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Constitution

Football Australia Limited ("**FA**")
A Company Limited by Guarantee

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PART A – FOOTBALL AUSTRALIA

1 Name, Headquarters, Legal Form

- (a) FA is a company limited by guarantee incorporated and registered under the Corporations Act. FA's operations are governed by the laws of Australia and this Constitution.
- (b) FA's headquarters are in Sydney, New South Wales, Australia.
- (c) FA is a member of FIFA and of AFC.
- (d) FA has protected the FA Brand by obtaining Intellectual Property Rights registrations, where appropriate.

2 Objects of FA

The objects for which FA is established are:

- (a) to be the national federation and peak governing body for Football in Australia and the Australian member of FIFA and AFC in accordance with the FIFA Statutes and Regulations;
- (b) to govern Football throughout Australia by:
 - (i) making, adopting, varying and publishing rules, regulations, by-laws and conditions for the regulation of Football in Australia and for deciding and settling differences that arise between Members, Qualifying Members, Provisional Members, Clubs, Officials, Players, Competitions, Standing Committees and FA, in the form of the FA Statutes;
 - (ii) complying with, promoting, preventing any infringement of and doing everything necessary or desirable to enforce and uphold the FA Statutes, the FIFA Statutes and Regulations and the Laws of the Game at all levels;
 - (iii) governing the strategic direction of Football in Australia;
 - (iv) determining the highest level policy for the conduct and management of Football in Australia; and
 - (v) supervising and governing State Body Members, Standing Committees and Competitions;
- (c) to constantly improve the game of Football and promote, regulate and control it throughout Australia in the light of fair play and its unifying, educational, cultural and humanitarian values, particularly through youth and development programs;
- (d) to uphold the principles of fair play, loyalty, integrity and sportsmanship and the Laws of the Game and ensure that they are respected and observed by its Constituents;
- (e) to remain neutral in matters of politics and religion;
- (f) to promote equality and non-discrimination and take all reasonable steps to ensure that discrimination of any kind against a country, private person or group of people on account of race, skin colour, religion, language, politics, national or ethnic origin, gender, transgender, sexual orientation, wealth, age, marital status, pregnancy or intellectual or physical impairment or any other attribute specified under Commonwealth or State legislation, including any Equal Opportunity Law, does not occur among Football participants and, if it does occur, it is subject to appropriate disciplinary sanctions under this Constitution;
- (g) to strive to promote the protection of human rights in accordance with FIFA's human rights policies and commitments;
- (h) to encourage and promote widespread participation in Football and physical activity;

- (i) to promote and foster friendly relations between Members, Clubs, Officials and Players and in society for humanitarian objectives;
- (j) to secure and maintain affiliation with domestic and international bodies having a common interest in Football, to facilitate international sporting relations connected with Football in all its forms and to co-operate with other bodies, including FIFA, AFC, FIFA Confederations, other FIFA Member Associations and Members, in relation to the promotion and development of interstate, international and other Football competitions, the enforcement and upholding of the FA Statutes, the FIFA Statutes and Regulations and the Laws of the Game and the advancement of Football as a whole;
- (k) to promote, provide for, regulate and ensure effective management of Matches and Competitions, including:
 - (i) National Championships;
 - (ii) interstate competitions between teams representing or selected by State Body Members;
 - (iii) international competitions;
 - (iv) games in Australia between visiting overseas teams, between visiting overseas teams and teams representing or nominated or selected by FA or between visiting overseas teams and teams representing or selected by Constituents;
 - (v) tours overseas by teams representing or nominated or selected by FA or teams representing or selected by Constituents; and
 - (vi) participation in international competitions by players representing Australia;
- (l) to establish one or more Competitions, including under licence;
- (m) to be the only body entitled to sanction and authorise the entry of Australian teams into international Football competitions and the only body entitled to prepare and enter Australian national representative teams in international Football competitions;
- (n) to use and promote the FA Brand;
- (o) to accredit and regulate referees, coaches and other individuals or entities to undertake functions and activities in relation to or incidental to Football in Australia;
- (p) to encourage the provision, development and maintenance of appropriate facilities for participation in Football, including grounds, playing fields, materials, equipment and other facilities for Football in Australia;
- (q) to prevent all methods or practices that might jeopardise the integrity of Matches or Competitions or that give rise to abuse of Football;
- (r) to maintain and enhance the standards, quality and reputation of Football for the collective and mutual benefit and interests of Members and of Football; and
- (s) to undertake other actions or activities necessary, incidental or conducive to the advancement of these objects.

3 Income and payments

3.1 Application of income

All FA's income and property, however derived, must be applied only to promote its objects.

3.2 No income or property to be paid to Members

None of FA's income or property may be paid or transferred to the Members, directly or indirectly, except to the extent permitted under articles 3.3 and 15.10.

3.3 Payments in good faith

Article 3.2 does not prevent the payment by FA in good faith to a Member:

- (a) for goods or services supplied to FA in the ordinary and usual course of business;
- (b) of interest on money borrowed from them by FA at a rate not exceeding current bank overdraft rates of interest for moneys lent; or
- (c) of reasonable rent for premises let by them to FA,

provided such payment is disclosed to the Finance and Risk Standing Committee.

4 Bodies of FA

- (a) As the Australian FIFA Member Association, FA's decision-making, business and operations are effected via the following bodies:
 - (i) the Members who have the rights and obligations specified in this Constitution and the Corporations Act and in particular operate in general meeting as the electoral body of FA and the body that may, by Special Resolution, amend this Constitution (the equivalent of FIFA's Member Associations);
 - (ii) the Board of Directors which is the body that manages FA as specified in article 17.1 (and is the equivalent of the FIFA Council), including through the grant of powers, duties and authorities to the Chief Executive Officer);
 - (iii) the FA Management which is the executive and administrative body that operates under the direction of the Chief Executive Officer (the equivalent of FIFA's General Secretariat); and
 - (iv) the Judicial Bodies being the Disciplinary and Ethics Tribunal and the Appeals Tribunal established under article 25 (the equivalent of FIFA's Disciplinary, Appeal and Ethics Committees).
- (b) The bodies of FA will be established and maintained in accordance with this Constitution, with the members of these bodies being admitted, elected, appointed or employed by FA (as applicable) without any external influence and in accordance with this Constitution.

5 Membership

5.1 Members

The Members of FA are:

- (a) each of the State Body Members, being each of the bodies described in article 6;
- (b) each of the Professional League Club Members, being each of the legal entities described in article 7;
- (c) the Players' Member, being the person or persons nominated by the PFA and admitted as Members in accordance with the requirements of article 8;
- (d) each of the ten Women's Football Members, being each of the persons admitted as Members in accordance with the requirements of article 9.; and
- (e) any New Member who becomes a Member in accordance with article 11.

5.2 New Members

New Members shall be admitted in accordance with the requirements of article 11.

5.3 Member Rights

The Members have the following rights in accordance with and as prescribed by this Constitution and the Corporations Act:

- (a) to take part in general meetings, to know its agenda in advance, to be called to a general meeting within the prescribed time and exercise their voting rights;
- (b) to ensure the agenda of general meetings includes agenda items enabling the exercise of Member rights specified by this Constitution and the Corporations Act;
- (c) to nominate candidates for election as an Elected Director under article 16.3 in accordance with the nomination procedure under article 16.1;
- (d) to nominate Standing Committee members in accordance with article 24;
- (e) to nominate candidates for admission as Life Members in accordance with article 10.3;
- (f) to exercise votes in accordance with article 14;
- (g) in general meeting to:
 - (i) adopt or amend the Constitution;
 - (ii) appoint two Members to check the minutes, and approve the minutes of the last general meeting;
 - (iii) elect the Elected Directors in accordance with article 16.3;
 - (iv) veto the election of the Chair in accordance with article 15.7 and the Deputy Chair in accordance with article 15.8;
 - (v) approve the appointment of the Appointed Directors in accordance with article 15.5;
 - (vi) remove Directors in accordance with article 15.12;
 - (vii) approve the appointment of a Director to fill a casual vacancy in an Elected Director Position in accordance with article 15.9;
 - (viii) approve the appointment of the chair, deputy chair and members of the Judicial Bodies;
 - (ix) remove the chair, deputy chair and members of the Judicial Bodies;
 - (x) admit New Members in accordance with article 11;
 - (xi) appoint the scrutineers;
 - (xii) receive the activity report;
 - (xiii) increase or reduce membership subscriptions amounts in accordance with article 5.4;
 - (xiv) terminate the membership of a Member in accordance with article 5.6(e);
 - (xv) determine which body or bodies will take a transfer of any excess property of FA following a wind up of FA in accordance with article 44;
 - (xvi) approve, upon the recommendation of the Directors, the bestowment of the title of Honorary President, Honorary Vice-President or Honorary Member in accordance with article 10.1;
 - (xvii) approve the admission and removal of Life Members of FA in accordance with article 10.3; and

- (xviii) vote in exercise of any powers which are required by this Constitution or the Corporations Act to be exercised by the Members in general meeting; and
- (h) to exercise any other right of a Member prescribed in this Constitution, the Corporations Act or the FA Statutes.

5.4 Membership subscriptions

- (a) The Directors must determine from time to time:
 - (i) the amount (if any) payable by an applicant for membership;
 - (ii) the amount of the annual subscription payable by each Member or category of Members, and the due date for payment; and
 - (iii) any other amount to be paid by each Member or category of Members, whether of a recurrent or any other nature.
- (b) Each Member must pay to FA the amounts determined under this article 5.4.
- (c) FA in general meeting may, by Special Resolution, increase or reduce any amounts determined by the Directors under article 5.4(a) provided that, in the case of a reduction of an amount, that reduction must not place the financial viability or the programs of FA in doubt, but this does not affect the validity of anything previously done pursuant to articles 5.4(a) or 5.4(b).
- (d) 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:
 - (i) there are reasonable grounds for doing so;
 - (ii) FA will not be materially disadvantaged as a result; and
 - (iii) 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.

5.5 Admission of Members

- (a) Before admission as a Member, a legal or natural person seeking admission as a Member (including a New Member) must sign an application agreeing to be bound:
 - (i) upon becoming either a Qualifying Member or a Provisional Member and for so long as they remain a Qualifying Member or a Provisional Member; and
 - (ii) upon admission as a Member and for so long as they remain a Member,by:
 - (iii) this Constitution;
 - (iv) the By-laws;
 - (v) the FA Statutes;
 - (vi) the FIFA Statutes and Regulations; and
 - (vii) the Grievance Procedure.
- (b) Each legal or natural person seeking admission as a Member (including a New Member) will be considered to have satisfied the requirements referred to in this article 5.5 once the signed application under article 5.5(a) is provided to the Company Secretary and any subscriptions or other amounts payable are paid.

5.6 Suspension and termination of membership of a Member

- (a) The Directors may suspend the membership of a Member with immediate effect if:
 - (i) in the case of a State Body Member, recognition of that State Body Member is provisionally revoked under article 6.1(c);
 - (ii) the Member breaches or fails to comply with a written notice given to it by the Directors under article 5.7(c) or article 6.6;
 - (iii) the Member otherwise seriously and repeatedly violates its obligations as a Member under this Constitution.
- (b) Before suspending the membership of a Member under article 5.6(a), the Directors must provide the Member with a reasonable opportunity to be heard and to make submissions in relation to the breach or failure referred to in article 5.6(a).
- (c) The Directors must notify a Member, in writing, if its membership is suspended. The suspension of the membership continues, unless lifted by the Directors, until the next annual general meeting at which FA must consider a resolution to terminate the membership of the Member under article 5.6(e).
- (d) If the Directors have notified a Member that its membership has been suspended, during the period before the next annual general meeting the Member:
 - (i) must continue to comply with its obligations under this Constitution; and
 - (ii) will not be entitled to receive notice of, or to attend, speak at or vote at, general meetings.
- (e) FA, in general meeting, may by Special Resolution, terminate the membership of a Member:
 - (i) that has been suspended by the Directors in accordance with article 5.6(a); or
 - (ii) that seriously and repeatedly violates its obligations as a Member under this Constitution.

5.7 Compliance with Constitution, By-laws and rules

- (a) Members, Qualifying Members and Provisional Members must comply with this Constitution, all By-laws, the FA Statutes, the National Code of Conduct and Ethics and the FIFA Statutes and Regulations.
- (b) If a Member, Qualifying Member or Provisional Member breaches or fails to comply with this Constitution, any By-law, the National Code of Conduct and Ethics or the FIFA Statutes and Regulations, the Directors may give written notice to them specifying the breach or failure.
- (c) If a Member, Qualifying Member or Provisional Member receives a written notice under article 5.7(b), they must remedy the breach or failure specified in the written notice within 14 days (or a longer period determined by the Directors) after receipt by them of the written notice.

5.8 Ceasing to be a Member

- (a) A person ceases to be a Member on:
 - (i) resignation;
 - (ii) death;
 - (iii) becoming bankrupt or insolvent or making an arrangement, composition or compromise with creditors of the person's joint or separate estate generally;

- (iv) becoming of unsound mind or someone whose person or estate is liable to be dealt with in anyway under a law relating to mental health;
 - (v) the termination of their membership under this Constitution;
 - (vi) 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;
 - (vii) in the case of a Women's Football Member, the cessation or termination of that Member's appointment;
 - (viii) in the case of a Players' Member, the cessation or termination of that Member's appointment; or
 - (ix) in the case of a Professional League Club Member, the cessation or termination of that Professional League Club Member's right to participate in the A-League Men and/or A-League Women.
- (b) For the purposes of article 5.8(a)(i), a Member may resign as a member of FA by giving 14 days written notice to the Directors.

5.9 No claim against FA

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

5.10 Limited liability

Members have no liability in that capacity except as set out in article 44.1.

6 State Body Members

6.1 State Body Members

- (a) Subject to this Constitution, State Body Members have the authority and obligation to govern and administer Football, including the obligation to run and facilitate competitions, within their respective Jurisdiction.
- (b) FA must recognise as a State Body Member one body in respect of each State which, in their opinion, represents Football in that State, with the exception of New South Wales, in respect of which the Directors may recognise two bodies which, in their opinion, represent Football in New South Wales.
- (c) The Directors may provisionally revoke the recognition of a State Body Member under article 6.1(b) if in their opinion the State Body Member no longer represents Football in the Jurisdiction in respect of which it was recognised. The provisional revocation, unless lifted by the Directors, continues until the next annual general meeting at which FA, through the Members, must consider a resolution to terminate the membership of the State Body Member under article 5.6(e).
- (d) Before provisionally revoking the recognition of a State Body Member under article 6.1(c), the Directors must provide the State Body Member with a reasonable opportunity to be heard and to make submissions in relation to the provisional revocation.
- (e) Following provisional revocation of the recognition of a State Body Member under article 6.1(c) the Directors may recognise another body as the State Body Member representing Football in the Jurisdiction in respect of which the former State Body Member was recognised, and may, upon termination of the membership of the former State Body Member, invite the new State Body Member to become a Member in accordance with article 11.
- (f) Each State Body Member must ensure the election or appointment of their decision-making bodies.

- (g) Each State Body Member must:
- (i) organise, promote, govern and administer Football throughout its Jurisdiction;
 - (ii) implement and enforce the FA Statutes throughout its Jurisdiction, including by communicating and educating the Zones, Competition Administrators and Clubs within its Jurisdiction relating to any variations to any of the FA Statutes from time to time;
 - (iii) ensure compliance with the FA Statutes by the Zones, Competition Administrators and Clubs within its Jurisdiction;
 - (iv) act in good faith and loyalty to maintain and enhance FA and Football, its standards, quality and reputation for the collective and mutual benefit of the Members and Football;
 - (v) at all times operate with and promote mutual trust and confidence between FA and the Members, promoting the economic and sporting success, strength and stability of each other and work cooperatively with each other in pursuit of FA's objects;
 - (vi) not do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of Football and its maintenance and development; and
 - (vii) advise FA as soon as practicable of any serious administrative, operational, or financial difficulties, assist FA in investigating those issues and cooperate with FA in addressing those issues.
- (h) FA undertakes to work cooperatively with all Members including each State Body Member to foster and promote FA's objects.

6.2 Constitutions

- (a) The Directors must adopt and maintain at all times a By-law containing the guidelines for a model constitution that State Body Members may use as their constitution and the minimum requirements that must be reflected in their constitution if they do not wish to adopt the model constitution as their constitution.
- (b) The Directors may from time to time amend the By-law referred to in article 6.2(a), and the model constitution and minimum requirements contained in that By-law, including for the purposes of ensuring that they remain consistent with this Constitution and with best practice corporate governance.
- (c) A State Body Member must:
- (i) either 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 or a constitution that meets the minimum requirements contained in the By-laws as at the date of its admission as a Member, amended only to the extent that the Directors may agree, subject to any prohibition or inconsistency in any legislation applicable to that State Body Member;
 - (ii) amend its constitution from time to time to promptly adopt changes to the model constitution or to the minimum requirements contained in the By-law referred to in article 6.2(a);
 - (iii) not otherwise amend, replace or vary its constitution without the consent of the Directors (such consent not to be unreasonably withheld); and
 - (iv) not adopt, replace or amend any by-law without the consent of the Directors (such consent not to be unreasonably withheld).
- (d) The Directors must consent to any amendment to the constitution of a State Body Member that is required by law, but that consent does not prevent the amendment from

giving rise to a breach of article 6.2(c) and does not limit the Directors' powers under article 5.6.

