



Football Coaches Australia Organisation Regulations

DEFINITIONS

In interpreting these Organisation Regulations, all terms defined within the Definitions section of the most recently adopted FCA Constitution and all terms whose meaning can be derived within the context of the FCA Constitution shall have the same meaning within these Organisation Regulations.

For the purposes of these Organisation Regulations, and provided the context so permits:

- (a) the singular shall include the plural and vice-versa;
- (b) the feminine gender shall include the masculine and vice-versa; and
- (c) reference to natural persons shall include any legal person.

1. OBJECTIVE

- 1.1. The objective of these regulations is to complement the FCA Constitution regarding the organisation of FCA.
- 1.2. An overview of the FCA organisational structure is provided at **Appendix A**.
- 1.3. The internal signatory directive approved by the Committee is provided at **Appendix B**.
- 1.4. The internal expenses directive approved by the Committee is provided at **Appendix C**.

2. SCOPE

- 2.1. These regulations provide for:
 - 2.1.1. the duties, powers and responsibilities of the General Meeting, President, Committee, Chief Executive, and Administration; and
 - 2.1.2. the establishment of legal and financial authorisations.

3. GENERAL POWERS

- 3.1. The Committee is authorised to approve regulations as set out in the FCA Constitution.
- 3.2. The Chief Executive may issue implementing directives, circular letters, manuals and similar documents in accordance with the FCA Constitution and these regulations.

4. GENERAL CONDUCT OF MEMBERS

- 4.1. During their work and as part of their functions, members of FCA bodies shall:
 - 4.1.1. do everything possible conducive to fulfilling the objectives of FCA and refrain from any action that could be detrimental to those objectives; and
 - 4.1.2. comply with all FCA regulations, directives, and policies, as well as all applicable Football Federation Australia, Asian Football Confederation and FIFA regulations.

5. AUTHORISED SIGNATORIES

- 5.1. Authorised signatories entitled to legally bind or act as authorised financial officers of the FCA shall be set out in an internal directive approved by the Committee.
- 5.2. Unless explicitly provided in the FCA Constitution or the required internal directive, no person other than the President or Chief Executive is:
 - 5.2.1. authorised to legally bind the FCA; and
 - 5.2.2. an authorised financial officer of the FCA.

6. THE COMMITTEE

- 6.1. The Committee is the executive body of the FCA.
- 6.2. Its convention, powers and duties are set out in the FCA Constitution.
- 6.3. In addition, the Committee shall be responsible for approving:
 - 6.3.1. the appointment and/or dismissal of the Chief Executive as proposed by the President;
 - 6.3.2. the appointment and/or dismissal of senior management proposed by the Chief Executive;
 - 6.3.3. internal salary structures proposed by the Chief Executive.
 - 6.3.4. the FCA strategic plan proposed by the Chief Executive;
 - 6.3.5. the FCA annual report proposed by the Chief Executive;
- 6.4. The FCA Constitution provides that the President shall chair all FCA meetings.
- 6.5. Unless otherwise stated in the FCA Constitution, the Committee has full authority governing executive matters of the FCA.
- 6.6. The Committee may delegate certain tasks arising out of its areas of authority to the President, sub-committees, the Chief Executive, the Administration, or third parties.

Meetings

- 6.7. As provided in the FCA Constitution:
 - 6.7.1. The Committee shall meet at least four (4) times a year.
 - 6.7.2. The President and Chief Executive shall draw up an annual plan to fix dates for meetings.
- 6.8. Members must be informed in writing at least thirty (30) days (or any other period that may be unanimously agreed on by the members of the Committee) in advance of a meeting. Notice shall include the date, time, place and nature of the meeting business.
- 6.9. The Chief Executive shall compile the agenda. The agenda shall include the required documents to enable the members to prepare properly and make informed decisions.
- 6.10. Each member is entitled to propose items for inclusion in the agenda. Such items must be submitted in writing to the Chief Executive at least fourteen (14) days before the meeting.
- 6.11. The agenda must be sent to the members at least three (3) days before the meeting.
- 6.12. Any five (5) members of the Committee shall constitute a quorum for a meeting.
- 6.13. A Committee meeting may be held at two (2) or more venues using any technology approved by the Committee that gives each member a reasonable opportunity to participate.
- 6.14. The chairperson shall open and close the debates and give the floor to the members as appropriate. If the chairperson is unable to attend, their deputy shall chair the meeting.

