretion to the Executive Committee from time to time.



26. Frequency and calling of meetings

- (a) The General Committee must meet for the conduct of business not less than 6 times in each Financial Year.
- (b) Without limiting clause 26(a), the President may at any time by notice of not less than 7 days call a meeting of the General Committee.

27. Voting and decision making

- (a) Each Committee Member present at the meeting has one vote.
- (b) A Committee Member present at the meeting through the use of technology, is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.
- (c) A question arising at a General Committee meeting must be decided by a majority of votes.
- (d) If there is no majority, the person presiding at the meeting has an additional casting vote.

28. Quorum

Five Committee Members constitute a quorum.

29. Procedure and order of business

- (a) The procedure to be followed at General Committee meetings may be determined from time to time by the Executive Committee.
- (b) If not otherwise provided for by the Executive Committee, the order of business of General Committee meetings:
 - (i) will be as detailed in an agenda circulated prior to the meeting (if any); or
 - (ii) if no agenda is circulated prior, may be determined by the Office Bearers present at the meeting.

Division 2 - Executive Committee

30. Composition of the Executive Committee

- (a) The Executive Committee consists of:
 - (i) the Office Bearers who are elected at each Annual General Meeting;
 - (ii) the Head of Football appointed by the General Committee from time to time; and
 - (iii) the Head of Operations appointed by the General Committee from time to time,



(collectively 'Executive Committee Members').

31. Role and powers of the Executive Committee

- (a) The Executive Committee is responsible for the day to day management of the Belsouth Football Club and has the power to perform all acts and do all things that appear to the Executive Committee to be necessary or desirable for the proper management of the affairs of the Belsouth Football Club.
- (b) The Executive Committee may from time to time seek the advice of subcommittees established under clause 36 and seeking of that advice will be minuted.
- (c) The Executive Committee must provide to the General Committee regular reports at such intervals as determined by the General Committee.

32. Frequency and calling of meetings

- (a) The Executive Committee must meet:
 - (i) at least 3 times in each Financial Year and otherwise may meet at such times and places as the President determines; and
 - (ii) to determine whether to suspend or expel a Member under clause 22.
- (b) Without limiting clause 32(a), meetings of the Executive Committee may be called by the President at any time by notice of not less than 7 days unless all Executive Committee Members agree otherwise.

33. Voting and decision making

- (a) Each Executive Committee Member present at the meeting has a vote.
- (b) An Executive Committee Member present at the Executive Committee meeting through the use of technology, is taken to be present at the meeting and, if the Executive Committee Member votes at the meeting, that Executive Committee Member is taken to have voted in person.
- (c) A question arising at an Executive Committee meeting must be decided by a majority of votes.
- (d) If there is no majority, the person presiding at the meeting has an additional casting vote.

34. Quorum

Four Executive Committee Members constitute a quorum.

35. Procedure and order of business

- (a) The procedure to be followed at Executive Committee meetings may be determined from time to time by the Executive Committee.
- (b) The order of business for each Executive Committee meeting:



- (i) will be as detailed in an agenda circulated prior to the meeting (if any); or
- (ii) if no agenda is circulated prior, may be determined by the Office Bearers present at the meeting.

(c) In respect of Executive Committee meetings called for the purpose of clause 22, the only item of business at that meeting will be the matters referred to in clause 22.

36. Delegation

- (a) The Executive Committee may delegate to a subcommittee any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Executive Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.
- (c) The Executive Committee may, in writing, revoke wholly or in part the delegation.

Division 3 - Office Bearers, Public Officer and General Committee Members

37. Eligibility for positions

- (a) Only people who:
 - (i) are over 18 years of age; and
 - (ii) meet the requirements specified in 15(b)(ii) and 15(b)(iii) (whether they are also a volunteer or not),may be elected as Office Bearers and General Committee Members.
- (b) Only people who:
 - (i) are over 18 years of age;
 - (ii) meet the requirements specified in 15(b)(ii) and 15(b)(iii) (whether they are also a volunteer or not); and
 - (iii) who reside in the Australian Capital Territory,may be elected as the Public Officer.
- (c) A person is not eligible to simultaneously be any 2 of the following positions:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer;



- (iv) the Secretary; or
- (v) a General Committee Member.