- (e) For the avoidance of any doubt, if any inconsistency remains between a State Body Member's constitution or by-laws and this Constitution or the FA Statutes, this Constitution and the FA Statutes shall prevail to the extent of that inconsistency and the State Body Member must take all reasonable steps to remove the inconsistency as soon as reasonably practicable.
- (f) A State Body Member's constitution and by-laws must require that State Body Member to:
 - (i) advise FA as soon as practicable of any serious administrative, operational, or financial difficulties the State Body Member is having;
 - (ii) assist FA in investigating those issues; and
 - (iii) cooperate with FA in addressing those issues.

6.3 Enforcement of rules

- (a) Each State Body Member must promulgate and comply with the FA Statutes and the FIFA Statutes and Regulations.
- (b) Each State Body Member must promulgate and enforce the Laws of the Game.

6.4 Registration of participants

Each State Body Member must ensure that each Competition, Player, Coach, Official and Club in its State is registered with FA in accordance with the FA Statutes.

6.5 Financial Statements

Each State Body Member must:

- (a) prepare annual Financial Statements in respect of all of its financial activities for the period ending at the end of its financial year and ensure that the Financial Statements are audited; and
- (b) provide FA with a copy of the audited Financial Statements no later than 6 months after the end of the State Body Member's financial year.

6.6 Directions to State Body Members

- (a) If, in the opinion of the Directors, a State Body Member:
 - (i) engages in conduct; or
 - (ii) fails adequately and appropriately to deal with or respond to the conduct of an Affiliate of the State Body Member,

which has or is likely to have impaired the confidence of:

- (iii) the public in the:
 - A. honest, orderly and safe conduct of Football matches and competitions;
 - B. integrity and good character of Football administrators; or
 - C. disciplined and sporting behaviour of Football participants; or
- (iv) FA's commercial partners that they will derive commercial advantage from their association with Football,

then the Directors may, in their absolute discretion, give directions to the State Body Member as to the action that must be taken by the State Body Member in relation to that

conduct.

- (b) If a State Body Member is given directions under article 6.6(a), the State Body Member must comply with those directions within 14 days (or a longer period determined by the Directors) after the directions are given.
- (c) Examples of conduct referred to in article 6.6(a) include, but are not limited to:
 - (i) wagering on the outcome or on any other aspect of a Football match or competition;
 - (ii) throwing or fixing a Football match, trying to achieve a contrived outcome to a Football match or competition, or otherwise influencing improperly the outcome or any other aspect of a Football match or competition;
 - (iii) seeking or accepting a bribe or other benefit to do anything mentioned in article 6.6(c)(ii);
 - (iv) failing to report immediately to FA any offer of a bribe or other benefit to do anything mentioned in article 6.6(c)(ii) or the doing by any other person of, or any attempt by any other person to do, anything mentioned in articles 6.6(c)(i) or 6.6(c)(ii);
 - (v) involvement in any way in an 'Anti-Doping Rule Violation' as set out in the National Anti-Doping Policy;
 - (vi) repeatedly breaching the Laws of the Game relating to foul play or misconduct;
 - (vii) abusing, threatening or intimidating a referee or other match official, whether on or off the field, or a selector, manager, coach or other team official;
 - (viii) showing unnecessary obvious dissension, displeasure or disapproval towards a referee or other match official, their decision or generally following a decision of a match official;
 - (ix) using crude or abusive language or gestures towards a referee or other match official or a spectator;
 - (x) doing anything which is likely to intimidate, offend, insult or humiliate another participant on any grounds regulated under any Equal Opportunity Law; or
 - (xi) conduct which has resulted in the person being charged with a criminal offence.

7 Professional League Club Members

7.1 Members as at the Amendment Time

The Professional League Club Members as at the Amendment Time are the following Professional League Club Members to which an Operating Licence to participate in the A-League Men and/or A-League Women has been issued:

- (a) Adelaide United Football Club Pty Ltd (ACN 136 768 539) (being the legal entity that currently holds the Operating Licence for Adelaide United FC);
- (b) Brisbane Roar Football Club Pty Ltd (ACN 136 768 566) (being the legal entity that currently holds the Operating Licence for Brisbane Roar FC);
- (c) MSW No.1 Pty Ltd (ACN 628 254 982) (being the legal entity that currently holds the Operating Licence for Macarthur FC);
- (d) Melbourne City FC Pty Ltd (ACN 128 569 264) (being the legal entity that currently holds the Operating Licence for Melbourne City FC);
- (e) Melbourne Victory Ltd (ACN 111 441 868) (being the legal entity that currently holds the Operating Licence for Melbourne Victory FC);

- (f) Newcastle Jets Football Club Pty Limited (ACN 646 865 303) (being the legal entity that currently holds the Operating Licence for Newcastle Jets FC);
- (g) Sydney Football Club Pty Ltd (ACN 110 877 668) (being the legal entity that currently holds the Operating Licence for Sydney FC);
- (h) Western Sydney Wanderers FC Pty Ltd (ACN 156 634 016) (being the legal entity that currently holds the Operating Licence for Western Sydney Wanderers FC); and
- (i) WMG Football Club Limited (ACN 631 204 003) (being the legal entity that currently holds the Operating Licence for Western United FC).

7.2 No longer holds an Operating Licence

If a Professional League Club Member no longer holds an Operating Licence to participate in either the A-League Men or the A-League Women (otherwise than as a result of a Professional League Club Corporate Restructure), the Professional League Club Member immediately ceases to be a Member of FA.

8 Players' Member

8.1 Membership

The Players' Member shall be the person or persons nominated by the PFA in writing to FA from time to time, subject to compliance with the requirements of article 5.5.

8.2 No longer the PFA's nominee

If a Players' Member ceases to be the PFA's nominee, they immediately cease to be a Member of FA. With effect from the date of their cessation as a Member of FA, the PFA's replacement nominee shall be invited by the Directors to become a Member of FA and shall be admitted as a Member of FA subject to compliance with the requirements of article 5.5.

9 Women's Football Members

9.1 Membership

- (a) Subject to compliance with the requirements of article 5.5 and this article 9.1, the ten (10) Women's Football Members shall be the ten (10) Women's Football Council Members appointed as members of the Women's Football Council in accordance with article 24.7.
- (b) The Professional League Club Members will:
 - (i) re-allocate their right to appoint two Women's Football Members to any Special Interest Group(s), representing the interests of women's football; and
 - (ii) retain the right to appoint one Women's Football Member,provided that prior to the rights being re-allocated to a Special Interest Group(s), the Special Interest Group(s) becomes a New Member in accordance with article 11.5.

9.2 No longer a member of the Women's Football Council

If a Women's Football Member ceases to be the nominee of their stakeholder group in accordance with article 24.7, they immediately cease to be a Member of FA. With effect from the date of their cessation as a Member of FA, their replacement nominee shall be invited by the Directors to become a Member of FA and shall be admitted as a Member of FA subject to compliance with the requirements of article 5.5.

10 Honorary President, Honorary Vice-President, Honorary Member, Patrons and Life Members

10.1 Honorary President, Honorary Vice-President and Honorary Member

- (a) FA may, in a general meeting, bestow the title of Honorary President, Honorary Vice-President or Honorary Member upon any former Director for meritorious service to Football.
- (b) Only the Directors may submit nominations to the Members at a general meeting to bestow the titles of Honorary President, Honorary Vice-President or Honorary Member.
- (c) The Honorary President, Honorary Vice-President and Honorary Members are:
 - (i) not entitled to receive notice of general meetings;
 - (ii) not entitled to attend general meetings; and
 - (iii) not entitled to speak or vote at general meetings.
- (d) The Honorary President, Honorary Vice-President and Honorary Members are not Members.

10.2 Patrons

- (a) The Directors may appoint and remove patrons of FA.
- (b) Patrons are:
 - (i) entitled to receive notice of general meetings;
 - (ii) entitled to attend general meetings; and
 - (iii) not entitled to speak or vote at general meetings.
- (c) Patrons are not Members.

10.3 Life Members

- (a) Any Member or Director may nominate an individual for admission as a Life Member.
- (b) A nomination under article 10.3(a) must:
 - (i) be in writing in the form determined by the Directors from time to time; and
 - (ii) set out the reasons why, in the opinion of the nominator, the nominee should be considered for admission as a Life Member.
- (c) Nominations for admission as a Life Member are to be considered by the Directors at their next meeting after the nomination is received.
- (d) 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.
- (e) A nominee is admitted as a Life Member if:
 - (i) the Directors recommend that the nominee be admitted as a Life Member; and
 - (ii) the recommendation is approved by a majority of two-thirds of the votes of Members cast at the annual general meeting at which the recommendation is considered.
- (f) A Life Member:

- (i) subject to article 10.3(g), has the right to remain a Life Member until they die or resign as a Life Member;
 - (ii) subject to any separate agreement with FA to the contrary, has no obligation, and may not be required, to pay any subscription or other amount;
 - (iii) is entitled to receive notice of general meetings;
 - (iv) is entitled to attend general meetings; and
 - (v) is not entitled to speak or vote at any general meeting.
- (g) The Directors may remove a Life Member, provided that such removal is approved by a majority of two-thirds of the votes of Members cast at the next annual general meeting.
- (h) Life Members are not Members.

11 Admission of New Members

11.1 New Members

- (a) A legal or natural person, including a New Australian Professional League Club, may become a New Member of FA in accordance with this article 11.
- (b) The admission of a New Australian Professional League Club as a New Member shall be addressed in accordance with the requirements of article 11.8.
- (c) The admission of other New Members shall be addressed in accordance with the requirements of articles 11.3 to 11.7.

11.2 Process for Potential New Members

In order for a legal or natural person (other than a New Australian Professional League Club) to become a New Member, the relevant legal or natural person (**Potential New Member**) must:

- (a) first become a Qualifying Member;
- (b) then become a Provisional Member; and
- (c) finally become a New Member.

11.3 Becoming a Qualifying Member

- (a) In order for a Potential New Member to become a Qualifying Member, the Potential New Member must register an intent to represent a Special Interest Group within Football whose interests are not already represented by a Member and obtain the approval of Members through a resolution of Members at an annual general meeting.
- (b) To register an intent to represent a Special Interest Group within Football, a Potential New Member must submit a formal letter of application to become a Qualifying Member to the Company Secretary by no later than the end of the FA Financial Year prior to the annual general meeting at which the Potential New Member wishes the Members to consider their application. The formal letter of application must state which Special Interest Group the Potential New Member will represent and provide evidence that the Potential New Member has satisfied the Qualifying Member Criteria.
- (c) The Nominations Standing Committee shall review the formal letter of application and assess whether, in its reasonable opinion, the Potential New Member has satisfied the Qualifying Member Criteria or the respects in which the Potential New Member has not satisfied the Qualifying Member Criteria.
- (d) If article 11.3(b) is satisfied by a Potential New Member, the Directors shall:

- (i) notify Members that a resolution to grant the Potential New Member the status of Qualifying Member will be put to Members at the next annual general meeting; and
 - (ii) provide Members with a copy of the formal letter of application from the Potential New Member and any relevant associated information or documents, together with the Nominations Standing Committee's recommendation on whether, in its reasonable opinion, the Qualifying Member Criteria has been satisfied following its assessment of the formal letter of application.
- (e) If the Nominations Standing Committee's assessment and recommendation is that the Potential New Member has not satisfied the Qualifying Member Criteria, the Directors shall inform the Potential New Member of the respects in which the Potential New Member has not satisfied the Qualifying Member Criteria.
- (f) If the Members pass a resolution granting the Potential New Member the status of Qualifying Member at the annual general meeting referred to in article 11.3(d), the Potential New Member will become a Qualifying Member from the end of that annual general meeting.

11.4 Becoming a Provisional Member

- (a) In order for a Qualifying Member to become a Provisional Member, by no later than the end of the FA Financial Year prior to the annual general meeting that is two years after the Qualifying Member was granted its status as a Qualifying Member, the Qualifying Member must submit evidence to the Company Secretary that the Qualifying Member has satisfied the Provisional Member Criteria.
- (b) The Nominations Standing Committee shall review the evidence submitted and assess whether, in its reasonable opinion, the Qualifying Member has satisfied the Provisional Member Criteria or the respects in which the Qualifying Member has not satisfied the Provisional Member Criteria.
- (c) If article 11.4(a) is satisfied by a Qualifying Member, the Directors shall:
- (i) notify Members that a resolution to grant the Qualifying Member the status of Provisional Member will be put to Members at the annual general meeting referred to in article 11.4(a); and
 - (ii) provide Members with a copy of the evidence submitted by the Qualifying Member and any relevant associated information or documents, together with the Nominations Standing Committee's recommendation on whether, in its reasonable opinion, the Provisional Member Criteria has been satisfied following its assessment of the evidence submitted.
- (d) If the Nominations Standing Committee's assessment and recommendation is that the Qualifying Member has not satisfied the Provisional Member Criteria, the Directors shall inform the Qualifying Member of the respects in which the Qualifying Member has not satisfied the Provisional Member Criteria.
- (e) If the Members pass a resolution granting the Qualifying Member the status of Provisional Member at the annual general meeting referred to in article 11.4(a), the Qualifying Member will become a Provisional Member from the end of that annual general meeting.

11.5 Becoming a New Member

- (a) In order for a Provisional Member to become a New Member, by no later than the end of the FA Financial Year prior to the annual general meeting that is two years after the Provisional Member was granted its status as a Provisional Member, the Provisional Member must submit to the Company Secretary:
- (i) an application to become a New Member which is endorsed by two Members; and
 - (ii) evidence that the Provisional Member has satisfied the New Member Criteria.

- (b) The Nominations Standing Committee shall review the application to become a New Member and the evidence submitted and assess whether, in its reasonable opinion, the Provisional Member has satisfied the New Member Criteria or the respects in which the Provisional Member has not satisfied the New Member Criteria.
- (c) If article 11.5(a) is satisfied by a Provisional Member, then the Directors will:
 - (i) notify the Members that a resolution to approve the admission of the Provisional Member as a New Member will be put to Members at the annual general meeting referred to in article 11.5(a); and
 - (ii) provide Members with copies of the materials referred to in article 11.5(a), together with the Nominations Standing Committee's recommendation on whether, in its reasonable opinion, the New Member Criteria has been satisfied following its assessment of the evidence submitted.
- (d) If the Nominations Standing Committee is not satisfied with the contents of the application to become a New Member received from the Provisional Member and/or the Nomination Standing Committee's assessment and recommendation is that the Provisional Member has not satisfied the New Member Criteria, the Directors will inform the Provisional Member of the respects in which the Nominations Standing Committee is not so satisfied.
- (e) If the Members pass a resolution approving the admission of the Provisional Member as a New Member at the annual general meeting referred to in article 11.5(a), the Provisional Member will become a New Member from the end of that annual general meeting.

11.6 Failure to obtain Member approval

- (a) If the Members do not pass a resolution at an annual general meeting granting:
 - (i) a Potential New Member the status of a Qualifying Member;
 - (ii) a Qualifying Member the status of a Provisional Member; or
 - (iii) a Provisional Member the status of a New Member,
 the Potential New Member, Qualifying Member or Provisional Member (as applicable) may re-apply in accordance with this article 11.

11.7 Termination of process of admission of a New Member

- (a) If:
 - (i) a Qualifying Member has not submitted evidence that it has satisfied the Provisional Member Criteria, or has not progressed to become a Provisional Member, by the annual general meeting that is four years after the Qualifying Member was granted its status as a Qualifying Member; or
 - (ii) a Provisional Member has not submitted an application to become a New Member and evidence that it has satisfied the New Member Criteria, or has not progressed to become a New Member, by the annual general meeting that is four years after the Provisional Member was granted its status as a Provisional Member,

the Qualifying Member or the Provisional Member (as the case may be) must confirm in writing to the Company Secretary its intention to continue with the process involved in becoming a New Member under this article 11, failing which the process involved in that Qualifying Member or Provisional Member becoming a New Member under this article 11 shall be terminated by notice in writing by the Company Secretary.

- (b) If the Qualifying Member or Provisional Member subsequently wishes to become a New Member, they must register an intent to do so in accordance with article 11.3(a) as a Potential New Member.

11.8 New Australian Professional League Clubs

A New Australian Professional League Club may become a New Member in accordance with the following process:

- (a) at the time a New Australian Professional League Club is granted an Operating Licence, the New Australian Professional League Club will automatically become a Qualifying Member;
- (b) two years after the New Australian Professional League Club has become a Qualifying Member, the New Australian Professional League Club will automatically become a Provisional Member provided that the New Australian Professional League Club has continuously held its Operating Licence for two years; and
- (c) two years after the New Australian Professional League Club has become a Provisional Member, the New Australian Professional League Club will automatically become a New Member provided that the New Australian Professional League Club has continuously held its Operating Licence for two years as a Provisional Member and has complied with the requirements of article 5.7.

PART B – THE CONGRESS

12 General meetings

12.1 General meetings

- (a) General meetings of FA are meetings at which all Members convene. The Members acting in general meeting represent the supreme electoral body of FA and the supreme legislative body of FA in relation to this Constitution.
- (b) The Corporations Act and this Constitution govern the calling of and conduct of general meetings.
- (c) Without limitation to article 12.1(b), the provisions of the Corporations Act:
 - (i) requiring the Directors to call and arrange to hold a general meeting on the request of Members with at least 5% of the votes that may be cast at a general meeting; and
 - (ii) providing for Members with at least 5% of the votes that may be cast at a general meeting to call, and arrange to hold, a general meeting at their cost,

apply to general meetings of FA, subject to any amendments to such provisions of the Corporations Act, which amended provisions will then apply.

12.2 Annual general meeting

- (a) Annual general meetings of FA must be held in accordance with the Corporations Act.
- (b) The annual general meeting of FA must be held within five months of the end of FA's financial year.
- (c) Without limitation to article 12.2(b), at an annual general meeting, the Directors must:
 - (i) inform the Members of the annual budget for FA; and
 - (ii) in accordance with the Corporations Act, lay before the Members the financial report, the directors' report and the auditor's report for the last financial year that ended before the annual general meeting.

12.3 Power to convene general meeting

The Directors may convene a general meeting when they think fit and must do so on the request of Members as required by section 249D of the Corporations Act. A Member may not convene a general meeting except under section 249E or section 249F of the Corporations Act. A general meeting may be held as a Virtual Meeting or as a Hybrid Meeting in accordance with the requirements of article 19.

12.4 Notice of general meeting

- (a) Notice of a general meeting must be given in accordance with the requirements of article 41 and the Corporations Act and must specify whether any Virtual Technology will be used for the meeting.
- (b) A person may waive notice of any general meeting by notice in writing to FA, where permitted to do so by the Corporations Act.

12.5 Attendance at general meetings

- (a) Subject to the terms of this Constitution:
 - (i) each Member is entitled to receive notice of and to attend and speak at general meetings;

- (ii) each Life Member is entitled to receive notice of and to attend at general meetings; and
 - (iii) each Provisional Member is entitled to receive notice of and to attend general meetings.
- (b) A Director is entitled to receive notice of and to attend and speak at general meetings.
- (c) The Directors may invite other persons to attend and speak at general meetings.

12.6 Cancellation, change of venue or postponement of general meeting

- (a) Where a general meeting (including an annual general meeting) is convened by the Directors they may, if they think fit, cancel the meeting, change the venue for the meeting, or postpone the meeting to a date and time they determine.
- (b) If a general meeting is called and arranged to be held under section 249D of the Corporations Act, the Directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning Member or Members.

12.7 Written notice of cancellation, change of venue or postponement of general meeting

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

- (a) each Member;
- (b) each Life Member;
- (c) each Provisional Member; and
- (d) each other person entitled to notice of general meetings under the Corporations Act.

12.8 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 (if any), 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 as a Virtual Meeting or Hybrid Meeting, the Virtual Technology that will be used to hold the meeting in that manner.

12.9 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 general 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.

12.10 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.

12.11 Proxy, attorney or Representative at postponed general meeting

Where:

- (a) a proxy, attorney or Representative is by the terms of the document of appointment 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 document,

then that later date is substituted for the date specified in the document, unless the appointing Member notifies FA in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

12.12 Non-receipt of notice

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

- (a) the non-receipt or failure occurred by accident or error; or
- (b) before or after the meeting, the person waives notice of the meeting under article 12.4(b) where permitted to do so by the Corporations Act, or notifies FA of the person's agreement to that act, matter, thing or resolution by notice in writing to FA.

13 Proceedings at general meetings

13.1 Number for a quorum

Subject to article 13.4, a quorum for a general meeting is any combination of Members that represents at least 60% of the votes that may be cast at a general meeting.

13.2 Requirement for a quorum

- (a) An item of business may not be transacted at a general meeting, except the election of the chair of the general meeting if applicable under article 13.5(b)(iv) and the adjournment of the general meeting, unless a quorum of Members is present when the general meeting proceeds to consider it.
- (b) If a quorum is present at the beginning of a general meeting it is taken to be present throughout the general meeting unless the chair of the general meeting (on their own motion or at the request of a Member who is present) declares otherwise.

13.3 Quorum and time

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

- (a) if the general meeting was convened by or on the requisition of Members, the general meeting must be dissolved; and
- (b) in any other case, the general meeting 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.

13.4 Adjourned meeting

- (a) At a general meeting adjourned under article 13.3(b), a quorum for such a general meeting is any combination of Members that represents at least 40% of the votes that may be cast at a general meeting.
- (b) If a quorum is not present within 30 minutes after the time appointed for the adjourned general meeting, the general meeting is dissolved.

13.5 Chair to preside over general meetings

- (a) The Chair is entitled to preside at general meetings.
- (b) If a general meeting is convened and there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the general meeting or is unable or unwilling to act, the following may preside (in order of entitlement):
 - (i) the Deputy Chair (if any);
 - (ii) a Director chosen by a majority of the Directors present;
 - (iii) the only Director present; or
 - (iv) a Member or a Representative of a Member chosen by a majority of the Members present.

13.6 Conduct of general meetings

- (a) The chair of a general meeting:
 - (i) has charge of the general conduct of the general meeting and of the procedures to be adopted;
 - (ii) 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
 - (iii) 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 general meeting.
- (b) A decision by the chair of a general meeting under this article is final.

13.7 Adjournment of general meeting

- (a) The chair of a general meeting may, and must if so directed by a majority of the Members, adjourn the general meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the general meeting.
- (b) The adjournment may be either to a later time at the same general meeting or to an adjourned general meeting at any time and place agreed by a vote of the Members present.
- (c) Only unfinished business is to be transacted at a general meeting resumed after an adjournment.
- (d) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned general meeting unless a general meeting is adjourned for 30 days or more.
- (e) In that case, at least the same period of notice as was originally required for the general meeting must be given for the adjourned general meeting.

13.8 Notice of adjourned meeting

- (a) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned general meeting unless a meeting is adjourned for one month or more.
- (b) In that case, the same period of notice as was originally given for the general meeting must be given for the adjourned general meeting.

13.9 Questions decided by majority

Subject to the requirements of the Corporations Act and this Constitution, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it. Where an equal number of votes are cast in favour of and against the resolution, the resolution is not carried. The chair of a general meeting shall not have a casting vote.

13.10 Declaration of results

- (a) At any general meeting a resolution put to the vote of the general meeting must be decided on a show of hands unless, before the vote is taken or before or immediately after the declaration of the result of the show of hands, a poll is properly demanded (and the demand is not withdrawn):
 - (i) by the chair of the general meeting; or
 - (ii) by at least one Member present and having the right to vote on the resolution.
- (b) Unless a poll is properly demanded, a declaration by the chair that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the minutes of the general meetings of FA, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

13.11 Poll

- (a) A poll may be properly demanded in accordance with section 250L of the Corporations Act.
- (b) If a poll is properly demanded, it must be taken in the manner and at the date and time directed by the chair, and the result of the poll is the resolution of the general meeting at which the poll was demanded.
- (c) A poll demanded on the election of the chair of the general meeting or on a question of adjournment must be taken immediately.
- (d) A demand for a poll may be withdrawn by the Member who proposed the poll.
- (e) A demand for a poll does not prevent the general meeting continuing for the transaction of any business other than the question on which the poll was demanded.

13.12 Objection to voting qualification

- (a) An objection to the qualification of a person to attend or vote at a general meeting (including an adjourned general meeting):
 - (i) may not be raised except at that general meeting; and
 - (ii) must be referred to the chair of the general meeting, whose decision is final.
- (b) A vote not disallowed by the chair of a general meeting under this article 13.12 is valid for all purposes.

13.13 Chair to determine any poll dispute

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

13.14 Electronic voting

Voting by electronic communication, including by email, at general meetings may be permitted from time to time in such instances as the chair may determine and shall be held in accordance with procedures prescribed by the chair.

14 Votes of Members

14.1 Votes of Members

- (a) At a general meeting, on a show of hands and on a poll:
 - (i) the State Body Members will collectively have 55 votes;
 - (ii) the Professional League Club Members will collectively have 28 votes;
 - (iii) the Players' Member will have seven votes;
 - (iv) each of the ten Women's Football Members will have one vote each; and
 - (v) in relation to New Members:
 - A. if the New Member is not a New Australian Professional League Club, the New Member will be granted two votes; or
 - B. if the New Member is a New Australian Professional League Club, the New Member will not be granted any additional voting rights, and the New Member will only be entitled to a pro-rata portion of the 28 votes collectively held by the Professional League Club Members.
- (b) The votes allocated to the State Body Members and the Professional League Club Members must be allocated on a pro-rata basis to each State Body Member and each Professional League Club Member respectively.
- (c) No other Member is entitled to vote at general meetings.
- (d) On a show of hands, where a person present at a general meeting represents personally or by proxy, attorney or Representative more than one Member who is entitled to vote, the person is entitled to only vote once despite the number of Members the person represents.
- (e) On a poll, each person present who is 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 Member is entitled to cast on a poll.

14.2 Suspension of voting rights

Unless the Directors have deferred a Member's obligations under article 5.4(d), the voting rights of a Member are suspended while the payment of any subscription or other amount determined under article 5.4 is in arrears. No other rights of the Member are affected.

14.3 Representation at general meetings

- (a) Each State Body Member, each Professional League Club Member and the Players' Member may nominate up to two delegates to attend each annual general meeting. Where two delegates attend, if one delegate is one gender, the other delegate must be a different gender. If a State Body Member, a Professional League Club Member or the Players' Member has appointed a Representative, proxy or attorney to exercise the relevant Member's voting rights, the Representative, proxy or attorney will be taken as one of those two delegates.
- (b) Subject to this Constitution, each Member entitled to vote at a general meeting of Members may vote:
 - (i) in person (including via Virtual Technology);
 - (ii) by its Representative;
 - (iii) by proxy; or

- (iv) by attorney.
- (c) To the extent applicable to each Member, a Representative of a Member may be the chair or president, or if unable to attend the deputy chair or deputy president, of that Member or if they are unable to attend, a member of the board nominated by their fellow directors.
- (d) A proxy or attorney may, but need not, be a Member or a Representative of a Member.
- (e) A proxy, attorney or Representative may be appointed for all general meetings, or for all general meetings held during a specified period, or for any number of general meetings, or for a particular general meeting.
- (f) Unless otherwise provided in the document, a document appointing a proxy, attorney or Representative will be taken to confer authority:
 - (i) to agree to a meeting being convened by shorter notice than is required by the Corporations Act or by this Constitution;
 - (ii) to agree to a resolution being proposed and passed as a Special Resolution at a meeting of which the period of notice given is less than the period of notice required by the Corporations Act;
 - (iii) to speak to any proposed resolution;
 - (iv) to demand or join in demanding a poll on any resolution on which the proxy, attorney or Representative may vote;
 - (v) even though the document may refer to specific resolutions and may direct the proxy, attorney or Representative how to vote on those resolutions:
 - A. to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - B. to vote on any procedural motion, including any motion to elect the chair of the meeting, to vacate the chair or to adjourn the meeting; and
 - C. to act generally at the meeting; and
 - (vi) even though the document may refer to a specific meeting to be held at a specified time or venue, where the meeting is rescheduled or adjourned to another time or changed to another venue, to attend and vote at the re-scheduled or adjourned meeting or at the new venue.
- (g) A document appointing a proxy or attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where a document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the document. If the proxy or attorney fails to vote or votes contrary to the direction in the document, the voting rights that the proxy or attorney represents are deemed to be exercised as directed in the document;
- (h) Subject to article 14.3(k), a document appointing a proxy or attorney need not be in any particular form provided it is in writing, legally valid and signed by the appointer or the appointer's attorney.
- (i) Subject to article 14.3(j), a proxy or attorney may not vote at a general meeting or adjourned meeting or on a poll unless the document appointing the proxy or attorney, and the authority under which the document is signed or a certified copy of the authority, are received at the places and email addresses stated for that purpose in the notice of meeting and at least 48 hours before the meeting.
- (j) The Directors may waive all or any of the requirements of articles 14.3(h) and 14.3(i) and in particular may, upon the production of such other evidence as the Directors require to prove the validity of the appointment of a proxy or attorney, accept:

- (i) an oral appointment of a proxy or attorney;
 - (ii) an appointment of a proxy or attorney which is not signed or executed in the manner required by article 14.3(h); and
 - (iii) the deposited, tabled or produced copy (including at a general meeting or a copy sent by email) of a document appointing a proxy or attorney or of the power of attorney or other authority under which the document is signed.
- (k) A vote given in accordance with the terms of a document appointing a proxy or attorney is valid despite the revocation of the document or of the authority under which the document was executed, if no notice in writing of the revocation has been received by FA by the time and at one of the places at which the document appointing the proxy or attorney is required to be received under article 14.3(i).
- (l) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on any resolution, the proxy or attorney is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

PART C – THE BOARD

15 Directors

15.1 Number of Directors

There must be not less than five Directors and not more than 10 Directors at any time, comprised as follows:

- (a) not more than six Directors either:
 - (i) elected by the Members under article 16.3; or
 - (ii) appointed with the approval of the Members under article 15.9(e),
(each such Director being an **Elected Director**, and each of the six potential offices of Elected Director being an **Elected Director Position**); and
- (b) not more than four Directors appointed under article 15.5 (each such appointed Director being an **Appointed Director**).

15.2 Directors as at the Amendment Time

Subject to this Constitution, each Director in office as at the Amendment Time continues in office and shall retire from office at the time specified for the Director in Schedule 3.

15.3 Term of office of Elected Director Positions and Elected Directors

- (a) The terms of office of each of the six Elected Director Positions shall be staggered such that:
 - (i) each term of each Elected Director Position shall be three Years; and
 - (ii) the term of two Elected Director Positions shall expire at the end of each annual general meeting,

whether or not an Elected Director Position is filled by an Elected Director at any time.
- (b) Subject to articles 15.4, 15.6, and 15.11, an Elected Director holds office until the end of the term of the Elected Director Position to which they are:
 - (i) elected in accordance with article 16.3(a); or
 - (ii) appointed in accordance with article 15.9,

and, subject to article 15.6, they are eligible for election or re-election (as the case may be).

15.4 Eligibility

- (a) Subject to articles 15.5(c) and 15.9(c), a person who is subject to a Disqualifying Condition may not stand for or hold office as a Director.
- (b) A Director who accepts a position that would be subject to a Disqualifying Condition must notify the other Directors of that fact immediately and article 15.11(g) applies.

15.5 Appointed Directors

- (a) Subject to article 15.5(d), the Directors may propose the appointment of up to four (4) Appointed Directors who satisfy the Director Criteria and are not subject to a Disqualifying Condition.
- (b) An Appointed Director will hold office for a term of two Years or such shorter term as may be determined by the Directors and, subject to article 15.6, is eligible for re-appointment.

- (c) Notwithstanding article 15.5(a), a person will not be disqualified from being appointed as an Appointed Director if the person:
- (i) is, or has been within the applicable period of the date of their nomination, an employee of a Member or a body corporate or organisation in which the Member is a shareholder; or
 - (ii) is, or has been within the applicable period of the date of their nomination, a member of a Standing Committee (excluding an existing Director member of a Standing Committee); or
 - (iii) holds, or has held within the applicable period of the date of their nomination, any Official Position,
- provided they resign from such position within seven (7) days of the date they are appointed as an Appointed Director.
- (d) A person will be eligible to be proposed for appointment as an Appointed Director under this article 15.5 only if:
- (i) the person provides a statutory declaration to FA confirming that to the best of the person's knowledge and belief:
 - A. they are not subject to a Disqualifying Condition;
 - B. they have not been involved in activities which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football; and
 - C. they are free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football;
 - (ii) the proposed Appointed Director provides evidential documentation which indicates they satisfy the Director Criteria (subject to article 15.5(c)); and
 - (iii) the Nominations Standing Committee endorses the proposed appointment and is satisfied that the proposed Appointed Director satisfies the requirements set out in article 15.5(a); and
- (e) The appointment of an Appointed Director will only become effective if, within 28 days of the Directors proposing the appointment, the Members approve the proposed appointment by ordinary resolution in general meeting.
- (f) The term of an Appointed Director shall commence upon the Members' approval of the appointment in accordance with article 15.5(e). Until the proposed appointment is put to the Members in general meeting, the proposed appointee is entitled to receive notice of and attend meetings of the Directors as an observer only.
- (g) Directors and Members must ensure that at the time of proposing and approving the appointment of Appointed Directors, the gender composition of the existing Directors is taken into account and they must use reasonable endeavours to ensure that the gender composition of the Directors following the appointment of Appointed Directors satisfies the 50/50 Principle.

15.6 Maximum term of office

- (a) A Director must not serve more than ten Successive Years as a Director.
- (b) If a Director is serving as a Director at the time that they reach ten Successive Years of service as a Director, they immediately cease to be a Director in accordance with article 15.11(d).
- (c) Any period or periods of service as a Director prior to the Adoption Date are to be included for the purposes of calculating Successive Years.

- (d) A Director who has served ten Successive Years as a Director may not be elected or appointed as a Director again for three years following completion of their maximum Successive Years referred to in article 15.6(a).
- (e) For the avoidance of doubt, an Elected Director whose term expires at the end of an annual general meeting and who has served more than seven Successive Years as a Director is eligible to stand for election or re-election (as the case may be) as an Elected Director at that annual general meeting, subject to article 15.6(b).

15.7 Election of Chair

- (a) If an Elected Director at any stage during their term as an Elected Director wishes to stand for election as Chair under this article 15.7, that Elected Director must provide a written declaration to the Company Secretary that they wish to stand for the office of Chair. This declaration must be provided as soon as the Elected Director has decided to stand for election as Chair and, in any event, prior to the vote by Elected Directors in accordance with this article 15.7. If a Nominee Director wishes to stand for election as Chair under this article 15.7, they must provide their written declaration to the Company Secretary in accordance with the requirements of article 16.1(e).
- (b) After the end of each annual general meeting at which an election of Elected Directors is to take place, the Elected Directors shall elect one of their number from those Elected Directors who have nominated for the position of Chair under articles 15.7(a) or 16.1(e), to the office of Chair (and no Director participating in such a vote will have a casting vote).
- (c) In circumstances where two or more Elected Directors have nominated to stand for the position of Chair under articles 15.7(a) or 16.1(e), and the Elected Directors have thereafter elected the Chair pursuant to article 15.7(b) (**Selected Chair**), the Selected Chair shall be notified in writing to all Members by way of a notice of general meeting given in accordance with article 12.4 for the purpose of convening a general meeting to allow the Members an opportunity to consider a resolution to veto the election of the Selected Chair.
- (d) If, at a general meeting of Members convened pursuant to article 15.7(c), a resolution to veto the election of the Selected Chair is approved, then:
 - (i) the Selected Chair will immediately cease to be Chair;
 - (ii) each other Elected Director will be eligible to nominate for the position of Chair; and
 - (iii) the Elected Directors will thereafter conduct an election to elect the Chair from amongst the other Elected Directors that also nominated for the position of Chair under article 16.1(e) and the procedure in articles 15.7(b) will be repeated if and as required.
- (e) The person elected to the office of Chair under this article 15.7 will remain Chair until the end of the next annual general meeting at which an election of Elected Directors is to take place.
- (f) The Elected Directors must consider the gender composition of the Chair and Deputy Chair when electing the Chair, and if the Chair is one gender, then where possible, the Deputy Chair must be of a different gender.
- (g) When representing FA internationally (including, without limitation, when dealing with FIFA, FIFA Confederations or other FIFA Member Associations) the Chair will have the title of "President".

15.8 Election of Deputy Chair

- (a) The Elected Directors shall elect one of the Directors who have expressed an interest in being the Deputy Chair to the office of the Deputy Chair (and no Director participating in such a vote will have a casting vote).

- (b) In circumstances where two or more Directors have expressed an interest in being the Deputy Chair, and the Elected Directors have thereafter elected the Deputy Chair pursuant to article 15.8(a) (**Selected Deputy Chair**), the Selected Deputy Chair shall be notified in writing to all Members by way of a notice of general meeting given in accordance with article 12.4 for the purpose of convening a general meeting to allow the Members an opportunity to consider a resolution to veto the election of the Selected Deputy Chair.
- (c) If, at a general meeting of Members convened pursuant to article 15.8(b), a resolution to veto the election of the Selected Deputy Chair is approved, then:
 - (i) the Selected Deputy Chair will immediately cease to be Deputy Chair; and
 - (ii) the Elected Directors will thereafter conduct an election to elect the Deputy Chair from amongst the other Directors and the procedure in article 15.8(b) will be repeated if and as required.
- (d) The person elected to the office of Deputy Chair under this article 15.8 will remain Deputy Chair until the end of the next annual general meeting at which an election of Elected Directors is to take place.
- (e) The Elected Directors must consider the gender composition of the Chair and Deputy Chair when electing the Deputy Chair, so that if the Chair is one gender, then the Deputy Chair must be of a different gender.
- (f) When representing FA internationally (including, without limitation, when dealing with FIFA, FIFA Confederations or other FIFA Member Associations) the Deputy Chair will have the title of "Vice President".

15.9 Casual vacancy in an Elected Director Position

- (a) Subject to article 15.9(c), the Directors may at any time propose the appointment of a person who is not subject to a Disqualifying Condition as a Director to fill a casual vacancy that arises:
 - (i) if an Elected Director ceases to hold office, except where the vacancy arises pursuant to article 15.3 upon the expiry of the term of office of an Elected Director Position at the end of an annual general meeting; or
 - (ii) in accordance with article 16.3(l) upon an Elected Director Position not being filled by election at an annual general meeting.
- (b) A person will be eligible to be proposed for appointment as a Director to fill a casual vacancy under this article 15.9 only if the person delivers to FA:
 - (i) evidential documentation which indicates they satisfy the Director Criteria; and
 - (ii) a statutory declaration confirming that, to the best of their knowledge and belief:
 - A. they are not subject to a Disqualifying Condition;
 - B. they have not been involved in activities which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football; and
 - C. they are free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football.
- (c) Notwithstanding article 15.9(b), a person will not be disqualified from being proposed for appointment to fill a casual vacancy if the person:
 - (i) is, or has been within the applicable period of the date of their nomination, an employee of a Member or a body corporate or organisation in which the Member is a shareholder; or

- (ii) is, or has been within the applicable period of the date of their nomination, a member of a Standing Committee (excluding an existing Director member of a Standing Committee); or
- (iii) holds, or has held within the applicable period of the date of their nomination, any Official Position,

provided they resign from such position within seven (7) days of the date they are appointed to fill a casual vacancy.

- (d) Before the person can be proposed for appointment under this article 15.9:
 - (i) the Company Secretary must submit all information obtained pursuant to article 15.9(b) to the Nominations Standing Committee;
 - (ii) the Nominations Standing Committee will consider the relevant documentation, and confirm whether the proposed person is eligible for appointment to fill the casual vacancy; and
 - (iii) the Nominations Standing Committee must notify the Company Secretary if the person is eligible for appointment.
- (e) The appointment of a Director to fill a casual vacancy under this article 15.9 will only become effective if, within 28 days of the Directors proposing the appointment, the Members approve the appointment by ordinary resolution in general meeting.
- (f) The term of a Director appointed to fill a casual vacancy in an Elected Director Position shall commence upon the Members' approval of the appointment in accordance with article 15.9(e). Until the proposed appointment is put to the Members in general meeting, the proposed appointee is entitled to receive notice of and attend meetings of the Directors as an observer only.
- (g) Directors and Members must ensure that at the time of proposing and approving the appointment of a Director to fill a casual vacancy under this article 15.9, the gender composition of the existing Directors is taken into account and they must use reasonable endeavours to ensure that the gender composition of the Directors following the appointment of a Director to fill a casual vacancy satisfies the 50/50 Principle.

15.10 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 FA for services rendered to it, provided such payment is disclosed to the Finance and Risk Standing Committee; and
- (b) reimbursed by FA for their reasonable travelling, accommodation and other expenses when:
 - (i) travelling to or from meetings of the Directors, a committee or FA; or
 - (ii) otherwise engaged on the affairs of FA.

15.11 Vacation of office

A Director ceases to hold office (and the office of a Director becomes vacant) when the Corporations Act says it does and also if the Director:

- (a) dies;
- (b) is removed in accordance with article 15.12;
- (c) is disqualified under the Corporations Act from being a director;
- (d) has served ten Successive Years as a Director;

- (e) 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;
- (f) resigns from office by notice in writing to FA;
- (g) accepts a position that would be subject to a Disqualifying Condition;
- (h) is not present personally at three consecutive Directors' meetings without leave of absence from the Directors; or
- (i) is directly or indirectly interested in any contract or proposed contract with FA and fails to declare the nature of the interest as required by the Corporations Act or otherwise breaches article 18.13.

15.12 Removal of Directors

- (a) The Members may remove any Director if the Members pass a resolution, by a simple majority, in favour of removing the relevant Director.
- (b) Unless otherwise resolved at a general meeting, if a Director has been removed as a Director under this article 15.12, they cannot be re-elected or re-appointed as a Director within three years of their removal.

16 Nomination and election of Elected Directors

16.1 Nomination of Elected Directors

- (a) To nominate a person to stand for election as an Elected Director under article 16.3, two Members, one being a proposer (**Proposer**) and the other being a seconder, and the person being nominated to stand for election, must complete and sign the following documentation:
 - (i) a Nomination Form;
 - (ii) a letter in which the person being nominated to stand for election accepts the nomination;
 - (iii) evidential documentation which indicates the person being nominated to stand for election satisfies the Director Criteria; and
 - (iv) a statutory declaration made by the nominated person to FA confirming that to the best of the person's knowledge and belief:
 - A. they are not disqualified from standing for election pursuant to article 15.4 of this Constitution;
 - B. they have not been involved in activities which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football; and
 - C. they are free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football.
- (b) The Proposer must deliver the required, signed documentation under article 16.1(a) to the Company Secretary no later than 31 March in any year in which an election of Directors will be held in accordance with this Constitution.
- (c) Once the Company Secretary receives all documentation in accordance with article 16.1(a):
 - (i) the Company Secretary must submit this information to the Nominations Standing Committee; and

- (ii) the Nominations Standing Committee will consider each person nominated to stand for election and the relevant documentation, and confirm which candidates will be eligible for election (**Nominee Directors**).
- (d) The Nominations Standing Committee must notify the Company Secretary which persons are Nominee Directors. For all persons nominated for election, but not successful in becoming a Nominee Director, the Nominations Standing Committee must provide the Company Secretary with the reasons for the Nominations Standing Committee's decision.
- (e) If a Nominee Director wishes to stand for election as Chair under article 15.7 at the first director's meeting following their election as an Elected Director, then that Nominee Director must provide a written declaration to the Secretary, that they wish to stand for the office of Chair prior to that vote.

16.2 Application of nomination procedure

The nomination requirements for election as an Elected Director under article 16.1 apply to all persons proposing to stand for election or re-election under article 16.3.

16.3 Election of Elected Directors at general meeting

Election of Elected Director

- (a) At an annual general meeting the Members may elect a Nominee Director to any of the following Elected Director Positions in accordance with this article 16.3:
 - (i) the two Elected Director Positions with terms that expire at the end of that annual general meeting pursuant to article 15.3(a); and
 - (ii) any Elected Director Position that is vacant at the commencement of that annual general meeting.
- (b) The following elections shall be held at each annual general meeting:
 - (i) an election in relation to the Elected Director Positions described in article 16.3(a)(i); and
 - (ii) an election or elections (as applicable) in relation to each Elected Director Position (if any) described in article 16.3(a)(ii).
- (c) Articles 16.3(d) to 16.3(m) apply in relation to each election required to be held.

Number of Nominee Directors equal to or less than vacancies

- (d) If the number of Nominee Directors is equal to, or less than, the number of vacancies the subject of the election, then:
 - (i) each Member at the general meeting will be entitled to vote in favour of each Nominee Director; and
 - (ii) a Nominee Director will fill a vacancy and become an Elected Director if, by a simple majority of the votes cast, the Members pass a resolution electing that Nominee Director.

Number of Nominee Directors greater than vacancies

- (e) If the number of Nominee Directors is greater than the number of vacancies the subject of the election, then each Member at the general meeting will be entitled to vote in relation to each vacancy, and the requisite number of Nominee Directors will fill the vacancies and become Elected Directors in accordance with articles 16.3(f), 16.3(g), 16.3(h), 16.3(i) and 16.3(j) below.
- (f) A round of voting will take place during which the Members may cast their votes in favour of a Nominee Director for each vacancy the subject of the election.

If a Prescribed Majority is achieved

- (g) Any Nominee Director who receives equal to or greater than the Prescribed Majority of votes cast will automatically fill a vacancy and be elected as an Elected Director, unless the number of Nominee Directors who receive a Prescribed Majority exceeds the number of vacancies, in which case:
 - (i) the Nominee Directors will be elected in order of the number of votes received, with the Nominee Director receiving the highest number of votes being elected first;
 - (ii) if two or more Nominee Directors have received an equal number of votes, the deadlock will be resolved by holding a second round of voting during which the Members will vote in favour of one of these Nominee Directors and the Nominee Director who receives a simple majority of the votes cast will be elected; and
 - (iii) if there are remaining vacancies, the remaining Nominee Directors will proceed to the next round of voting in accordance with article 16.3(i).

If a Prescribed Majority is not achieved

- (h) If no Nominee Director receives equal to or greater than a Prescribed Majority of votes cast, the Nominee Director that receives the lowest number of votes cast will be eliminated and not considered for election. If there is more than one Nominee Director who receives the lowest number of votes cast, the following rules will apply to determine which Nominee Director will be eliminated and not considered for election:
 - (i) the Nominee Director who receives votes cast from the fewest different Member categories will be eliminated;
 - (ii) if sub-article 16.3(h)(i) above does not resolve the deadlock, the Nominee Director who receives votes cast from the lowest number of Members will be eliminated;
 - (iii) if sub-article 16.3(h)(ii) above does not resolve the deadlock, the chair of the meeting will determine by lot which Nominee Director will be eliminated; and
 - (iv) the remaining Nominee Directors will proceed to the next round of voting in accordance with article 16.3(i).
- (i) If another round of voting is required in accordance with sub-article 16.3(g)(iii) or sub-article 16.3(h)(iv) above, there will be a subsequent ballot held with the process described in articles 16.3(f), 16.3(g) and 16.3(h) repeated until there are no vacancies, or until there is an equal number of Nominee Directors and vacancies.
- (j) If the process described in articles 16.3(f), 16.3(g), 16.3(h) and 16.3(i) results in an equal number of Nominee Directors and vacancies, each Nominee Director will fill a vacancy and become an Elected Director if, by a simple majority, the Members pass a resolution in favour of electing each Nominee Director.

Gender composition

- (k) Members must ensure that the gender composition of existing Directors is taken into account when electing an Elected Director and must use reasonable endeavours to ensure that the gender composition of the Board following the election of an Elected Director satisfies the 50/50 Principle.

Casual vacancy

- (l) If the requirements set out in articles 16.3(d) or 16.3(e) are not satisfied, and an Elected Director Position vacancy is not filled by the election of an Elected Director, the chair of the meeting will inform the meeting of the result and a casual vacancy in that Elected

Director Position will arise. A casual vacancy arising in such circumstances may be filled after the end of the annual general meeting in accordance with article 15.9(a)(ii).

Election takes effect at end of meeting

- (m) An Elected Director elected under this article 16 takes office at the end of the meeting at which they are elected.

17 Powers and duties of Directors

17.1 Directors to manage FA's business

The Directors are to manage FA's business and may exercise to the exclusion of FA in general meeting all the powers of FA (including those under the FA Statutes) which are not required, by the Corporations Act or by this Constitution, to be exercised by FA in general meeting.

17.2 Specific powers of Directors

Without limiting article 17.1, the Directors may exercise all FA's powers to borrow or raise money and to charge any property or business or give any other security for a debt, liability or obligation of FA or of any other person.

17.3 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.

17.4 Appointment of attorney

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

17.5 Provisions in power of attorney

A power of attorney granted under article 17.4 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.

17.6 Delegation of powers

- (a) Without limiting article 22.2(b), the Directors may, by resolution or by power of attorney or writing under seal, delegate (and revoke or vary) any of their powers to one or more Directors, the CEO, any employee of FA or any other person or committee as they think fit.
- (b) Any delegation by the Directors of their powers:
- (i) must specify the powers delegated, any restrictions on, and conditions attaching to, the exercise of those powers and the period during which that delegation is to be in force;
 - (ii) may be either general or limited in any way provided in the terms of delegation;
 - (iii) need not be to a specified person but may be to any person holding, occupying or performing the duties of a specified office or position; and
 - (iv) may include the power to delegate.
- (c) If exercising a power depends on a person's opinion, belief or state of mind, then that power may be exercised by the delegate on the delegate's opinion, belief or state of mind about that matter.

- (d) Any power exercised by a delegate is as effective as if it had been exercised by the Directors.
- (e) A person or committee to which any powers have been so delegated must exercise the powers delegated to them in accordance with the terms of the delegation and any directions given by the Directors.

17.7 Minutes

The Directors must cause minutes of meetings to be made and kept in accordance with the requirements of the Corporations Act.

17.8 Board Charter

The Directors must:

- (a) adopt a Board charter which incorporates a code of conduct, conflicts policy and performance review process for Directors; and
- (b) periodically review the Board charter in light of general principles of good corporate governance.

18 Proceedings of Directors

18.1 Directors meetings

- (a) The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they think fit.
- (b) The Directors must meet a minimum five times each year.
- (c) A meeting of the Directors may be held as a Virtual Meeting or as a Hybrid Meeting in accordance with the requirements of article 19.

18.2 Questions decided by majority

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

18.3 Chair's casting vote

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

18.4 Quorum

- (a) Business may not be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of four Directors (at least two of whom are entitled to vote) present at the meeting of Directors.

18.5 Effect of vacancy

- (a) If there is a vacancy in the office of a Director then, subject to article 18.5(b), the remaining Director or Directors may act.

- (b) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting for that purpose,and, until that has happened, must act only if and to the extent that there is an emergency requiring them to act.

18.6 No Alternate directors

A Director cannot appoint a person to be that Director's alternate director.

18.7 Convening meetings

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

18.8 Notice of meetings of Directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who is at the time of giving the notice a Director, other than a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting and any Virtual Technology that will be used for the meeting;
 - (ii) need not state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone or email.
- (c) A Director may waive notice of any meeting of Directors by notifying FA to that effect in person or by post, or by telephone or email.
- (d) The non-receipt of notice of a meeting of Directors by, or a failure to give notice of a meeting of Directors to, a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - (i) the non-receipt or failure occurred by accident or error;
 - (ii) before or after the meeting, the Director waives notice of that meeting under article 18.8(c), or notifies FA of their agreement to that act, matter, thing or resolution personally or by post or by telephone or email; or
 - (iii) the Director attended the meeting.
- (e) Attendance by a Director at a meeting of Directors waives any objection that person may have to a failure to give notice of the meeting or the non-receipt of the notice of meeting by the Director.

18.9 Chair to preside at Directors' meeting

- (a) The Chair must (if present within 15 minutes after the time appointed for the holding of the meeting and willing to act) preside as chair at each meeting of Directors.
- (b) If at a meeting of Directors:

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

18.10 Committee meetings

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

18.11 Circulating resolutions

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

assent to a document containing a statement to the effect that an act, matter or thing has been done or resolution has been passed, and the Directors who assent to the document would have constituted a quorum at a meeting of Directors held to consider that act, matter, thing or resolution, then the act, matter, thing or resolution is to be taken as having been done at or passed by a meeting of the Directors.

- (b) For the purposes of article 18.11(a):
 - (i) the resolution is passed on the day on which, and at the time at which, the document was last assented to by a Director;
 - (ii) two or more separate documents in identical terms each of which is assented to by one or more Directors are to be taken as constituting one document; and
 - (iii) a Director may signify assent to a document by signing the document or by notifying FA of the Director's assent in person or by post, or by telephone or email.
- (c) Where a Director signifies assent to a document otherwise than by signing the document, the Director must by way of confirmation sign the document at the next meeting of the Directors attended by that Director, but failure to do so does not invalidate the act, matter, thing or resolution to which the document relates.

18.12 Validity of acts of Directors

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

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

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

18.13 Interested Directors

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

19 Virtual And Hybrid Meetings

19.1 Use of Virtual Technology for Meetings

- (a) A general meeting or a meeting of Directors may be held at one or more physical venues or using any Virtual Technology permitted by the Corporations Act, including by holding exclusively Virtual Meetings or Hybrid Meetings, provided that:
 - (i) the number of Members or Directors (as applicable) participating is not less than a quorum required for the general meeting or meeting of Directors (as applicable); and
 - (ii) the meeting is convened and held in accordance with the Corporations Act; and
 - (iii) the meeting gives participants as a whole a reasonable opportunity to participate.
- (b) All provisions of this Constitution relating to a meeting apply to a Virtual Meeting or a Hybrid Meeting in so far as they are not inconsistent with the provisions of this article 19.

19.2 Conduct of Virtual and Hybrid Meetings

The following provisions apply to Virtual Meetings and Hybrid Meetings of FA:

- (a) all persons participating in a Virtual Meeting or participating remotely in a Hybrid Meeting must be linked by Virtual Technology for the purposes of the meeting and prior notice must be provided to participants advising them of the type(s) of Virtual Technology that will be used for the meeting;
- (b) each of the persons taking part in the meeting must be able to hear and be heard by each of the other persons taking part at the commencement of the meeting and each person so taking part is deemed for the purposes of this Constitution to be present and in attendance at the meeting;
- (c) at the commencement of the meeting each person must announce their presence to all other persons taking part in the meeting and each person must be distinguishable to the chair of the meeting;

- (d) a person must not leave a meeting by disconnecting the Virtual Technology they are using unless that person has previously notified the chair of the meeting;
- (e) a person may be conclusively presumed to have been present and to have formed part of a quorum at all times during a meeting unless that person has previously notified the chair of the meeting of leaving the meeting; and
- (f) a minute of proceedings of a meeting is sufficient evidence of the proceedings and of the observance of all necessary formalities if the minute is certified by the chair of the meeting to be a correct minute of the meeting, unless the contrary is proved.

20 By-laws

20.1 Making and amending By-laws

The Directors may from time to time make By-laws that are required to be made under this Constitution and that in their opinion, are necessary or desirable for the control, administration and management of FA's affairs, and may amend, repeal and replace those By-laws.

20.2 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.

21 Seals

21.1 Safe custody of common seals

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

21.2 Use of common seal

If FA 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 Company Secretary or another person appointed by the Directors to countersign that document or a class of documents in which that document is included.

22 Chief Executive Officer

22.1 Appointment of Chief Executive Officer

The Directors must appoint a Chief Executive Officer and review their performance in accordance with a performance review process adopted by the Board.

22.2 Powers, duties and authorities of Chief Executive Officer

- (a) 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, including those granted under the FA Statutes.
- (b) The Directors may delegate to the Chief Executive Officer the power (subject to such reservations on the power as are decided by the Directors) to conduct the day-to-day management and control of FA's business and affairs. The delegation will include the power and responsibility to:

- (i) develop business plans, budgets, strategies, policies, processes and codes of conduct for consideration by the Directors and to implement them to the extent approved by the Directors;
 - (ii) manage FA's financial and other reporting mechanisms;
 - (iii) approve and incur expenditure subject to specified expenditure limits;
 - (iv) sub-delegate their powers and responsibilities to FA's employees or internal management committees; and
 - (v) any other powers and responsibilities which the Directors consider appropriate to delegate to the Chief Executive Officer.
- (c) 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.
- (d) When representing FA internationally (including without limitation when dealing with FIFA, AFC, FIFA Confederations or other FIFA Member Associations), the Chief Executive Officer will have the title of Chief Executive Officer and General Secretary.

22.3 Suspension and removal of Chief Executive Officer

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

22.4 Chief Executive Officer to attend meetings

The Chief Executive Officer is entitled to notice of and to attend all meetings of FA, the Directors and any committees and may speak on any matter at those meetings, but is not entitled to vote at those meetings.

23 Company Secretary

23.1 Appointment of Company Secretary

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

23.2 Suspension and removal of Company Secretary

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

23.3 Powers, duties and authorities of Company Secretary

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

PART D – COMMITTEES

24 Committees

24.1 Standing Committees

- (a) The standing committees of FA are:
- (i) the Finance and Risk Standing Committee established in accordance with article 24.2;
 - (ii) the Football Development Standing Committee established in accordance with article 24.3;
 - (iii) the Football Stakeholders Standing Committee established in accordance with article 24.4;
 - (iv) the Nominations Standing Committee established in accordance with article 24.5;
 - (v) the Referees Advisory Standing Committee established in accordance with article 24.6;
 - (vi) the Women's Football Council established in accordance with article 24.7;
 - (vii) the Inclusivity Standing Committee established in accordance with article 24.8;
 - (viii) the Football Regulatory and Compliance Standing Committee established in accordance with article 24.9; and
 - (ix) the Indigenous Standing Committee established in accordance with article 24.10, (collectively, the **Standing Committees**).
- (b) Each Standing Committee must be established, or maintained in the case of those Standing Committees already established:
- (i) by the Directors as soon as is practicable and at least by 30 June 2025; and
 - (ii) in accordance with a By-law made by the Directors that meets and incorporates the requirements of this article 24.
- (c) The Directors may establish other committees to those listed under article 24.1(a) by making a By-law and may dissolve any of those committees by repealing any By-law under which it was established.
- (d) Subject to this article 24, a By-law that establishes a Standing Committee or other committee must provide for that committee's membership, duties, functions, responsibilities, authorities, limitations and procedural requirements.
- (e) The members of each Standing Committee and other committees will be appointed by the Board provided that the Board must appoint as members of each Standing Committee only those persons to be appointed by the Directors or otherwise nominated in accordance with the requirements of this article 24.
- (f) In addition to the member requirements set out in this article 24, all Standing Committees and other committees established in accordance with the requirements of this article 24 must be constituted taking account of gender composition, with reasonable endeavours being used to satisfy the 50/50 Principle.

24.2 Finance and Risk Standing Committee

- (a) **Role:** The primary role of the Finance and Risk Standing Committee is to provide:

- (i) a forum to discuss finance and risk issues relating to FA and the whole of the game; and
 - (ii) strategic advice to FA's 'Finance, Risk and Audit Committee' and FA Management in relation to:
 - A. financial policies and systems;
 - B. finance strategy and budget development;
 - C. financial reporting and disclosure; and
 - D. risk management policies and systems,
 by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to Directors.
- (b) **Membership:** The Finance and Risk Standing Committee shall comprise of the following members:
- (i) the chair of FA's 'Finance Risk and Audit Committee' established by the Directors, who will act as chair of the Finance and Risk Standing Committee;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) one (1) member nominated by the Professional League Club Members; and
 - (iv) one (1) member nominated by the Players' Member.
- (c) **Meeting Frequency:** The Finance and Risk Standing Committee must meet at least three (3) times per year.

24.3 Football Development Standing Committee

- (a) **Role:** The primary role of the Football Development Standing Committee is to advise and monitor policy and strategy in relation to:
- (i) grassroots participation and the development of grassroots clubs;
 - (ii) coordination and collaboration with stakeholders (including Clubs, government and commercial partners) for the delivery of grassroots and participation activities;
 - (iii) Competitions strategy, integration, formats, structures, schedules and regulations;
 - (iv) Club licensing and compliance;
 - (v) stadium security and safety;
 - (vi) player and coach education and development;
 - (vii) talent identification;
 - (viii) development of Futsal, Futsal clubs and facilities, including their governance and management;
 - (ix) development and delivery of Futsal, competitions, player pathways, coach education programs, and referee education programs; and
 - (x) affairs of the Futsal national teams,
- by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to the Directors.

- (b) **Membership:** The Football Development Standing Committee shall comprise of the following members:
 - (i) one (1) Director appointed by the Directors;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) two (2) members nominated by the Professional League Club Members; and
 - (iv) two (2) members nominated by the Players' Member.
- (c) **Chair:** The members of the Football Development Standing Committee will elect one of their number to act as chair of the Football Development Standing Committee.
- (d) **Meeting Frequency:** The Football Development Standing Committee must meet at least three (3) times per year.

24.4 Football Stakeholders Standing Committee

- (a) **Role:** The primary role of the Football Stakeholders Standing Committee is to provide strategic advice and recommendations to the Board and FA Management on policy matters affecting the whole of the game, including:
 - (i) greater engagement and integration of all stakeholders in strategic development and delivery;
 - (ii) mechanisms that provide and enable assistance and support to stakeholders;
 - (iii) setting rights and obligations of stakeholders and framework for collaboration;
 - (iv) developing programs, curriculum and tools that seek to build and strengthen the governance and management capabilities of stakeholder personnel and systems; and
 - (v) any other matter relating to the fulfilment and management of stakeholders as they relate to delivery and development of football,

by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to the Directors.

- (b) **Membership:** The Football Stakeholders Standing Committee shall comprise of the following members:
 - (i) one (1) Director appointed by the Directors;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) one (1) member nominated by the Professional League Club Members; and
 - (iv) one (1) member nominated by the Players' Member.
- (c) **Chair:** The members of the Football Stakeholders Standing Committee will elect one of their number to act as chair of the Football Stakeholders Standing Committee.
- (d) **Meeting Frequency:** The Football Stakeholders Standing Committee must meet at least three (3) times per year.

24.5 Nominations Standing Committee

- (a) **Role:** The primary role of the Nominations Standing Committee is to:
 - (i) review and assess New Member applications, in accordance with article 11;
 - (ii) ensure FA complies with all requirements set out in this Constitution relating to the election and appointment of Directors;

- (iii) consider each person nominated to stand for election and relevant documentation and confirm which candidates will be eligible for election as a Director, in accordance with article 16.1;
 - (iv) fulfil any other responsibilities relating to the appointment or election of Directors, including complying with any directions from the Members;
 - (v) appoint the chair of the Women's Football Council (subject to that appointment being ratified by the Members by resolution requiring not less than a simple majority), in accordance with article 24.7; and
 - (vi) appoint the chair of the Indigenous Standing Committee in accordance with article 24.10.
- (b) **Membership:** The Nominations Standing Committee shall comprise of the following members:
- (i) one (1) member nominated by the State Body Members;
 - (ii) one (1) member nominated by the Professional League Club Members;
 - (iii) one (1) member nominated by the Players' Member;
 - (iv) one (1) member nominated by the Women's Football Council, provided that this member is one of the Women's Football Council members who is appointed by the State Body Members; and
 - (v) one (1) Director appointed by the Directors who will also act as chair of the Nominations Standing Committee, provided that this Director's term as Director is not set to expire during the period in which this Director is a member of the Nominations Standing Committee.
- (c) **Meeting Frequency:** The Nominations Standing Committee must meet as required to fulfil its duties, functions and responsibilities.

24.6 Referees Advisory Standing Committee

- (a) **Role:** The primary role of the Referees Advisory Standing Committee is to provide strategic advice and recommendations to the Board on refereeing matters in Australia in alignment with the FA Strategy, including:
- (i) promotion of, and participation in, refereeing;
 - (ii) development and improvement of refereeing standards;
 - (iii) identification and promotion of the development of talented referees; and
 - (iv) any other matters relating to policy and development of referees,
- by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to Directors.
- (b) **Membership:** The Referees Advisory Standing Committee shall comprise of the following members:
- (i) one (1) Director appointed by the Directors;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) one (1) member nominated by the Professional League Club Members; and
 - (iv) one (1) member nominated by the Players' Member.
- (c) **Chair:** The members of the Referees Advisory Standing Committee will elect one of their number to act as chair of the Referees Advisory Standing Committee.

- (d) **Meeting Frequency:** The Referees Advisory Standing Committee must meet at least three (3) times per year.

24.7 Women's Football Council

- (a) **Role:** The primary role of the Women's Football Council is to provide advice and recommendations to the Board and FA Management on strategic and policy matters relating to Football for women and girls including:
- (i) women's football development and programs;
 - (ii) initiatives to increase female participation and remove barriers; and
 - (iii) initiatives to promote gender equality across football,
- by, without limitation, collecting and providing information from and to the Members, FA Management and relevant stakeholders.
- (b) **Membership:** The Women's Football Council shall comprise of the following members:
- (i) three (3) members nominated by the State Body Members;
 - (ii) three (3) members nominated by the Professional League Club Members;
 - (iii) three (3) members nominated by the Players' Member; and
 - (iv) one (1) member appointed by the Nominations Standing Committee who shall act as chair of the Women's Football Council, subject to that appointment being ratified by the Members by resolution requiring not less than a simple majority.
- (c) **Invitation to become Women's Football Members:** The Directors must invite each of the ten (10) members of the Women's Football Council to become Women's Football Members in accordance with article 9.
- (d) **Meeting Frequency:** The Women's Football Council must meet at least three (3) times per year.

24.8 Inclusivity Standing Committee

- (a) **Role:** The primary role of the Inclusivity Standing Committee is to provide strategic advice and recommendations to the Board and FA Management on policy and strategy matters relating to inclusivity in football including:
- (i) initiatives to increase awareness on how to recognise and value diversity in individuals and groups across football;
 - (ii) initiatives to ensure equal access to football competitions, roles and education;
 - (iii) affairs of Athletes With Disability national teams;
 - (iv) development of football leadership within Australia football, specifically for Athletes With Disability,
- by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to the Directors.
- (b) **Membership:** The Inclusivity Standing Committee shall comprise of the following members:
- (i) one (1) Director appointed by the Directors;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) two (2) members nominated by the Professional League Club Members; and
 - (iv) two (2) members nominated by the Players' Member.

- (c) **Chair:** The members of the Inclusivity Standing Committee will elect one of their number to act as chair of the Inclusivity Standing Committee.
- (d) **Meeting Frequency:** The Inclusivity Standing Committee must meet at least three (3) times per year.

24.9 Football Regulatory and Compliance Standing Committee

- (a) **Role:** The primary role of the Football Regulatory and Compliance Standing Committee is to:
 - (i) advise and monitor policy and strategy in relation to:
 - A. regulations for the employment, transfer and registration of Players;
 - B. the ongoing engagement of former Players back into Australian football;
 - C. the licensing, accreditation or management of agents;
 - D. other matters relating to Player rights, responsibilities, behaviour and safety; and
 - E. all medical aspects as they apply to Football and Players, including injury monitoring, analysis and management, recovery and rehabilitation, anti-doping, extreme weather and conditions and its effect on Players, and any other matters related to injury, recovery, sports medicine, physical fitness and well-being; and
 - (ii) ensure FA complies with:
 - A. FA Statutes, including those impacting on the employment and registration of Players, operating regulations and agreements; and
 - B. FIFA, AFC, and Australian Sports Commission requirements, and other local and international statutory, regulatory and legislative requirements,by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to the Directors.
- (b) **Membership:** The Football Regulatory and Compliance Standing Committee shall comprise of the following members:
 - (i) one (1) Director appointed by the Directors;
 - (ii) two (2) members nominated by the State Body Members;
 - (iii) two (2) members nominated by the Professional League Club Members; and
 - (iv) two (2) members nominated by the Players' Member.
- (c) **Chair:** The members of the Football Regulatory and Compliance Standing Committee will elect one of their number to act as chair of the Football Regulatory and Compliance Standing Committee.
- (d) **Meeting Frequency:** The Football Regulatory and Compliance Standing Committee must meet at least three times per year.

24.10 Indigenous Standing Committee

- (a) **Role:** The primary role of the Indigenous Standing Committee is to provide strategic advice and recommendations to the Board and FA Management in relation to:
 - (i) indigenous football development and programs including initiatives to increase indigenous participation and remove barriers; and

- (ii) the development of football leadership within Australian football specifically for, and in, indigenous communities,

by, without limitation, collecting information from FA Management, stakeholders and third parties, and reporting to the Directors.

- (b) **Membership:** The Indigenous Standing Committee shall comprise of the following members:

- (i) two (2) members nominated by the State Body Members;
- (ii) two (2) members nominated by the Professional League Club Members;
- (iii) two (2) members nominated by the Players' Member; and
- (iv) one (1) member appointed by the Nominations Standing Committee who shall act as chair of the Indigenous Standing Committee, subject to that member identifying as being Aboriginal or of Torres Strait Islander descent.

- (c) **Meeting Frequency:** The Indigenous Standing Committee must meet at least three (3) times per year.

24.11 Ad-hoc Committees

- (a) The Directors may establish ad-hoc committees for special duties or purposes and for a limited period of time.
- (b) An ad-hoc committee is to be established by a By-law that provides for its purpose, functions, membership and operation.
- (c) An ad-hoc committee will report directly to the Directors.

PART E – JUDICIAL BODIES

25 Judicial Bodies

25.1 Judicial Bodies

- (a) Subject to article 25.4, the Judicial Bodies of FA are:
 - (i) the Disciplinary and Ethics Tribunal established and maintained pursuant to article 25.2; and
 - (ii) the Appeals Tribunal established and maintained pursuant to article 25.3.
- (b) The responsibilities and functions of a Judicial Body are governed by the FA Statutes including this Constitution and the By-laws.
- (c) A Judicial Body may pronounce the sanctions as described in this Constitution.
- (d) If a member of a Judicial Body resigns or is unwilling or unable to act or continue, a replacement will be appointed in accordance with articles 25.2 or 25.3 (as applicable).
- (e) A member of a Judicial Body cannot belong to any of the other bodies of FA set out in article 4 at the same time.

25.2 Disciplinary and Ethics Tribunal

- (a) The Directors must maintain the Disciplinary and Ethics Tribunal pursuant to the By-law providing for its functions, membership and operation.
- (b) The Disciplinary and Ethics Tribunal shall include:
 - (i) a single chair or two co-chairs;
 - (ii) one or more deputy chairs; and
 - (iii) the number of other members deemed necessary by the Directors for the Disciplinary and Ethics Tribunal to function properly.
- (c) The members of the Disciplinary and Ethics Tribunal must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to law and sports regulations.
- (d) Each member of the Disciplinary and Ethics Tribunal shall be appointed by the Directors for a three-year term and is eligible for re-appointment at the end of that term.
- (e) The Company Secretary must review candidates for appointment as members of the Disciplinary and Ethics Tribunal and must make recommendations to the Directors on candidates, including as to whether the candidates have satisfied the criteria pursuant to article 25.2(c).
- (f) The Directors may propose the appointment of a member of the Disciplinary and Ethics Tribunal for approval by the Members at the next general meeting or otherwise at a general meeting called for that purpose. The appointment of the proposed member of the Disciplinary and Ethics Tribunal does not commence unless and until approved by the Members by ordinary resolution.
- (g) A member of the Disciplinary and Ethics Tribunal may be removed:
 - (i) by the Directors at their discretion; or
 - (ii) by the Members in a general meeting by ordinary resolution.

25.3 Appeals Tribunal

- (a) The Directors must maintain the Appeals Tribunal pursuant to the By-law providing for its functions, membership and operation.
- (b) The Appeals Tribunal shall include:
 - (i) a chair;
 - (ii) one or more deputy chairs; and
 - (iii) the number of other members deemed necessary by the Directors for the Appeals Tribunal to function properly.
- (c) The members of the Appeals Tribunal must have a mix of demonstrated experience, requisite qualifications and admirable knowledge relating to law and sports regulations.
- (d) Each member of the Appeals Tribunal shall be appointed by the Directors for a three-year term and is eligible for re-appointment at the end of that term.
- (e) The Company Secretary must review candidates for appointment as members of the Appeals Tribunal and must make recommendations to the Directors on candidates, including as to whether the candidates have satisfied the criteria pursuant to article 25.3(c).
- (f) The Directors may propose the appointment of a member of the Appeals Tribunal for approval by the Members at the next general meeting or otherwise at a general meeting called for that purpose. The appointment of the proposed member of the Appeals Tribunal does not commence unless and until approved by the Members by ordinary resolution.
- (g) A member of the Appeals Tribunal may be removed:
 - (i) by the Directors at their discretion; or
 - (ii) by the Members in a general meeting by ordinary resolution.
- (h) The Appeals Tribunal will have jurisdiction to hear appeals arising pursuant to the FA Statutes, including decisions of the Disciplinary and Ethics Tribunal that are not declared final.

25.4 Transitional and savings provisions

- (a) Subject to articles 25.2 and 25.3, on and from the Adoption Date:
 - (i) the Disciplinary and Ethics Committee will continue as the Disciplinary and Ethics Tribunal, with members as detailed in Schedule 4; and
 - (ii) the Appeals Committee will continue as the Appeals Tribunal, with members as detailed in Schedule 4.
- (b) All disciplinary sanctions imposed by the Disciplinary and Ethics Committee and Appeals Committee from the date of their original establishment prior to the Adoption Date remain in force and binding on the natural persons or bodies on which they were imposed, including after the Adoption Date.

25.5 Types of Disciplinary Sanctions

- (a) The following disciplinary sanctions may be imposed against a legal person including a Body:
 - (i) a reprimand;
 - (ii) warning;
 - (iii) a fine;

- (iv) the return of awards,
 - (v) a forfeit of match or matches;
 - (vi) replaying of a match;
 - (vii) place the Body on a bond;
 - (viii) a deduction or loss of competition points;
 - (ix) ban on the registration or transfer of any Players for a specified period of time;
 - (x) annulment of registration of a Player;
 - (xi) suspension from participation in a Match or Matches;
 - (xii) exclusion, suspension or expulsion from a Competition;
 - (xiii) playing a match without spectators or on neutral territory;
 - (xiv) a ban on playing in a particular stadium;
 - (xv) annulment of the result of the match;
 - (xvi) relegation to a lower division; or
 - (xvii) such other disciplinary sanctions or measures as is appropriate in all the circumstances, including as prescribed in the FIFA Statutes.
- (b) The following disciplinary sanctions may be imposed against a natural person:
- (i) a reprimand;
 - (ii) a warning;
 - (iii) a caution;
 - (iv) a fine;
 - (v) return of award;
 - (vi) place the individual on a bond;
 - (vii) ban on registration of Player with any Club for a specified period of time;
 - (viii) annulment of registration of a Player;
 - (ix) suspension from participation in a Match or Matches;
 - (x) suspension or expulsion from a Competition;
 - (xi) suspension or cancellation of licence or accreditation, including Licensed Player Agent's licence or coaching accreditation;
 - (xii) termination of registration or playing contract;
 - (xiii) a ban from the dressing rooms and/or the substitutes' bench;
 - (xiv) a ban from entering a stadium;
 - (xv) ban on taking part in any football related activity;
 - (xvi) community or social work; or
 - (xvii) such other disciplinary sanctions or measures as is appropriate in all the circumstances, including as prescribed in the FIFA Statutes and Regulations.

PART F – FOOTBALL MATTERS

26 Registration with FA

- (a) Each Competition, Club, Player and Official must be registered with FA in accordance with the National Registration, Status and Transfer Regulations.
- (b) The status of Players and the provisions for their transfer are regulated by FA in accordance with the National Registration, Status and Transfer Regulations and, where applicable, the FIFA Regulations for the Status and Transfer of Players.
- (c) Each Constituent must comply with the National Registration, Status and Transfer Regulations that, amongst other things, regulate the eligibility, registration, contracting, payments and loan and transfer of Players who enter into, participate in or leave Football in Australia. They apply to all players (whether male or female, junior or senior or Amateur or Professional) and to all forms of Football.
- (d) A Club cannot field a Player in a Match unless that Player is registered by FA with that Club.

27 Conduct of Bodies and Officials

Each Body and Official must observe the FA Statutes and the FIFA Statutes and Regulations.

28 Mandatory Compliance by Constituents

- (a) Each Constituent must comply with the FA Statutes and the FIFA Statutes and Regulations.
- (b) Each Constituent must comply with the determination of a Judicial Body.
- (c) Any Constituent who infringes or breaches any term of the FA Statutes will be subject to disciplinary sanction in accordance with the relevant provision of the FA Statutes.

29 Status of State Body Members, Competitions and Clubs

- (a) A State Body Member, Competition Administrator, Competition and Club is subordinate to and must be recognised by FA. This Constitution defines the scope of authority and the rights and duties of these bodies. The statutes and regulations of these bodies must not be inconsistent with the FA Statutes.
- (b) Each person or company must be registered with, and sanctioned by, FA in accordance with procedures specified in the FA Statutes. Once a Competition is sanctioned, a State Body Member is responsible for ensuring that the competition rules of any Competition within its jurisdiction are consistent with the FA Statutes.
- (c) Each Club must be registered with FA in accordance with the procedures specified in the FA Statutes. FA will keep a register of all Clubs.
- (d) A Body wanting to play a Match against a club from another FIFA Member Association must apply to FA for sanctioning in the manner prescribed by FA and in accordance with the FIFA Statutes.
- (e) Subject to article 4, a Body must take all decisions on any matters regarding their membership independently of any external body. This obligation applies regardless of the Body's corporate structure.
- (f) No natural or legal person (including holding companies and subsidiaries) may exercise majority control over more than one Club or group if this could jeopardise the integrity of any Match or Competition.

30 Dispute Resolution

- (a) The FA Statutes and in particular the Grievance Procedure provide for the resolution of disputes involving Constituents and disputes involving Constituents and FA.
- (b) All Grievances must be determined pursuant to and in accordance with the process set out in the Grievance Procedure.
- (c) A Member must comply with the Grievance Procedure and must itself, and must ensure that its Affiliates, refer all Grievances to the dispute resolution body established in accordance with the Grievance Procedure and must not, and must ensure that its Affiliates do not, commence any suit or proceeding in any court or tribunal until the Grievance Procedure has been exhausted.
- (d) This article 30 binds Members after they cease to be a Member if the dispute relates to a matter arising while they were a Member.

31 Competitions

- (a) FA may organise and coordinate the following official competitions held within its territory:
 - (i) National Leagues;
 - (ii) National Championships; and
 - (iii) such other championships, tournaments, leagues or cups as determined by FA from time to time.
- (b) FA may delegate to State Body Members the authority to organise Competitions within that State Body Member's territory. The Competitions organised by a State Body Member must not interfere with those Competitions organised by FA.
- (c) FA may delegate to third parties the authority to organise Competitions (including the National Leagues). The Competitions organised by such third parties must not interfere with those Competitions organised by FA.

32 Commercial Rights

- (a) FA is the original owner of all of the Commercial Rights emanating from Competitions and other events coming under its jurisdiction, without any restrictions as to content, time, place and law.
- (b) FA has and retains the exclusive right to commercially exploit the:
 - (i) FA Brand;
 - (ii) FA Events;
 - (iii) Broadcast Rights;
 - (iv) Match Statistics;
 - (v) Club Property (recognising that, as at the Adoption Date, FA has licensed the A-League Men and A-League Women Club Property to the Professional Leagues Entity on an exclusive basis);
 - (vi) licensing and merchandise program, including signed memorabilia, for FA Events;
 - (vii) official sponsors and suppliers for FA Events;
 - (viii) match day revenue sources for FA Events, including ticketing, corporate hospitality and memberships; and
 - (ix) FA Functions.

- (c) A Constituent must not:
 - (i) exploit or grant to any person any of the rights referred to in article 32(b), including commercial, promotional or advertising rights of any nature;
 - (ii) use any FA Brand or Club Property without the prior written consent of FA;
 - (iii) organise, assist in organising or sanction any Match or Competition whether national team or club based that, in FA's reasonable opinion, would compete with, limit or derogate from any FA Event or any of the commercial rights associated with that FA Event; and
 - (iv) take any steps that may prejudice FA's ownership of the FA Brand or Club Property, including by not transferring any registered names or trademarks to FA or by objecting to FA's registrations.
- (d) Each Constituent acknowledges that the FA Brand is the property of FA and that its use of the FA Brand will inure to the sole benefit of FA. A Member will not grant, nor purport to grant, any right or licence to use the FA Brand to any third party. A Constituent will not in any way challenge, or apply for any Intellectual Property Rights (whether in respect of the FA Brand or otherwise) that could adversely affect FA's ownership of the FA Brand or assist any other person to do so.
- (e) FA shall decide how and to what extent the rights in this article 32 are utilised, including by FA granting a licence (whether limited in time or perpetual) over all or any of those rights to an entity which FA considers will promote the objects of FA set out in article 2. FA shall decide whether these rights shall be utilised exclusively, or jointly with a third party or entirely through a third party.

33 Ticketing Terms for FA Events

- (a) This article 33 applies to tickets purchased, received or held by a Constituent in relation to an FA Event or Function.
- (b) It is an essential condition of the right of admission to the FA Event or FA Function conferred on the Constituent that the Constituent and each subsequent holder of the ticket agrees with FA:
 - (i) not to resell or transfer, or attempt to resell or transfer, the ticket at a premium;
 - (ii) not to use the ticket for advertising, promotion or other commercial purposes (including competitions and trade promotions) or to enhance the demand for other goods or services;
 - (iii) not to bundle the ticket with other goods or services; and
 - (iv) not to sell or attempt to sell the ticket online,

without FA's prior written consent. If this condition is breached, FA may, in addition to any other remedy and even if the holder of the ticket did not have notice of the condition or the breach, deny the holder admission to the match and retain the price of the ticket. For the avoidance of doubt, FA may provide its written consent to specified conduct or to a category of conduct, and may do so by entering into a licensing or other agreement with the entity who will engage in that conduct, including any third party entity licensed to control the conditions of admissions to an FA Event or class of FA Events.

34 Marketing & Communications

- (a) FA is responsible for:
 - (i) the marketing and promotion of FA, the FA Brand and FA Events;
 - (ii) controlling media accreditation to all FA Events, including processing applications and issuing accreditation terms;

- (iii) handling all media enquiries that relate to FA or FA Events; and
 - (iv) the creation of a website to be the home of Football in Australia.
- (b) Each State Body Member and Club acknowledges that FA has access to the personal information of Players, Officials and members for use by FA for compliance with FA Statutes (including registration), for the organisation of Competitions and Matches, for direct communication purposes and, with consent of the relevant party, for disclosure to partners.
- (c) Each Member must comply with the Privacy Policy, including by obtaining appropriate consent for the collection, use and disclosure of personal information.
- (d) FA shall decide how and to what extent the rights and responsibilities in this article 34 are utilised, including by FA granting a licence (whether limited in time or perpetual) over all or any of those rights and responsibilities to an entity which FA considers will promote the objects of FA set out in article 2. FA shall decide whether these rights shall be utilised exclusively, or jointly with a third party or entirely through a third party.

35 Club licensing

- (a) FA shall operate a club licensing system in accordance with the principles of the club licensing regulations of AFC and FIFA.
- (b) The objective of the club licensing system is to safeguard the credibility and integrity of club competitions, to improve the level of professionalism of clubs in Australia, to promote sporting values in accordance with the principles of fair play as well as safe and secure match environments and to promote transparency in the finances, ownership and control of clubs.
- (c) FA shall issue club licensing regulations to govern the club licensing system which will stipulate to which clubs the regulations apply. As a minimum, the club licensing system must be implemented in respect of top-division clubs which qualify for AFC club competitions on sporting merit. The club licensing bodies shall consist of the first-instance body and the appeals body. The members of these club licensing bodies shall be appointed by the Board.

36 International matches and competitions

36.1 General

The ultimate authority in respect of the playing of international football matches between teams from different FIFA Member Associations lies with FIFA and the FIFA Confederations.

36.2 Matches in Australia

- (a) In accordance with and without limitation to the FIFA Statutes and FIFA's Regulations Governing International Matches, no entity or person may schedule international football matches in Australia without FA's prior written approval.
- (b) FA will exercise all authority granted to it in the FIFA Statutes and FIFA's Regulations Governing International Matches and shall establish procedures for sanctioning a legal person (other than FA) or natural person to stage an international match in Australia, which shall include:
- (i) a match sanctioning fee;
 - (ii) standards for promoters of international matches that include, at a minimum, the following requirements:
 - A. audited or notarized financial reports for similar events in Australia, if any, conducted by the legal or natural person; and

- B. documentation from the appropriate legal or natural person that will stage the international match in Australia certifying that all FA's requirements with respect to such competitions will be met;
- (iii) appropriate measures to ensure that the match is conducted by qualified match officials;
- (iv) appropriate measures to ensure that there is proper medical supervision for the players who will participate in the match;
- (v) appropriate measures to ensure that there is proper safety precautions to protect the personal welfare of the players and spectators at the match;
- (vi) appropriate measures to ensure that there is due regard for any international requirements specifically applicable to the match; and
- (vii) all other measures deemed necessary for FA to fulfil its obligations as a national governing body and as a FIFA Member Association.

36.3 Matches outside of Australia

- (a) FA has jurisdiction over all competitions played by its Constituents outside of Australia. A Constituent must not participate in a match or competition outside of Australia without the prior written consent of FA and, as required, the relevant State Body Member of FA, FIFA and AFC in accordance with the FIFA Regulations Governing International Matches.
- (b) FA shall inform the other FIFA Member Association(s) concerned when consent has been given. FA shall also inform the other FIFA Member Association(s) concerned of any matches or competitions known to have been arranged or played within the jurisdiction of that FIFA Member Association for which FA's consent has not been given.
- (c) FA is bound to comply with the international match calendar compiled by FIFA.