- 6.15. The Chief Executive shall take part in the meetings in a consultative role.
- 6.16. Meetings shall be confidential and are not open to the public. Documents classified as confidential must be kept carefully and, if requested by the Administration, shall be returned on completion of a term of office.
- 6.17. The Chief Executive may invite third parties to attend meetings. A simple majority of the Committee must approve the invitation of any third party. Those third parties shall not have voting rights and may only express an opinion with the permission of the chair.
- 6.18. Any member of the Committee that is absent without a properly accepted apology (by the Committee) for three (3) consecutive meetings or for any five (5) meetings during their term shall be provisionally suspended from the Committee. A decision shall then be made on their membership at the next General Meeting which shall be final and binding and not appealable.

Decisions

- 6.19. Decisions shall be reached by a simple majority of the votes cast by the members present. In the event of a tied vote, the person presiding shall have the casting vote. Voting by proxy or letter is not permitted. Voting shall be conducted openly.
- 6.20. Members must decline to participate in any discussion, debate, or decision and immediately leave the meeting where there are grounds for questioning their impartiality or there is a possibility of any conflict of interest arising.
- 6.21. Decisions shall be recorded in the minutes. Minutes of every meeting shall be recorded by the Chief Executive or their designated deputy, as the secretary of the meeting. The minutes shall be signed by the person presiding and the Chief Executive.
- 6.22. The decisions made by the Committee shall come into effect immediately, unless the Committee decides otherwise.
- 6.23. If the circumstances so require, decisions may be made in writing by correspondence (including by email, facsimile or other form of electronic communication). In such a case, the written resolution shall be as if it had been passed at a meeting of the Committee duly convened and held. All such written resolutions shall be filed with the minutes of the subsequent meeting of the Committee.

Expenses

- 6.24. Expenses shall be reimbursed in accordance with the applicable internal policy.

7. SUB COMMITTEES

- 7.1. The FCA Constitution provides that the Committee may delegate any of its functions to one (1) or more sub-committees.
- 7.2. Sub-committees shall advise and assist the Committee in fulfilling its duties. They have no decision-making power or ability to legally bind the Committee, unless a decision or regulation of the FCA provides otherwise.
- 7.3. The Committee shall establish specific terms of reference for each sub-committee established.

Composition

- 7.4. The following general rules shall apply to sub-committees:
- 7.4.1. the Committee shall establish specific terms of reference for each sub-committee;
 - 7.4.2. FCA members, the Chief Executive, and appointed Committee members are eligible to sit on a sub-committee;
 - 7.4.3. the Committee shall appoint the chairperson, deputy chairperson and members. Such appointment should comply with the principle of gender equality;
 - 7.4.4. the Committee shall decide the term of office for each sub-committee; and
 - 7.4.5. members of a sub-committee may be appointed, reappointed, or relieved of their duties by the Committee (for whatever reason) at any time.
- 7.5. The chairperson of a sub-committee shall regularly report the activities of the sub-committee to the Committee in accordance with the terms of reference and/or at the request of the Committee.
- 7.6. The sub-committees shall be assisted by the Administration to carry out their activities. This shall include without limitation compilation of the agenda and required documents for meetings.
- 7.7. The sub-committees, with the approval of the Committee, may be supported in their activities by external experts.