(d) In respect of the positions of President, Vice-President, Treasurer or Secretary only, a person is not eligible to be elected to the same position for more than 5 consecutive Financial Years.

38. Nominations for election

- (a) Nominations for election as an Office Bearer, Public Officer or a General Committee Member must be made in writing by any Member 14 days before the relevant Annual General Meeting.
- (b) If no written nominations are received for a vacant position 13 days before the Annual General Meeting the General Committee must call for additional written nominations for that position before the Annual General Meeting.
- (c) Notice for calling additional written nominations as required at clause 38(b), may be given by:
 - (i) serving it on a Member personally;
 - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members;
 - (iii) sending it electronically to a Member at the email address of the Member appearing in the Register of Members; or
 - (iv) publishing it in the Belsouth Football Club's circulars and newsletters, including social media.
- (d) Despite clauses 38(a) and 38(b), if no written nominations are received in respect of a vacant position prior to the Annual General Meeting, the person presiding over the Annual General Meeting may call for nominations for a vacant position at the Annual General Meeting.
- (e) Nominations will only be accepted if:
 - (i) the nomination states whether the nomination is for the position of President, Vice-President, Secretary, Treasurer, Public Officer or General Committee Member. For the avoidance of doubt, a nomination may be made for more than one position;
 - (ii) the nomination is made with the consent of the person nominated;
 - (iii) the person meets the eligibility requirements in respect of the position they have been nominated for as detailed in clause 37; and
 - (iv) the nomination is seconded by another Member.

39. Retirement from positions

- (a) A person elected as an Office Bearer, Public Officer or General Committee Member holds office until the conclusion of the next Annual General Meeting including for



the avoidance of doubt, during that Annual General Meeting unless the Member vacates the office under clause 42 or is removed under clause 43.

(b) A person may be re-elected or re-nominated as an Office Bearer, Public Officer or General Committee Member subject to that person being eligible for that position under clause 37.

40. Election by default

(a) If the number of nominations for election as an Office Bearer, Public Officer or General Committee Member which have been accepted under clause 38 do not exceed the number of vacancies to be filled, the person presiding over the Annual General Meeting must declare the persons to be duly elected as Office Bearers, Public Officer or General Committee Member (in accordance with the nominations).

(b) If the number of persons duly elected as General Committee Members in accordance with clause 40(a) is less than 9, the person presiding over the Annual General Meeting may accept additional nominations for election as General Committee Members at the Annual General Meeting. If the number of additional nominations does not exceed the number of remaining vacancies in respect of General Committee Members, the person presiding over the Annual General Meeting must declare the persons nominated at the Annual General Meeting to be duly elected as General Committee Members. If the number of additional nominations exceeds the number of remaining vacancies, then despite clause 40(a) all General Committee Member positions must be elected in accordance with clause 41.

41. Election by ballot

(a) If the number of nominations accepted under clause 38 exceeds the number of vacancies to be filled, ballots for those vacancies must be conducted unless clause 41(b) applies.

(b) If only one nomination is accepted under clause 38 for a vacant position, the person nominated for that position shall be deemed to be elected to that position by the person presiding over the Annual General Meeting. All other vacancies must be filled by ballot.

(c) Ballots will be conducted in the order of President, Vice-President, Treasurer, Secretary, Public Officer and General Committee Members using a show of hands, secret ballot, majority vote or such other method as determined by the person presiding over the Annual General Meeting until the manner is determined otherwise by resolution at an Annual General Meeting. If by resolution the manner of the ballot is determined, that manner will apply at the next Annual General Meeting.

(d) The persons chosen by ballot must be declared by the person presiding over the Annual General Meeting to be duly elected to the relevant position.