37 Prohibited Contacts

FA must not play matches or make sporting contacts with teams or associations that are not members of FIFA or with provisional members of a Confederation without the approval of FIFA.

38 Approval

Competition Administrators, Competitions, Clubs, or any other group of Clubs that are affiliated to FA cannot belong to another FIFA Member Association or participate in competitions in the territory of another FIFA Member Association without the authorisation of FA, the other FIFA Member Association and FIFA.

PART G – GENERAL

39 Financial Matters

- (a) The financial period of FA is one year and begins on 1 January and ends on 31 December of that year.
- (b) The revenue and expenses of FA will be managed in accordance with generally accepted accounting principles. The attainment of FA's objectives in the future will be guaranteed through the creation of reserves.
- (c) The Chief Executive Officer is responsible for ensuring that the annual consolidated accounts of FA and its subsidiaries as at the end of each financial year are drawn up in accordance with the Corporations Act and International Financial Reporting Standards, provided that the International Financial Reporting Standards do not cause FA to be in breach of the Corporations Act.
- (d) The revenue of FA arises from a number of sources, including, but not limited to:
 - (i) Members' annual subscriptions;
 - (ii) the marketing and commercial exploitation of rights to which FA is entitled, including broadcast and media rights, sponsorship, merchandise and licensing and ticket receipts;
 - (iii) fines imposed by the Judicial Bodies;
 - (iv) grants received from government, FIFA or AFC;
 - (v) fees and prize money from participation in matches and competitions; and
 - (vi) other subscriptions, levies, distributions and receipts in keeping with the objectives pursued by FA.
- (e) FA bears the expenses:
 - (i) stipulated in the annual budget for FA, including administrative, operational and marketing expenses;
 - (ii) incurred in the marketing and commercial exploitation of rights to which FA is entitled, including commissions, venue hire fees and team assembly costs;
 - (iii) that the Directors are entitled to incur within their scope of authority; and
 - (iv) as otherwise incurred in pursuing the objectives of FA.
- (f) The Directors must cause the accounts of FA to be audited as required by the Corporations Act. The Directors must ensure that the independent auditor appointed by FA in general meeting audits the accounts for adoption by the Directors in accordance with the Corporations Act and generally accepted accounting principles (including the International Financial Reporting Standards as required under article 39(c)) and that the independent auditor's report is laid before the Members at the annual general meeting in accordance with article 12.2(c).
- (g) Each Club must keep:
 - (i) financial accounts in accordance with generally accepted accounting principles; and
 - (ii) adequate records, documents and accounts in sufficient detail to enable its compliance with this Constitution and relevant FA Statutes to be verified.

40 Records

40.1 Registers

FA must keep registers in accordance with the Corporations Act, including a register of persons who are Members.

40.2 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 FA or any of them will be open for inspection by the Members.

40.3 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 FA except as permitted by law or authorised by the Directors.

41 Service of documents

41.1 Document includes notice

In this article 41, **document** includes a notice.

41.2 Methods of service on a Member

FA may give a document to a Member:

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

41.3 Methods of service on FA

A Member may give a document to FA:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) by sending it to an email address nominated by FA.

41.4 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.

41.5 Email

If a document is sent by email:

- (a) delivery of the document is taken to be effected by properly addressing and sending the email; and

- (b) the document will be taken to have been delivered on the day recorded on the device from which the sender sent the email, unless the sender receives an automated message that the email has not been delivered or an out of office message.

except that a delivery by email received after 5pm (local time of recipient) will be deemed to be given on the next business day.

42 Indemnity

42.1 Indemnity of officers

To the extent permitted by law and subject to the restrictions in section 199A of the Corporations Act, FA indemnifies every person who is or has been:

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

(each an **Officer**), be indemnified out of the property of FA 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) FA is forbidden by statute to indemnify the person against the liability or legal costs; or
- (g) an indemnity by FA of the person against the liability or legal costs would, if given, be made void by statute.

42.2 Insurance

FA may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,

for each Officer against any liability incurred by the Officer as an officer of FA or of a related body corporate including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal and whatever their outcome.

43 Unforeseen contingencies and force majeure

The Directors shall have the final decision on any matters not provided for in this Constitution or in cases of force majeure.

44 Winding up

44.1 Contributions of Members on winding up

- (a) Each Member must contribute to FA's property if FA is wound up while they are a Member or within one year after their membership ceases.
- (b) This contribution is for:
 - (i) payment of FA's debts and liabilities contracted before their membership ceased;

- (ii) the costs of winding up; and
 - (iii) adjustment of the rights of the contributories among themselves,
- and the amount is not to exceed \$20.00.

44.2 Excess property on winding up

- (a) If on the winding up or dissolution of FA, and after satisfaction of all its debts and liabilities, any income or property remains, that income or property must be given or transferred to another body or bodies:
 - (i) having objects similar to those of FA; and
 - (ii) 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.
- (b) 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.

45 Governance review

- (a) The Constitution and governance structures, including the composition and number of Members and Directors, will be reviewed:
 - (i) on the admission of a New Member; and
 - (ii) otherwise, on a three-year rolling basis.
- (b) At the first review, the Members will consider, among other things, the appropriateness of the membership composition of the Women's Football Council Members.

46 Gender equality at all levels

- (a) It is an objective of the FA that the 50/50 Principle is reflected within:
 - (i) all FA bodies, including its Members and Directors, and its various committees; and
 - (ii) all bodies and committees of other stakeholders of Football in Australia, including Zones, and other Clubs and associations.
- (b) To facilitate the achievement of this objective under article 46(a)(ii), FA commits to providing support to all stakeholders of Football in Australia to assist stakeholders adopt and implement the 50/50 Principle, including by actively monitoring each stakeholder's progressive adoption and implementation of the 50/50 Principle. This means gender composition must be considered when electing or appointing persons to roles in all bodies and committees. When considering people for the role of Chair and Deputy Chair, where possible, this means ensuring that the Chair and Deputy Chair are of different genders.

47 Stakeholder Forum

- (a) The Directors may from time to time convene a Stakeholder Forum. The purpose of the Stakeholder Forum will be to proactively engage and collaborate with Members and Constituents, which may include discussion of current or proposed engagement strategies with Members and stakeholders, business plans, budgets, strategies, policies and financial results.
- (b) The Directors may determine the notice, if any, provided to Members (or categories of Members) for a proposed Stakeholder Forum, including the period and method of notice.

- (c) The notice may include the purpose and intent of a particular Stakeholder Forum, including any proposed items for discussion, in addition to the purposes outlined in article 47(a).
- (d) The format of proceedings at a Stakeholder Forum shall be at the discretion of the Directors.
- (e) The Directors shall determine who shall chair the Stakeholder Forum, including who shall lead or facilitate particular discussion items.
- (f) There is no quorum requirement for a Stakeholder Forum.
- (g) Items for discussion which were not included in the notice issued under article 47(b) (if any) may, with the permission of the chair of the Stakeholder Forum, be raised for discussion.
- (h) Directors are not bound by any resolution passed at the Stakeholder Forum.

PART H – DEFINITIONS AND INTERPRETATION

48 Definitions and interpretation

48.1 Definitions

In this Constitution unless the contrary intention appears:

50/50 Principle means a gender target of:

- (a) 50% men; and
- (b) 50% women and/or Gender Diverse,

provided that where a relevant body (eg a board or committee) is comprised of an uneven number of members, the target is satisfied if the number of members who are women and/or Gender Diverse is at least 50% of the number that is one less than the total number of members. For example, if a board or committee has nine members, the target is satisfied if at least four of the members are women and/or Gender Diverse.

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

Adoption Date means the date on which this Constitution was adopted by the Members, being 21 March 2025.

AFC means Asian Football Confederation.

Affiliate, in relation to a State Body Member, means any legal or natural person who is a member of or is affiliated or registered with the State Body Member, including without limitation a director, officer, employee, club, member of a committee, accredited referee, manager, accredited coach or player (including junior player).

A-Leagues means the A-League Men, A-League Women and A-League Youth competitions.

A-League Men means the premier men's professional national club competition in Australia, including the pre-season, season proper and finals series for that competition.

A-League Women means the premier women's professional national club competition in Australia, including the pre-season, regular season and finals series.

A-League Youth means the premier men's youth national club competition in Australia, including the pre-season, regular season and finals series.

Amendment Time means the time of conclusion of the general meeting of Members held on 28 May 2026, being the general meeting at which the Members resolved to amend this Constitution.

Appeals Committee means the committee of that name established and maintained by the Directors immediately prior to the Adoption Date, known from the Adoption Date as the Appeals Tribunal.

Appeals Tribunal means the Appeals Tribunal of FA maintained in accordance with article 25.3, known prior to the Adoption Date as the Appeals Committee.

Appointed Director means a Director referred to in article 15.1 and appointed in accordance with article 15.5.

Body means a State Body Member, Zone, Competition Administrator, Club, Standing Committee or any other council, committee, panel or body constituted by FA, a State Body Member or a Zone.

By-law means a by-law made under article 20 and a reference to a specific by-law means that by-law as amended from time to time.

Broadcast Rights mean the right to record FA Events and FA Functions for transmission, display and distribution by way of audio, audio-visual, television (including free-to-air, subscription, multichannel, closed circuit and interactive television), televisual exhibition, internet, broadband, mobile and video, in all forms whenever devised in any part of the world, including rights to Virtual Signage.

Chair means the person elected to the office of chair of Directors from time to time under article 15.7.

Chief Executive Officer means a person appointed as chief executive officer of FA by the Directors under article 22.

Club means any club admitted by:

- (a) a Competition Administrator to field a team in a Competition; or
- (b) FA to field a team in a National League or a National Championship.

Club Official means any person involved with the administration, management or organisation of a Club (whether paid or unpaid), including employees, contractors, consultants, officers and directors and representatives.

Club Property means the name, logo, colours, branding, mascot, kit design (including playing strip), club song or any other Intellectual Property Rights associated with a National League team.

Commercial Rights means all commercial rights and Intellectual Property Rights, including all financial rights, sponsorship rights, merchandise rights, ticketing rights, television and radio broadcast rights, media rights, marketing, promotional and advertising rights, supply rights, catering rights, concession rights, signage rights, hospitality rights and any other commercial rights.

Company Secretary means a person appointed as a secretary of FA 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 FA.

Competition means any league, competition or tournament administered, controlled or sanctioned by FA in accordance with the National Registration, Status and Transfer Regulations or one of the State Body Members, including the pre- season, season proper, finals series and any post season tournament or knockout cup competition of that Competition.

Competition Administrator means the entity responsible for the conduct and staging of a Competition.

Constituent means a Member, Qualifying Member, Provisional Member, Zone, Competition Administrator, Club, Player or Official.

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

Control has the meaning given to it in section 50AA of the Corporations Act and **Controls** and

Controlling have a corresponding meaning.

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

Deputy Chair means the person (if any) elected to the office of deputy chair of directors from time to time under article 15.8.

Director means a director of FA (including an Elected Director and an Appointed Director), which includes the Chair and any Deputy Chair, and **Directors** means all or some of the directors of FA acting as a **Board**.

Director Criteria means the criteria that must be satisfied by a person standing for election as an Elected Director or appointment as an Appointed Director, or a person appointed to fill a casual vacancy in an Elected Director Position, set out in Schedule 2.

Disciplinary and Ethics Committee means the committee of that name maintained by the Directors immediately prior to the Adoption Date, known from the Adoption Date as the Disciplinary and Ethics Tribunal.

Disciplinary and Ethics Tribunal means the Disciplinary and Ethics Tribunal of FA established under article 25.2, known prior to the Adoption Date as the Disciplinary and Ethics Committee.

Disqualifying Condition means where a person:

- (a) is, or has been within the three (3) years of the date of their nomination, the Chief Executive Officer of FA;
- (b) is, or has been within the six (6) months of the date of their nomination, an employee (other than the Chief Executive Officer) of FA or a body corporate or organisation in which FA is a shareholder;
- (c) is, or has been within the six (6) months of the date of their nomination, an employee of a Member or a body corporate or organisation in which the Member is a shareholder;
- (d) is, or has been within the six (6) months of the date of their nomination, a member of a Standing Committee (excluding an existing Director member of a Standing Committee);
- (e) holds, or has held within the six (6) months of the date of their nomination, any Official Position; or
- (f) is, or has been, a Director and article 15.6 applies such that they are not eligible to serve an additional term as a Director.

Elected Director has the meaning given in article 15.1.

Elected Director Position has the meaning given in article 15.1.

Equal Opportunity Law means the Sex Discrimination Act 1984 (Cth), Racial Discrimination Act 1975 (Cth), Disability Discrimination Act 1992 (Cth), Age Discrimination Act 2004 (Cth), Human Rights and Equal Opportunity Act 1986 (Cth), Anti-Discrimination Act 1977 (NSW), Anti-Discrimination Act 1991 (Qld), Equal Opportunity Act 1984 (SA), Anti-Discrimination Act 1998 (Tas), Equal Opportunity Act 1995 (Vic), Equal Opportunity Act 1984 (WA), Discrimination Act 1991 (ACT) and Anti-Discrimination Act 1992 (NT), and any regulations made under any of those Acts.

FA means Football Australia Limited.

FA Brand means FA's registered and unregistered Intellectual Property Rights.

FA Events means:

- (a) National Championships;
- (b) National Leagues;
- (c) matches participated in by a National Team; and
- (d) matches participated in by an Australian club or team in a FIFA or AFC sanctioned match or tournament.

FA Financial Year means FA's financial year, as may be amended from time to time.

FA Functions means any events or functions organised, controlled or sanctioned by FA relating, directly or indirectly, to FA Events, including ceremonies, awards nights or official dinners or functions.

FA Management means the management and staff of FA.

FA Statutes means:

- (a) this Constitution, including any By-laws, as amended from time to time in accordance with its terms; and
- (b) any other statutes, regulations or policies promulgated by FA, as amended on notification by FA from time to time including, without limitation:
 - (i) the National Registration, Status and Transfer Regulations;
 - (ii) the National Code of Conduct and Ethics;
 - (iii) the National Disciplinary Regulations;
 - (iv) the National Anti-Doping Policy; and
 - (v) the Member Protection Framework;
 - (vi) the Grievance Procedure.

FIFA means Federation Internationale de Football Association.

FIFA Confederations means the continental governing bodies for Football recognised by FIFA.

FIFA Member Association means a national governing body for Football recognised by FIFA.

FIFA Standard Statutes means the FIFA Standard Statutes, as amended from time to time.

FIFA Statutes and Regulations means the Statutes and Regulations of FIFA and AFC in force from time to time, including any directives and directions given by FIFA or AFC.

FIFPRO means the Fédération Internationale des Associations de Footballeurs Professionnels.

Financial Statements means a statement of financial performance, a statement of financial position, a statement of cash flows and notes to each of those statements.

Football means "Association Football" as recognised by FIFA from time to time, which includes the games of football, soccer football, indoor or five a side (futsal) football and beach football.

Gender Diverse means a person who:

- (a) identifies as non-binary;
- (b) identifies as having trans experience (meaning the person's gender identity does not align with their sex assigned at birth); or
- (c) is born with a variation of sex characteristics.

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

Grievance Procedure means the procedures dealing with Grievances published by FA and notified to Members, as amended from time to time.

Honorary Member means a person bestowed that title under article 10.1.

Honorary President means a person bestowed that title under article 10.1.

Honorary Vice-President means a person bestowed that title under article 10.1.

Hybrid Meeting means a meeting where some participants attend and participate in a physical meeting in person and other participants attend and participate in a meeting remotely via Virtual Technology.

Intellectual Property Rights means all intellectual property rights in Australia and throughout the world, including patents, copyright, registered designs, trade and service marks, trade, business or company names, imagery, indication of source or origin and any right to have

confidential information kept confidential (including any application, or right to apply, for registration of, or to assert or waive, any such rights), trade secrets, ideas, concepts, materials, know-how and techniques.

Judicial Bodies means the Disciplinary and Ethics Tribunal (maintained in accordance with article 25.2) and the Appeals Tribunal (maintained in accordance with article 25.3).

Jurisdiction means in relation to a State Body Member, the State(s) or parts thereof determined in relation to that State Body Member by the Directors from time to time.

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

Life Member means an individual admitted as a Life Member of FA in accordance with article 10.3.

Match means any match played in Australia under the auspices of FA, a State Body Member or a Competition Administrator or otherwise played under FA's direction or control.

Match Official means a referee, assistant referee, fourth official, match commissioner, referee inspector, selector, any person in charge of safety or any other person appointed by FA or a Competition Administrator to assume responsibility in connection with a Match.

Match Statistics mean data, statistics or information relating to FA Events, Football participants and Football, collected by or for, or in the possession or control of FA or a Constituent, including the match result, number of goals scored, free kicks, penalty kicks, names of goal scorers and red and yellow card infringements.

Member means each member of FA set out in article 5.1 of this Constitution whose name is entered for the time being on the Register of Members, and **Members** means all of them.

Member Protection Framework means the national framework that addresses discrimination, harassment (sexual or otherwise) and child protection in Football as issued and varied by FA from time to time.

National Anti-Doping Policy means the national anti-doping policy of FA relating to anti-doping rule violations and related matters as issued and varied by FA from time to time.

National Championships means any male and female national championships involving State Body Member teams, which is staged or sanctioned by FA from time to time.

National Code of Conduct and Ethics means the code of conduct and ethics published by FA and notified to Members, as amended from time to time.

National Disciplinary Regulations means the national disciplinary regulations as issued and varied by FA from time to time.

National League means any men's and women's national club competitions conducted under the auspices of FA from time to time, including where the conduct of such competition is licensed to a third party (whilst remaining subordinate to FA), including the A-Leagues.

National Registration, Status and Transfer Regulations mean the national regulations specifying the rules relating to the registration of Players, Officials, Clubs and Competitions with FA, as issued and varied by FA from time to time.

National Team means any national team squad selected or nominated by FA, including the men's and women's senior, para, under age, Olympics, futsal and beach teams or any other national representative team determined by FA from time to time.

New Australian Professional League Club means a legal entity to which an Operating Licence has been issued for a new club representing an Australian city or State to participate in the A-League Men or A-League Women that is not:

- (a) a Professional League Club Member;

- (b) ACT Football Federation Limited (trading as Capital Football) (being the legal entity that currently holds the Operating Licence for the Canberra United FC A-League Women club);
- (c) Black Knight Football Club GP Limited (being the legal entity that currently holds the Operating Licence for the Auckland FC A-League Men club); or
- (d) Welnix GP Limited (being the legal entity that currently holds the Operating Licence for the Wellington Phoenix FC A-League Men and A-League Women clubs).

New Member means a legal or natural person who is either:

- (a) a New Australian Professional League Club; or
- (b) a new category of Member not in existence as at the Adoption Date, who becomes a Member after the Adoption Date in accordance with article 11.

New Member Criteria means the criteria to become a New Member as set out in Schedule 1.

Nomination Form means the form prepared by a Proposer which sets out the intention to nominate a person to stand for election as an Elected Director in accordance with article 16.3.

Nominations Standing Committee has the meaning given in article 24.5.

Nominee Directors has the meaning given in article 16.1(c)(ii).

Official means:

- (a) a Club Official, Match Official or Team Official;
- (b) an employee, officer or director of FA or a State Body Member, a Zone or a Competition Administrator; or
- (c) a member of a Standing Committee or other council, committee, panel or body constituted by FA, a State Body Member, a Zone or a Competition Administrator.

Official Position means, in connection with a body corporate or organisation (including a Member, but excluding FA) conducting, participating in or administering Football or any Football competition in Australia, a person who:

- (a) holds a position, whether elected or appointed, as:
 - (i) president, chair, vice-president, deputy chair, secretary, treasurer, director, committee member or member of that body corporate or organisation; or
 - (ii) a member of a standing committee or a zone council established by a Member; or
- (b) has, directly or indirectly, a material ownership or financial interest in that body corporate or organisation.

Operating Licence means a licence issued by FA or any third party entity licensed by FA to conduct the A-League Men and/or A-League Women that grants a right for an A-League Men and/or A-League Women club to participate in the A-League Men and/or A-League Women.

Part means a Part of this Constitution.

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

PFA means Professional Footballers Australia Inc (Registration No. A 0027415N ARBN 083 328 581), being the principal bargaining agent of Australia's elite footballers and the Australian representative at FIFPRO.

Player means any person who is registered with FA as a player in accordance with the National Registration, Status and Transfer Regulations from time to time or is selected as a member of a Representative Team.

Players' Member means the person or persons nominated by the PFA from time to time to become a Member of FA in accordance with the requirements of article 8.

Potential New Member has the meaning given in article 11.2.

Prescribed Majority means 60% of the votes that are entitled to be cast at the general meeting in question.

Privacy Policy means FA's Privacy Policy, as varied by FA from time to time in accordance with the terms of that policy.

Professional League Club Corporate Restructure means a corporate restructure that results in the Operating Licence being held by a legal entity other than the Professional League Club Member provided there is no change in the ultimate beneficial ownership of the Professional League Club.

Professional League Club Members means:

- (a) each of the legal entities which hold an Operating Licence to participate in the A-League Men and/or A-League Women and which have been admitted as Members of FA in accordance with article 7; and
- (b) any New Australian Professional League Club that shall become a New Member in accordance with article 11.

Professional Leagues Entity means any entity licensed by FA from time to time to operate, conduct and commercialise the National Leagues.

Proposer has the meaning given in article 16.1(a).

Provisional Member means a legal or natural person, including a New Australian Professional League Club, that is progressing towards becoming a Member of FA and has the limited rights set out in Schedule 1.

Provisional Member Criteria means the criteria to become a Provisional Member as set out in Schedule 1.

Qualifying Member means a legal or natural person, including a New Australian Professional League Club, that has been granted that status under article 11.3 and is progressing towards becoming a Member of FA and has the limited rights set out in Schedule 1.

Qualifying Member Criteria means the criteria to become a Qualifying Member as set out in Schedule 1.

Register of Members means the register of Members kept in accordance with article 40.1.

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

Representative means a person appointed to represent a corporate Member at a general meeting of FA in accordance with the Corporations Act.

Representative Team means a team representing FA, a State, a region, or an Institute that participates in a Competition.

Selected Chair has the meaning given in article 15.7(c).

Selected Deputy Chair has the meaning given in article 15.8(a).

Special Interest Group means an organisation representing the particular interests of a specific group of stakeholders within the sport.

Special Resolution means a resolution that requires at least 75% of the votes cast by the Members entitled to vote on the resolution.

Stakeholder Forum means a forum convened by the Directors under article 47.

Standing Committees means the standing committees listed under article 24.

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

State Body Member means each legal entity recognised by the Directors under article 6.1(b) which, as at the Adoption Date, comprises:

- (a) ACT Football Federation Limited (trading as Capital Football);
- (b) Football Northern Territory Incorporated;
- (c) Football Federation SA Incorporated;
- (d) Football Federation Tasmania Limited;
- (e) Football Victoria Limited;
- (f) Football NSW Limited;
- (g) Football Queensland Limited;
- (h) Football West Limited; and
- (i) Northern NSW Football Limited.

Successive Years means consecutive Years of Service, but includes any period of not more than 3 months during which a Director does not hold office.

Team Official means any person involved with the management, preparation or participation of a Club's team (whether paid or unpaid), including the coaches, managers, medical staff (including team or match day doctor), physiotherapists, gear persons and other support staff.

Virtual Meeting means a meeting where all participants attend and participate in the meeting via Virtual Technology.

Virtual Signage means any form of signage or advertising that is not physically at the venue, including the electronic or other digital insertion of words, figures, numbers, information, visual images or other material into a television or other broadcast in any place.

Virtual Technology means technology, including telephone, video, online facilities and other technology (or any combination of these technologies) which gives those attending a meeting through the use of such technology the opportunity to participate in the meeting in a manner similar in key respects to attending the meeting in person, including the opportunity to follow the proceedings of the meeting uninterrupted, to ask questions and to vote.

Women's Football Council has the meaning given in article 24.7.

Women's Football Members means each of the members of the Women's Football Council who have been admitted as Members of FA in accordance with article 9.

Year means, in respect of:

- (a) an Appointed Director, 12 months;
- (b) an Elected Director appointed to fill a casual vacancy pursuant to article 15.9:
 - (i) the period from the date of their appointment to the next annual general meeting of FA; and
 - (ii) the period from the date of an annual general meeting of FA to the next annual general meeting of FA; and
- (c) an Elected Director elected pursuant to article 16.3, the period from the date of an annual general meeting of FA to the next annual general meeting of FA.

Years of Service means, in respect of service as:

- (a) an Appointed Director, the period from the date of commencement as an Appointed Director to the date of expiry or cessation as an Appointed Director;
- (b) an Elected Director appointed to fill a casual vacancy pursuant to article 15.9, the period from the date of commencement in office to the date of expiry or cessation as an Elected Director filling the casual vacancy; and
- (c) an Elected Director elected pursuant to article 16.3, the period from the date of the annual general meeting of FA at which the Elected Director was elected to the date of expiry or cessation as an Elected Director,
provided that if any such period is:
 - (d) less than or equal to one Year, it will be treated as one Year of Service;
 - (e) more than one Year and less than or equal to two Years, it will be treated as two Years of Service; or
 - (f) more than two Years and less than or equal to three Years, it will be treated as three Years of Service.

Zone means a district or regional association that is a member of a State Body Member from time to time.

48.2 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 particular calendar year (for example, in 2021), is a reference to the annual general meeting required to be held by FA in that calendar year under section 250N(2) of the Corporations Act; and
 - (iii) **(document)** a reference to a document or instrument includes any amendments made to it from time to time and, unless the contrary intention appears, includes a replacement document or instrument.
- (b) In this Constitution unless the contrary intention appears:
 - (i) **(gender)** words importing any gender include all other genders and includes Gender Diverse people;
 - (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 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.

48.3 Corporations Act

In this Constitution unless the contrary intention appears:

- (a) an expression that deals with a matter dealt with by a particular provision of the Corporations Act has the same meaning in this Constitution as it does 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 FA.

48.4 Headings

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

48.5 “Include” etc

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

48.6 Powers

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

SCHEDULE 1: NEW MEMBER CRITERIA

| | | VOTE | | VOTE |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------|-------------------------|
| | | QUALIFYING MEMBER | PROVISIONAL MEMBER | FULL MEMBER |
| QUALIFYING REQUIREMENTS | | | | |
| COMMITMENT | Objectives and purpose of the organisation are consistent with the objectives and purpose of Football Australia | Yes | Yes | Yes |
| COMMITMENT | Demonstrated advocacy on behalf of substantial (more than other body, and growing) proportion of the constituency it purports to represent | Yes | Yes | Yes |
| COMMITMENT | Plans for developing & delivering football for constituents in the next 4 years, published online | Yes | Yes | Yes |
| GOVERNANCE | Appropriately incorporated as a legal entity, Limited by Guarantee | Yes | Yes. At least [2] years | Yes. At least [4] years |
| GOVERNANCE | Have a standard constitution, approved by their Congress | Yes | Yes | Yes |
| GOVERNANCE | Sports Australia compliant constitution/statutes | Yes | Yes | Yes |
| GOVERNANCE | Have organisational regulations, approved by their Congress | Yes | Yes | Yes |
| GOVERNANCE | Have gender diversity ('50/50 Principle') in composition of the Board | Yes | Yes | Yes |
| GOVERNANCE | A minimum number of four (4) Board Meetings per annum | Yes | Yes | Yes |
| GOVERNANCE | Have a mix of both (i) Elected; and (ii) Appointed directors on the Board, with a majority elected by the Congress | Yes | Yes | Yes |
| GOVERNANCE | Have a clearly defined and paid up membership (national body) | Yes | Yes | Yes |
| GOVERNANCE | Have available for submission an up-to-date Register of Members (paid-up and valid), with date of birth and contact details | Yes | Yes | Yes |
| GOVERNANCE | Represents members nationally, with paid up voting members residing/based in at least four (4) different states and territories | | Yes | Yes |
| GOVERNANCE | Declaration of Interest signed by all office-holders (Integrity) | | Yes | Yes |
| GOVERNANCE | Agreement to be bound by the Constitution, the By-laws, the FA Statutes, the FIFA Statutes and Regulations and the Grievance Procedure. | Yes | Yes | Yes |

| | | VOTE | | VOTE |
|--------------------|-------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------|-------------------------|
| | | QUALIFYING MEMBER | PROVISIONAL MEMBER | FULL MEMBER |
| INVESTMENT | Demonstrated investment in football, e.g. programs & activities for constituents; infrastructure or facilities | | Yes. At least [2] years | Yes. At least [4] years |
| MANAGEMENT | Have registered commercial headquarters and place of business | Yes | Yes | Yes |
| MANAGEMENT | Have demonstrated achievement of constitutional objectives and purposes | | Yes. At least [2] years | Yes. At least [4] years |
| MANAGEMENT | Chief Executive Officer or General Manager | | Yes | Yes. Full-time |
| MANAGEMENT | Externally Audited accounts | | Yes. At least [2] years | Yes. At least [4] years |
| PARTICIPATION | Demonstrated active participation in Australian football competitions, activities & programs | | Yes. At least [2] years | Yes. At least [4] years |
| TRANSPARENCY | Have established, accessible and managed online and social media platforms | Yes | Yes | Yes |
| TRANSPARENCY | Published online and accessible (i) Member Application process; (ii) Constitution; and (iii) Organisational Regulations | Yes | Yes | Yes |
| RIGHTS | | | | |
| PARTICIPATION | Can be a member of FA Standing Committee | Yes | Yes | Yes |
| GOVERNANCE | Can attend FA General Meetings | No | Yes | Yes |
| GOVERNANCE | Can endorse nomination for FA Director | No | No | Yes |
| GOVERNANCE | Can make nominations for FA Director | No | No | Yes |
| GOVERNANCE | Can vote at FA General Meeting | No | No | Yes |
| OBLIGATIONS | | | | |
| COMPLIANCE | On-going compliance of requirements, as defined herein | Yes | Yes | Yes |

SCHEDULE 2: DIRECTOR CRITERIA

1. Director Criteria

The director criteria comprises of the:

- (a) qualifying criteria set out in article 2 of this Schedule 2; and
 - (b) core competencies set out in article 3 of this Schedule 2,
- (together, the **Director Criteria**).

2. Qualifying criteria

Each person must demonstrate:

- (a) a commitment to a strong governance regime for Australian football;
- (b) a commitment to developing policies and strategies for football generally throughout Australia;
- (c) they are not disqualified from standing for election pursuant to article 15.4 of this Constitution;
- (d) they have not been involved in activities which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football;
- (e) they are free from any interest and any relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in the best interests of FA and Australian football;
- (f) they hold a current valid 'working with children check'; and
- (g) they have no criminal convictions:
 - (i) in Australia; and
 - (ii) where a person has resided outside of Australia at any point in the previous ten years, in each location where they resided during that ten year period.

3. Core competencies

- (a) Each person must possess all of the following core competencies:
 - (i) demonstrated leadership at a senior level in an environment compatible with the requirements of FA;
 - (ii) demonstrated commitment to strong governance principles and an understanding and appreciation of the duties and responsibilities of the role of Director demonstrated by membership of the Australian Institute of Company Directors, relevant education or experience serving on or working with other boards of directors; and
 - (iii) a commitment to and record of ethical behaviour including not having been the subject of an adverse finding or the current subject of an inquiry or investigation by any statutory, regulatory or law enforcement authority or agency including a disciplinary body of FIFA, the AFC, FA or any State Body Member relating to any serious ethical matter.
 - (b) Each person must possess at least one of the following core competencies:
-

- (i) legal qualifications (LLB or equivalent);
- (ii) accounting/finance qualifications (CA, CPA, CFA or equivalent);
- (iii) knowledge or experience of elite or amateur football through experience as a player, coach or official;
- (iv) exceptional governance and/or administrative experience in football (or other elite professional sport);
- (v) business experience and/or qualifications (MBA or senior management experience);
- (vi) technology experience and/or qualifications (IT, Technology degree, CIO or equivalent position);
- (vii) marketing and/or communications experience at a senior level; or
- (viii) government relations or international relations experience at a senior level.

SCHEDULE 3: DIRECTORS AS AT THE AMENDMENT TIME

| | Position | Name (or noting if vacant) | Date of expiry of current term |
|-----|--------------------|-----------------------------------|---------------------------------------------------------------------------------------|
| 1. | Elected Director | Anter Isaac (Chair) | At the conclusion of the second annual general meeting held after the Amendment Time. |
| 2. | Elected Director | ^ | |
| 3. | Elected Director | * | At the conclusion of the third annual general meeting held after the Amendment Time. |
| 4. | Elected Director | * | |
| 5. | Elected Director | Joseph Carrozzi AM | At the conclusion of the first annual general meeting held after the Amendment Time. |
| 6. | Elected Director | Angela Mentis | |
| 7. | Appointed Director | Rachel Wiseman | 30 November 2027 |
| 8. | Appointed Director | Catriona Noble | 31 May 2026 |
| 9. | Appointed Director | * | |
| 10. | Appointed Director | <i>Vacant</i> | |

^ This position is open for election at the 2026 Annual General Meeting.

** These positions are both open for election at the 2026 Annual General Meeting.*

+ This Appointed Director position will become vacant at the conclusion of the 2026 Annual General Meeting.

SCHEDULE 4: MEMBERS OF DISCIPLINARY AND ETHICS TRIBUNAL AND APPEALS TRIBUNAL

Members of Disciplinary and Ethics Tribunal

| Chairs | Lawyers | Players |
|---------------------|--------------------|---------------|
| Lachlan Gyles SC | Dominic Villa SC | Rob Wheatley |
| Anthony Lo Surdo SC | Stephen Free SC | David Barrett |
| | Arthur Koumoukelis | Tommy Oar |
| | Deborah Healey | Taylor Regan |
| | Ben Jones | Chris Harold |
| | Lance Sacks | Claire Coehlo |
| | Peter Speed | Carys Hawkins |

Members of Appeals Tribunal

| Chairs | Lawyers |
|------------------|-----------------------|
| Alan Sullivan KC | Justice Rachel Pepper |
| | Lachlan Gyles SC |
| | Dominic Villa SC |
| | Anthony Lo Surdo SC |
| | Stephen Free SC |
| | Arthur Koumoukelis |
| | Peter Mulligan |