Meetings

- 7.8. Except as set out below, the rules regarding meetings of the Committee shall apply equally to meetings of any sub-committee.
- 7.9. The sub-committees shall meet when required in accordance with their terms of reference. The chairperson and Chief Executive shall draw up a plan to fix dates for meetings.
- 7.10. More than fifty percent (50%) of members of the sub-committee shall constitute a quorum for a meeting.

Decisions

- 7.11. Except as set out below, the rules regarding decisions of the Committee shall apply equally to decisions of any sub-committee.
- 7.12. Any decisions made by a sub-committee must be either in accordance with a delegation from the Committee or subsequently ratified by the Committee to have legal effect.

Expenses

- 7.13. Expenses shall be reimbursed in accordance with the applicable internal policy.

8. THE CHIEF EXECUTIVE

- 8.1. The powers and duties of the Chief Executive are provided by the FCA Constitution and these regulations.
- 8.2. The Chief Executive has the responsibility and authority to make decisions on all management and

administrative matters pertaining to the FCA. The Chief Executive shall report directly and regularly to the President and the Committee.

- 8.3. The Chief Executive is authorised to sign decisions on behalf of the Committee and any sub-committee as secretary.
- 8.4. The Committee shall appoint an Acting Chief Executive in the absence of a Chief Executive until such time one is appointed.
- 8.5. After consultation with the President, the Chief Executive defines the organisational structure of the Administration. Any significant changes shall be presented to the Committee.