42. Vacating office

(a) A person will cease to be an Office Bearer, Public Officer or General Committee Member if:

(i) the person:



- A. is disqualified under the Act; or
- B. is rendered permanently incapable of performing the duties of office by mental or physical ill-health; or

(ii) the person is an Office Bearer or General Committee Member and is absent from more than:

- A. 3 consecutive General Committee meetings (without prior consent of the General Committee); or
- B. 3 General Committee meetings in the same Financial Year without tendering an apology to the President,

of which meetings the Member received notice and the Executive Committee has decided to declare the office vacant; or

(iii) the person is an Office Bearer and is absent from more than:

- A. 3 consecutive Executive Committee meetings (without prior consent of the Executive Committee); or
- B. 3 Executive Committee meetings in the same Financial Year without tendering an apology to the Executive Committee,

of which meetings the Member received notice and the Executive Committee has decided to declare the office vacant.

43. Removal of Office Bearers, Public Officer or General Committee Members

- (a) The Belsouth Football Club, through a Special General Meeting, may remove any Office Bearer, Public Officer or General Committee Member from the relevant position.
- (b) If a vacancy arises through removal under clause 43(a), the General Committee must call for nominations to fill the vacancy in accordance with clause 38(e) and at a General Meeting elect a Member in accordance with clauses 40 and 41.

44. Filling vacancy after ballot

- (a) If a vacancy remains after the application of clause 43(b) or if a position becomes vacant under clause 42, the General Committee may appoint any Member to fill that vacancy subject to that person meeting the eligibility requirements under clause 37 in respect of that position.
- (b) However, if the position of Public Officer becomes vacant, a Member who meets the eligibility requirements under clause 37(b) must be appointed by the General Committee under section 64(3) of the Act to fill the vacancy.



Division 4 - Duties of Office Bearers, Public Officer and General Committee Members

45. Responsibilities of Office Bearers, Public Officer and General Committee Members

- (a) As soon as practicable after being elected, each Office Bearer, Public Officer and General Committee Member must familiarise themselves with the Act.
- (b) Subject to the Act, the Office Bearers, the Public Officer and General Committee Members are collectively responsible for ensuring the Belsouth Football Club complies with the Act.
- (c) The Belsouth Football Club shall not pay Office Bearers, the Public Officer and General Committee Members a salary, fee or allowance.

46. President and Vice-President

- (a) The President and Vice-President must:
 - (i) provide efficient and effective leadership and oversight for the Belsouth Football Club in its day to day operations and in line with Belsouth Football Club policy (if any);
 - (ii) serve as the spokesperson for the Belsouth Football Club with the media and other external stakeholders or parties;
 - (iii) manage relationships with other external stakeholders or parties consistent with the objects of the Belsouth Football Club;
 - (iv) act as signatory for the Belsouth Football Club in all legal matters and financial with the Treasurer in accordance with this Constitution; and
 - (v) provide an annual report on Belsouth Football Club activities at the Annual General Meeting.
- (b) The President must preside at all Annual General Meetings, General Meetings, Special General Meetings, General Committee meetings and Executive Committee meetings.
- (c) If the President is absent from a meeting, the Vice-President must preside at the relevant Annual General Meeting, General Meeting, Special General Meeting, General Committee meeting or Executive Committee meeting.
- (d) If the President and the Vice-President are absent, the presiding member for that meeting must be:
 - (i) for an Annual General Meeting, General Meeting or Special General Meeting - a Member elected by the other Members present; and
 - (ii) for a General Committee meeting or Executive Committee meeting, a Member elected by the other General Committee Members or Executive Committee Members present at that meeting.



47. Secretary

The Secretary must:

- (a) coordinate the correspondence of the Belsouth Football Club;
- (b) give all Members notice of Annual General Meetings, General Meetings, Special General Meetings and Special Resolutions in the manner prescribed by this Constitution;
- (c) ensure minutes of all proceedings, and of those present, at Annual General Meetings, General Meetings, Special General Meetings, General Committee meetings, Executive Committee meetings are kept;
- (d) maintain the systems of Belsouth Football Club (including the Football Federation Australia Ltd (and any successor bodies) registration system relevant in that year);
- (e) unless the Members resolve otherwise at a General Meeting - have custody of all books, documents, records and registers of the Belsouth Football Club, other than those required by clause 48(e) to be in the custody of the Treasurer; and
- (f) perform any other duties imposed by this Constitution on the Secretary.

48. Treasurer

(a) The Treasurer must:

- (i) receive all moneys paid to or received by the Belsouth Football Club, issue receipts for those moneys in the name of the Belsouth Football Club and deposit those moneys into the financial account of the Belsouth Football Club in accordance with clause 59(e);
- (ii) make any payments authorised by the General Committee or Executive Committee or by a General Meeting of the Belsouth Football Club from the Belsouth Football Club's funds including ensuring all cheques, drafts, bills of exchange, promissory notes, electronic transfer and other negotiable instruments are signed or authorised in accordance with clause 59.

- (b) The Treasurer must ensure the accounting records of the Belsouth Football Club are kept in accordance with section 71 of the Act.
- (c) The Treasurer must coordinate the preparation of the Belsouth Football Club's annual statement of accounts.
- (d) If directed to do so by the President, the Treasurer must submit to the Executive Committee a report, balance sheet or financial statement in accordance with that direction.
- (e) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Belsouth Football Club.
- (f) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.



49. Public Officer

(a) The Public Officer must:

- (i) ensure that documents are filed with the registrar-general in accordance with the Act, including maintaining the Register of Members in accordance with section 67 of the Act;
- (ii) keep a current copy of the Constitution of the Belsouth Football Club; and
- (iii) perform all obligations and duties of a 'public officer' (as that term is defined in the Act) under the Act.

50. Disclosure of interest

(a) Any and all Office Bearers, the Public Officer, General Committee Members or any person appointed to a role by the General Committee under clause 15(a)(v) who have a direct or indirect pecuniary interest in a contract, or proposed contract, with the Belsouth Football Club must disclose the nature and extent of the interest to the Executive Committee in accordance with section 65 of the Act.

(b) The President must ensure any Office Bearer, the Public Officer or General Committee Members or any person appointed to a role by the General Committee under clause 15(a)(v) who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 65 of the Act.

Part 5 - Member Meetings

51. General Meetings

(a) The Executive Committee may at any time convene a General Meeting.

(b) Without limiting clause 51(a), if a notice has been given under clause 23(a) the Executive Committee must convene a General Meeting within the time allowed under clause 23(b).

(c) The Secretary must give all Members not less than

- (i) 14 days' notice of a General Meeting convened under clause 51(a); and
- (ii) 7 days' notice of a General Meeting convened under clause 51(b).

(d) The notice of a General Meeting:

- (i) must specify when and where the meeting is to be held; and
- (ii) subject to clause 51(f), may specify the particulars of and the order in which business is to be transacted.

(e) If the Executive Committee fails to convene a General Meeting within the time allowed under clause 23(b) - the appeal against the decision of the Executive Committee is upheld.



(f) In respect of a General Meeting convened under clause 51(b), the only item of business at that meeting will be the matters referred to in clause 23(c).

52. Special General Meetings

- (a) Members constituting a quorum for a General Meeting or 5% of the total number of Members (whichever is less) may make a written request to the Executive Committee for a Special General Meeting.
- (b) The request must:
 - (i) state the purpose of the Special General Meeting; and
 - (ii) be signed by the Members making the request.
- (c) On receiving a written request that meets the requirements of clause 52(b), the Executive Committee must convene a Special General Meeting within 7 days' of the written request being received.
- (d) If the Executive Committee fails to convene a Special General Meeting within the time allowed under clause 52(c) - the Members who made the request may convene a Special General Meeting as if they were the Executive Committee.
- (e) If a Special General Meeting is convened under clause 52(d), the Belsouth Football Club must meet any reasonable expenses of convening and holding the Special General Meeting.
- (f) The Secretary must give to all Members not less than 7 days' notice of a Special General Meeting.
- (g) The notice of a Special General Meeting must specify:
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.