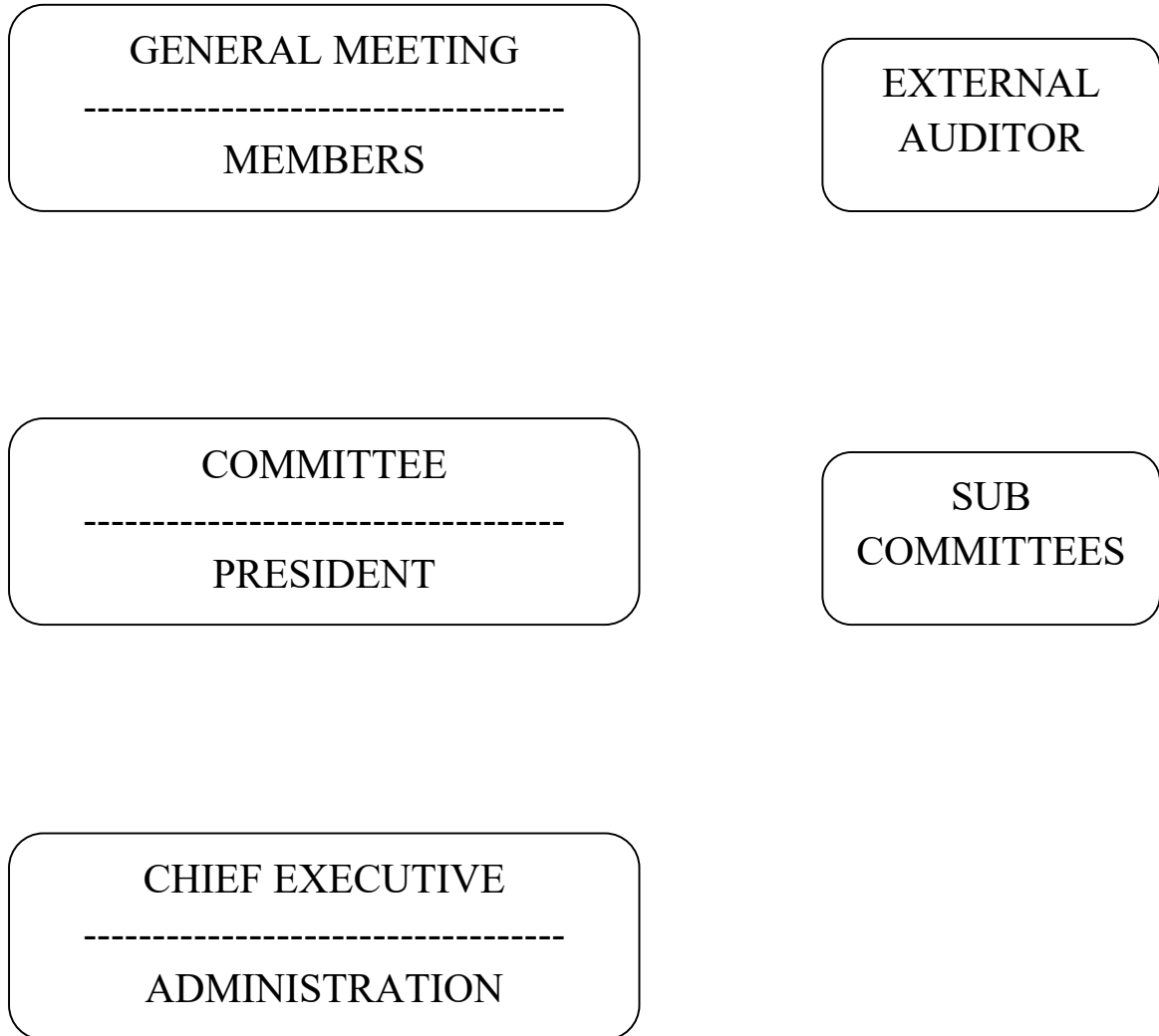
9. MATTERS NOT PROVIDED FOR

- 9.1. All matters relating to the organisation of the FCA not covered by these regulations or the FCA Constitution shall be decided by the Committee.
- 9.2. Such decisions are final and binding and not appealable.

10. ENFORCEMENT

- 10.1. These regulations were first approved by the General Meeting when it convened on [x] July 2019 and come into force immediately.

APPENDIX A FCA ORGANISATION CHART



APPENDIX B INTERNAL DIRECTIVE GOVERNING SIGNATURE RIGHTS

1. The purpose of this directive is to set out all individuals that are authorised to legally bind or act as financial officers of the FCA.
2. Unless otherwise stated, capitalised and specific terms defined in the most recent edition of the FCA Constitution and Organisation Regulations shall apply.

Authority to legally bind the FCA

3. These individuals shall have the authority to legally bind the FCA subject to the prescribed limits:

Position	Authority
President	All documents requiring legal authority All documents requiring a dual signature (with Chief Executive) Agreements of value exceeding \$100,000 (with Chief Executive)
Chief Executive	All documents requiring legal authority All documents requiring a dual signature (with President) Agreements of value exceeding \$100,000 (with President) Agreements of value not exceeding \$100,000

4. This list may be amended at any stage by the Committee.
5. All agreements of value exceeding \$10,000 (whether such amount is spent or received) must:
 - 5.1. be approved by the Committee prior to being executed; and
 - 5.2. require the dual signature of the President and Chief Executive.

Authorised Financial Officers

6. These individuals shall have the authority to spend money on behalf of the FCA subject to the prescribed limits:

Position	Authority Limit	Types of expenditure
Committee	Above \$100,000	Operational, capital, developmental
President	Not exceeding \$10,000	Operational, capital, developmental
Chief Executive	Not exceeding \$10,000	Operational, capital, developmental

7. All payments on behalf of FCA must be executed by the Chief Executive.
8. Where payment is made by cheque or electronically, approval for payments must be executed by the Chief Executive and an individual authorised to approve payments by the Committee.

9. Notwithstanding the authority levels, an individual with authority may decide to not authorise payment(s) for which they are the direct recipient or which they may be seen as having received some personal benefit or conflict of interest.
 - 9.1. In such a case, another individual authorised to approve payments by the Committee shall undertake the necessary authorisation.
10. No individual, regardless of their authority limit, shall make any unbudgeted or unplanned commitment greater than \$10,000 without prior approval from the Committee.