53. Annual General Meeting

- (a) The Belsouth Football Club must hold an Annual General Meeting.
- (b) The Belsouth Football Club must hold all Annual General Meetings within 5 months after the end of the Belsouth Football Club's Financial Year.
- (c) The Secretary must give all Members not less than 21 days' notice of an Annual General Meeting.
- (d) The notice of an Annual General Meeting must specify:
 - (i) when and where the meeting is to be held; and
 - (ii) the particulars of and the order in which business is to be transacted.
- (e) The order of business for each Annual General Meeting is as follows:



- (i) the consideration of the audited accounts of Belsouth Football Club and reports of Office Bearers and the Executive Committee;
- (ii) election of President, Vice-President, Treasurer, Secretary, Public Officer and General Committee Members;
- (iii) any other business requiring consideration by the Belsouth Football Club at the meeting which may include the appointment of Life Members in accordance with clause 13; and
- (iv) the appointment of the auditor, for the next year, and the fixing of his/her remuneration.

54. Special Resolutions

- (a) Subject to this clause, a Special Resolution may be moved at any Annual General Meeting, General Meeting or Special General Meeting of the Belsouth Football Club.
- (b) The Secretary must give all Members not less than 21 days' notice of the meeting at which a Special Resolution is to be proposed.
- (c) The notice must include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

55. Notice of meetings

- (a) The Secretary must give a notice under this Part. Notice may be given by either:
 - (i) serving it on a Member personally;
 - (ii) sending it by post to a Member at the address of the Member appearing in the Register of Members;
 - (iii) sending it electronically to a Member at the email address of the Member appearing in the Register of Members; or
 - (iv) publishing it in the Belsouth Football Club's circulars and newsletters, including social media.
- (b) If a notice is sent by post under clause 55(a)(ii), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the Member by ordinary prepaid mail.

56. Quorum

At any Annual General Meeting, General Meeting or Special General Meeting, the number of Members present in person must be 15.

57. Lack of quorum

- (a) If within 30 minutes after the time specified in the notice for the holding of a meeting a quorum is not present:



- (i) for an Annual General Meeting or a General Meeting convened under clause 51(a) - the relevant meeting is dissolved and stands adjourned to the same time on the same day in the following week;
- (ii) for a General Meeting convened under clause 51(b) - the Members who are present in person may proceed with hearing the appeal for which the meeting is convened; or
- (iii) for a Special General Meeting convened for the purpose of clause 52(a) - the meeting lapses.

(b) If a quorum is not present at an Annual General Meeting or General Meeting that was dissolved and resumed in accordance with clause 57(a)(i) within 30 minutes after the relevant time:

- (i) the Members who are present in person may proceed with the business of that Annual General Meeting or Special General Meeting as if a quorum were present; and
- (ii) transact only such business that was to be transacted at the adjourned Annual General Meeting or General Meeting and no new business may be transacted.

(c) The President may, with the consent of a General Meeting at which a quorum is present, and must, if directed by majority of the Members at the meeting, adjourn that General Meeting from time to time and from place to place.

(d) If a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.

58. Voting at Annual General Meeting, General Meetings or Special General Meetings

- (a) Unless otherwise provided in this Constitution, this clause applies to voting at all Annual General Meetings, General Meetings or Special General Meetings.
- (b) Each Member who is either present in person or if under 18 years of age represented by a parent or guardian in accordance with clause 16(d) is entitled to one vote at each Annual General Meeting, General Meeting or Special General Meeting.
- (c) A Member who is not physically present at a meeting may be permitted to participate in the meeting by the use of technology but the Member is not entitled to vote.
- (d) Proxy votes will not be accepted.
- (e) An ordinary resolution put to the vote is decided by a majority of votes of Members who are present.
- (f) A Special Resolution put to the vote is passed if three-quarters of the Members who are present vote in favour of the resolution.



- (g) A poll of the present Members' votes may be demanded by the person presiding over the relevant meeting or by 3 or more Members present in person.
- (h) If demanded, a poll of the present Members' votes must be taken immediately and in the manner the person presiding over the relevant meeting directs.
- (i) In the event of an equality of votes on any question, the person presiding over the relevant meeting shall have the casting vote.

Part 6 - Financial management

59. Funds and accounts

- (a) The Belsouth Football Club must open an account with a Financial Institution from which all expenditure of the Belsouth Football Club is made and into which all of the Belsouth Football Club's revenue is deposited.
- (b) Subject to any restrictions imposed by the Belsouth Football Club at a General Meeting, the Executive Committee may approve expenditure on behalf of the Belsouth Football Club within the limits of the budget.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Executive Committee Members.
- (d) All electronic transfers must be authorised by at least 2 Executive Committee Members.
- (e) All funds of the Belsouth Football Club must be deposited into the financial account of the Belsouth Football Club no later than 5 working days after receipt or as soon as practicable after that day.
- (f) With the approval of the Executive Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

60. Accounts and audits

Without limiting the Treasurer's responsibilities under clause 48, the responsibility of the Executive Committee under clause 45(b) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act relating to:

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Belsouth Football Club's annual statement of accounts including at Annual General Meetings in accordance with this Constitution; and
- (c) the auditing of the Belsouth Football Club's accounts.



Part 7 - Grievance and disputes

61. Grievance and disputes procedures

- (a) This clause applies to disputes between a Member and another Member; including
 - (i) a Member and an Executive Committee Member;
 - (ii) a Member and a Committee Member.
- (b) This clause 61 does not limit the capacity for Members to bring an action, or to have action brought against them under the jurisdiction of either ACT Football Federation Ltd (and any successor bodies) or Football Federation Australia Ltd (and any successor bodies) in relation to grievance, disciplinary and disputes policies and procedures.
- (c) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (d) 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 after the meeting, hold another meeting in the presence of a mediator.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - A. for a dispute between a Member and another Member - a person appointed by the Executive Committee; or
 - B. for a dispute between a Member and the Executive Committee - a person who is a mediator appointed or employed by the department administering the Act.
- (f) The mediator cannot be a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must not determine the dispute.



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

Part 8 - Miscellaneous

62. Common seal

(a) The common seal of the Belsouth Football Club must not be used without the express authority of the Executive Committee and every use of that common seal must be recorded by the Secretary.

(b) The affixing of the common seal of the Belsouth Football Club must be witnessed by any 2 of the following:

- (i) the President;
- (ii) the Vice-President;
- (iii) the Secretary; or
- (iv) the Treasurer.

(c) The common seal of the Belsouth Football Club must be kept in the custody of the Secretary or another person determined by the Executive Committee from time to time.

63. Belsouth Football Club Logo

(a) The Belsouth Football Club will own and maintain a logo for use by the Belsouth Football Club.

(b) Subject to clause 63(c), no Member may use the Belsouth Football Club logo, including use of the Belsouth Football Club logo in a modified form, for any purpose whatsoever without the prior written permission of the Executive Committee.

(c) Members are not required to seek written permission to use the logo where the logo is on Belsouth property or equipment that the Member is using for the purpose that the property or equipment was provided to the Member.

(d) The Executive Committee may approve in writing third parties to use the logo on such terms as the Executive Committee determines.

(e) The Executive Committee may take whatever action it deems necessary, including legal action, against any person who uses the Belsouth Football Club name or logo without the Executive Committee's written authorisation. For avoidance of doubt, the Executive Committee may only take action against a Member who contravenes clause 63(b) in accordance with this Constitution or as otherwise provided by law.

(f) The Executive Committee may from time to time update the logo.

(g) As between the Belsouth Football Club and Members, the Belsouth Football Club, through the Executive Committee, retains all rights relating to the use of the Belsouth Football Club logo, trademarks, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating



to the Belsouth Football Club or any activity of or conducted, promoted or administered by the Belsouth Football Club.

64. Distribution of surplus assets on winding up

- (a) If on the winding up or dissolution of the Belsouth Football Club, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the Members or former Members.
- (b) The surplus assets must be given or transferred to another association incorporated under section 92 of the Act, meaning the other association must:
 - (i) have similar objects or purposes;
 - (ii) not be carried on for profit or gain to its individual Members; and
 - (iii) be determined by resolution of the Members.