Other

11. A tender process is required for capital and operational expenditure for third-party services exceeding \$20,000. A minimum of two (2) competitive quotes shall be sourced for approval.
12. Corporate credit cards shall have a limit as prescribed by the Committee. Only the President and the Chief Executive shall have the authority to approve payments with a corporate credit card.
13. For the purposes of this directive:
 - 13.1. operating expenditure means expenses incurred for carrying out day-to-day activities;
 - 13.2. capital expenditure means expenses incurred to acquire assets; and
 - 13.3. development expenditure means expenses incurred for carrying out FCA statutory objectives.

APPENDIX C INTERNAL DIRECTIVE GOVERNING EXPENSES

1. The purpose of this directive is to set out the reimbursable expenses for individuals when carrying out their duties as Committee members, employees, or consultants.
2. Unless otherwise stated, capitalised and specific terms defined in the most recent edition of the FCA Constitution and Organisation Regulations shall apply.

Air Travel

3. FCA shall make all air travel arrangements for Committee members, employees, and consultants for authorised business travel.
4. Where travel arrangements are not made by the FCA but by the respective individual:
 - 4.1. the individual shall submit the airfare for approval prior to booking;
 - 4.2. FCA will approve the airfare up to the best available price that it could have reasonably booked;
 - 4.3. FCA shall reimburse that individual in accordance with this directive.
5. Such claims must be properly documented and submitted on the standard claim form at Appendix C1.
6. The following entitlements are applicable:

Position	Class
Committee members Sub-committee members	Economy class (domestic travel) Economy class (international travel)
Chief Executive Employees	Economy class (domestic travel) Economy class (international travel)
Consultants	Economy class (domestic travel) Economy class (international travel)

7. Individuals enrolled in airline incentive programmes are permitted to utilise such programmes for personal upgrades and to collect air miles from flights booked by FCA.

Accommodation

8. FCA shall make all accommodation arrangements for Committee members, employees, and consultants for authorised business travel.
9. The following entitlements are applicable:

Position	Room	Meals	Laundry
Committee members Sub-committee members	Standard room	Breakfast only	Maximum 3 pieces/day

Chief Executive Employees	Standard room	Breakfast only	Maximum 3 pieces/day
Consultants	Standard room	Breakfast only	Maximum 3 pieces/day

10. For the avoidance of doubt, Committee members, employees, and consultants are responsible for all other charges accrued while undertaking authorised business travel (e.g. room service, mini-bar, telephone calls, additional laundry, health club).

Transport

11. FCA shall arrange or reimburse the cost of transportation for Committee members, employees, and consultants for authorised business travel.

12. If personal vehicles are utilised for business travel, the individual shall be reimbursed at the rate of \$0.25 per kilometer of travel.

13. If paid transport is utilised for business travel, the individual shall be entitled to be reimbursed.

Per Diems

14. FCA does not pay any *per diem* for days of activity when undertaking approved FCA business.

Business entertainment and gifts

15. Providing ‘business entertainment’ and/or the giving of gifts or other business hospitality in exchange for any improper business advantage is **strictly prohibited**.

16. Reimbursement of ‘business entertainment’ shall only be undertaken when it is:

16.1. properly documented; and

16.2. reasonably incurred.

17. An explanation of the purpose of the ‘business entertainment’ and the names of those entertained are required for reimbursement purposes. Entertainment for other individuals affiliated to FCA, unless for a stated business purpose, shall not be reimbursed.

18. Gifts or other business hospitality shall in no circumstances be reimbursed.

19. The Chief Executive has sole discretion to determine whether to reimburse ‘business entertainment’.

Claiming expenses

10 All claims for reimbursements shall be submitted on the claim form (with receipts) within ten (10) working days of being incurred or after the relevant business trip is completed, whichever the latter.

11 Approval shall be made by the Chief Executive or his delegated officer.

APPENDIX C1 – CLAIM FORM

Name:

Position:

Amount:

Date(s) of business activity:

Nature of claim:

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Receipts attached: (list them)

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.....

Signature:

Date:

Approved:

Signature:

Date: