

RULES for the

EAST RINGWOOD FOOTBALL CLUB INCORPORATED

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Rules for the East Ringwood Football Club Inc.

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1 - PRELIMINARY

1 Name

The name of the incorporated association is "East Ringwood Football Club Incorporated".

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

2 Purposes

The purposes of the Club are-

- To foster the game of football in the local area;
- To provide sporting and recreation facilities for local youth;
- To participate in local sporting competitions;
- To encourage the playing of football by young people;
- To develop and promote the game of football as a sport of choice;
- To develop and enhance local sporting competitions;
- To provide a sporting environment for the particular enjoyment of young persons.

3 Club Colours

1. The Club's Colours shall be Royal Blue and White.
2. The official uniform of the Club shall consist of a Royal Blue Guernsey with white lightning strikes on the front right lower half of the guernsey. It will also include the Club's logo located on the left chest of the guernsey. The uniform will be completed with Royal Blue shorts and Royal Blue socks.



3. At the discretion of the Committee, a sponsor's logo or logos may be added to the uniform from time to time.

4 Financial year

The financial year of the Club is each period of 12 months ending on 31st of October.

Definitions

In these Rules-

- Absolute majority, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- Chairperson of a general meeting or committee meeting, means the person chairing the meeting as required under rule 45;
- Club means the association;
- Committee means the Committee having management of the business of the Club;
- Committee meeting means a meeting of the Committee held in accordance with these Rules;
- Committee member means a member of the Committee elected or appointed under Division 3 of Part 5;
- Disciplinary appeal meeting means a meeting of the members of the Club convened under rule 22(3);
- Disciplinary meeting means a meeting of the Committee convened for the purposes of rule 21;
- Disciplinary subcommittee means the subcommittee appointed under rule 19;
- Financial year means the 12 month period specified in rule 4;
- General meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;
- Member means a member of the Club;
- Member entitled to vote means a member who under rule 13 (3) is entitled to vote at a general meeting;.
- Ordinary member of the Committee means a member of the Committee who is not an officer of the Club;
- Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting, in person, to vote in favour of the resolution;
- The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act;
- The Registrar means the Registrar of Incorporated Associations.

PART 2 - POWERS OF ASSOCIATION

5 Powers of Association

1. Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting sub rule (1), the Club may-
 - a. acquire, hold and dispose of real or personal property;
 - b. open and operate accounts with financial institutions;
 - c. invest its money in any security in which trust monies may lawfully be invested;
 - d. raise and borrow money on any terms and in any manner as it thinks fit;
 - e. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - f. appoint agents to transact business on its behalf;
 - g. enter into any other contract it considers necessary or desirable.
3. The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

1. The Club must not distribute any surplus, income or assets directly or indirectly to its members.
2. Sub rule (1) does not prevent the Club from paying a member -
 - a. reimbursement for expenses properly incurred by the member; or
 - b. for goods or services provided by the member-

if this is done in good faith on terms no more favourable than if the member was not a member.

Note

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members, Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 - Membership

7 Minimum number of members

The Club must have at least five (5) members.

8 Who is eligible to be a member

Membership shall be open to all persons subscribing to the purposes of the Club and paying the prescribed subscription. However, the Committee shall have the right to refuse membership to any person without assigning any reason thereto.

9 Application for membership

1. To apply to become a member of the Club, a person must submit a written application form as provided by the Club.
2. The application must be signed by the applicant.
3. Applications for membership shall close on 31st August each year and remain closed until immediately after the Annual General Meeting.

10 Consideration of application

If the Committee rejects the application, it must return any money accompanying the application to the applicant.

11 Categories of membership

1. There shall be five (5) categories of member -
 - Ordinary
 - Junior
 - Pensioner
 - Special
 - Life
2. Ordinary, Junior, Pensioner and Special members are granted membership on an annual basis. Life members retain the privilege for the remainder of their natural life or on the occasion of formally surrendering in their Life Medallion to the Club.
3. Ordinary membership will be granted to all persons meeting the requirements and satisfying the Committee as specified in these rules.
4. Junior Membership will only be granted to persons under the age of 18 years on the first of January, and meeting the requirements and satisfying the Committee as specified in these rules.
5. Pensioner Membership will only be granted to persons who are holders of an Aged Pension Card.
6. Special Membership will be granted only by General Committee resolution and after the payment of such subscriptions as deemed to be appropriate, if any.

7. Life Membership will be granted at the discretion of the General Committee in recognition of services rendered to the Club. A medallion will be presented to each Life Member and a register will be maintained of all present and past Life Members.
8. There shall be no more than fifty (50) Life Members at any time and no more than four (4) elected in any one year.

12 Annual subscription

1. The annual membership subscriptions for Ordinary, Junior and Pensioner members for the ensuing year shall be determined by the General Committee at a meeting not more than 28 days, or less than 14 days, prior to the Annual General Meeting.
2. The subscription for each Special Member shall be by the discretion of the General Committee.
3. Life Members shall not be required to pay any subscription.
4. Members shall be advised of membership subscriptions for the ensuing year concurrent with the second notification of the Annual General Meeting
5. Annual subscriptions are due on the 1st of January, and a member shall be deemed to be financial until the 31st of December in that year, on the payment of such subscription prior to 31st of August.
6. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

13 General rights of members

1. A member of the Club who is entitled to vote has the right-
 - a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b. to submit items of business for consideration at a general meeting; and
 - c. to attend and be heard at general meetings; and
 - d. to one (1) vote at a general meeting; and
 - e. to have access to the minutes of general meetings and other documents of the Club as provided under rule 74; and
 - f. to inspect the register of members.
2. In the event of an equality of voting at any general meeting on any question other than the election of the committee members, the Chairman shall have a second or casting vote.
3. Junior members have no voting rights.
4. A member is entitled to vote if -
 - a. the member is an Ordinary, Pensioner, Special or Life Member; and
 - b. more than 10 business days have passed since he or she became a member of the club; and
 - c. the member's membership rights are not suspended for any reason.

14 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

15 Ceasing membership

1. The membership of a person ceases on resignation, expulsion or death.

2. If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

16 Resigning as a member

1. A member may resign by notice in writing given to the Club.

Note

Rule 73(3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

2. A member is taken to have resigned if-
 - a. the member's annual subscription is more than twelve (12) months in arrears; or
 - b. where no annual subscription is payable-
 - i. the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - ii. the member has not, within three (3) months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

1. The Secretary must keep on the Club premises and maintain a register of members that includes-
 - a. for each current member-
 - i. the member's full name;
 - ii. the address for notice last given by the member;
 - iii. the date of becoming a member;
 - iv. the date of the latest payment by each member of his subscription;
 - v. any other information determined by the Committee; and
 - b. for each former member, the date of ceasing to be a member.
2. The register of members shall be available for inspection by any member after the Annual General Meeting and before the 31st of August.
3. Life members are automatically included on the register of members.

Note

Under section 58 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 57 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2-Disciplinary action

18 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member-

1. has failed to comply with these Rules; or
2. refuses to support the purposes of the Club; or
3. has engaged in conduct prejudicial to the Club.

19 Disciplinary subcommittee

1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2. The members of the disciplinary subcommittee-
 - a. may be Committee members, members of the Club or anyone else; but
 - b. must not be biased against, or in favour of, the member concerned.

20 Notice to member

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member-
 - a. stating that the Club proposes to take disciplinary action against the member; and
 - b. stating the grounds for the proposed disciplinary action; and
 - c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
 - d. advising the member that he or she may do one or both of the following-
 - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - e. setting out the member's appeal rights under rule 22.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

21 Decision of subcommittee

1. At the disciplinary meeting, the disciplinary subcommittee must-
 - a. give the member an opportunity to be heard; and
 - b. consider any written statement submitted by the member.
2. After complying with sub rule (1), the disciplinary subcommittee may-
 - a. take no further action against the member; or
 - b. subject to sub rule (3)-
 - i. reprimand the member; or
 - ii. suspend the membership rights of the member for a specified period; or
 - iii. expel the member from the Club.

3. The disciplinary subcommittee may not fine the member.
4. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22 Appeal rights

1. A person whose membership rights have been suspended or who has been expelled from the Club under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
2. The notice must be in writing and given-
 - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - b. to the Secretary not later than forty-eight (48) hours after the vote.
3. if a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than twenty-one (21) days, after the notice is received.
4. Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must-
 - a. specify the date, time and place of the meeting; and
 - b. state-
 - i. the name of the person against whom the disciplinary action has been taken; and
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

23 Conduct of disciplinary appeal meeting

1. At a disciplinary appeal meeting-
 - a. no business other than the question of the appeal may be conducted; and
 - b. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
2. After complying with sub rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
3. A member may not vote by proxy at the meeting.
4. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3-Grievance procedure

24 Application

1. The grievance procedure set out in this Division applies to disputes under these Rules between-
 - a. a member and another member;
 - b. a member and the Committee;
 - c. a member and the Club.
2. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

26 Appointment of mediator

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within ten (10) days-
 - a. notify the Committee of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
2. The mediator must be-
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement-
 - i. if the dispute is between two members - a person appointed by the Committee; or
 - ii. if the dispute is between a member and the Committee or the Club - a person appointed or employed by the Dispute Settlement Centre of Victoria.
3. A mediator appointed by the Committee may be a member or former member of the Club but in any case must not be a person who -
 - a. has a personal interest in the dispute; or
 - b. is biased in favour of or against any party.

27 Mediation process

1. The mediator to the dispute, in conducting the mediation, must-
 - a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
2. The mediator must not determine the dispute.

28 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4 -- GENERAL MEETINGS OF THE ASSOCIATION

29 Annual general meetings

1. The Committee must convene an Annual General Meeting of the Club to be held in the month of November each year, for the following purposes-
 - a. to receive from the Committee an activities report, a balance sheet and a statement of income expenditure for the preceding year
 - b. to elect office bearers and other general committee members;
 - c. to conduct any other business of which notice shall have been given to the Secretary in writing at least twenty-one (21) days prior to the meeting.
 - d. to receive and consider-
 - i. the annual report of the Committee on the activities of the Club during the preceding financial year; and
 - ii. the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
2. Despite sub rule (1), the Club may hold its first annual general meeting at any time within eighteen (18) months after its incorporation.
3. The Committee may determine the date, time and place of the Annual General Meeting.
4. There shall be a first and second notice of the Annual General Meeting published on the East Ringwood Football Club Inc. website, official Facebook page and via the club email data base.
5. The first notice shall call for Committee nominations and inform members that advice to the Secretary, in writing, is necessary if it is desired to raise any special business at the Annual General Meeting
6. The first notice shall be given at least twenty-eight (28) days before the Annual General Meeting.
7. The nomination of Committee members (to be in writing and signed by the proposer, seconder and nominee) are only valid if the proposer and seconder are bona fide members listed on the membership register. These nominations must be lodged with the Secretary on or before the closing date which shall be not later than fourteen (14) days prior to the date of the Annual General Meeting.
8. Written notice of motion of any special resolution must be lodged with the Secretary on or before a closing date which shall be not later than twenty-one (21) days before the date of the Annual General Meeting. Any such resolutions to alter, vary, rescind or repeal the rules can only be carried out by a least a three-fourths majority of those members present
9. The second notice shall be given no later than seven (7) days prior to the Annual General Meeting.

30 Special general meetings

1. Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2. The Committee may convene a special general meeting whenever it thinks fit, upon the requisition of at least four (4) members.

3. On occasions that requisitions are made for special general meetings, a security of \$50.00 is required before such meeting is convened. The meeting shall determine whether the security is returned or paid into the Club's funds
4. At all general meetings the President shall take the Chair. In his absence or if he is unwilling to act, the Chair shall be taken by a Vice President or (in the absence or unwillingness of the President and Vice Presidents) by some other Committee member chosen at the meeting. In the absence or unwillingness of all Committee members, the meeting shall elect one of its own members to the Chair:
5. No business other than that set out in the notice under rule 32 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree-

31 Special general meeting held at request of members

1. The Committee must convene a special general meeting if a requisition is made by at least fifteen (15) members.
2. A request for a special general meeting must-
 - a. be in writing; and
 - b. state the business to be considered at the meeting and any resolutions to be proposed; and
 - c. include the names and signatures of the members requesting the meeting; and
 - d. be given to the Secretary; and
 - e. include payment of a security of \$50.00 before such meeting is convened- The meeting shall determine whether the security is returned or paid into the Club's funds.
3. Special general meetings shall be held within twenty-eight (28) days from the date when the requisition is lodged and security is paid to the Secretary and shall only consider the business of which notice has been given. No other business shall be brought forward.

32 Notice of general meetings

1. The Secretary (or, in the case of a special general meeting convened under rule 31, the members convening the meeting) must give to each member of the Club -
 - a. at least twenty-one (21) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - b. at least fourteen (14) days' notice of a general meeting in any other case.
2. The notice must-
 - a. specify the date, time and place of the meeting; and
 - b. indicate the general nature of each item of business to be considered at the meeting; and
 - c. if a special resolution is to be proposed-
 - i. state in full the proposed resolution; and
 - ii. state the intention to propose the resolution as a special resolution.
3. This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

33 Proxies

A member may not appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

34 Use of technology

1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 Quorum at general meetings

The Quorum at General Meetings shall be twenty-five (25) members or one-tenth of the membership, whichever is the smaller. If at any time during the course of such meetings a Quorum ceases to be in attendance, the meeting shall be adjourned by members present to such day as they may appoint.

36 Adjournment of general meeting

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting sub rule (1), a meeting may be adjourned-
 - a. if there is insufficient time to deal with the business at hand; or
 - b. to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 32.

37 Voting at general meeting

1. On any question arising at a general meeting-
 - a. subject to sub rule (3), each member who is entitled to vote has one vote; and
 - b. except in the case of a special resolution, the question must be decided on a majority of votes.

2. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
3. If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
4. This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

38 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required -

- a) to remove a committee member from office ;
- b) to alter these Rules, including changing the name or any of the purposes of the Association.

39 Determining whether resolution carried

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been-
 - a. carried; or
 - b. carried unanimously; or
 - c. carried by a particular majority; or
 - d. lost-and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by three or more members on any question-
 - a. the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - b. the Chairperson must declare the result of the resolution on the basis of the poll.
3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40 Minutes of general meeting

1. The Committee must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include-
 - a. the names of the members attending the meeting; and
 - b. the financial statements submitted to the members in accordance with rule 29(1)(d)(ii); and
 - c. the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 -- COMMITTEE

Division 1 - Powers of Committee

41 Role and Powers

1. The business affairs of the Club shall be under the management of a Committee consisting of the Executive and up to nine (9) other elected general committee members.
2. The Committee shall, subject to policy decisions made at general meetings, exercise all powers of the Club and do all such acts and deeds as may be necessary or expedient to carry out the purposes of the Club.
3. The committee may exercise all of the powers of the club except those powers that these rules or the Act require to be exercised by the general meetings of the members of the Club.
4. Every Committee member elected shall within six (6) weeks of his election apply to become a registered member of the Club if not already so registered.
5. Every Committee member shall act in an honorary capacity.
6. The Committee may-
 - a. appoint and remove staff;
 - b. establish subcommittees consisting of members with terms of reference it considers appropriate.

42 Delegation

1. The Committee may delegate to a member of the Committee, a subcommittee or staff any of its powers and functions other than-
 - a. this power of delegation; or
 - b. a duty imposed on the Committee by the Act or any other law.
2. The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
3. The Committee may, in writing, revoke a delegation wholly or in part.

Division 2-Composition of Committee and duties of members

43 Composition of Committee

The Committee consists of-

- a) a President; and
- b) two Vice-Presidents; and
- c) a Secretary; and
- d) a Treasurer; and
- e) a Football Manager; and
- f) ordinary members (if any) elected under rule 52.

These officials shall be the Executive of the Club.

44 General Duties

1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
2. The Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
3. Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Committee members must exercise their powers and discharge their duties-
 - a. in good faith in the best interests of the Club; and
 - b. for a proper purpose.
5. Committee members and former committee members must not make improper use of -
 - a. their position; or
 - b. information acquired by virtue of holding their position-

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated association.

6. In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

45 President and Vice-Presidents

1. Subject to sub rule (2), the President or, in the President's absence, one of the Vice-Presidents is the Chairperson for any general meetings and for any committee meetings.
2. If the President and both Vice-Presidents are both absent, or are unable to preside, the Chairperson of the meeting must be-
 - a. in the case of a general meeting-a member elected by the other members present; or
 - b. in the case of a committee meeting-a committee member elected by the other committee members present.

3. The President shall have the power of attorney or otherwise to guarantee the payment of money or the performance of any obligation or undertaking on behalf of the Club. Any exercise of this power must have the approval of the General Committee, or if urgent, the approval of the Executive under rule 59 below.

46 Secretary

1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

2. The Secretary must-
 - a. maintain the register of members in accordance with rule 17; and
 - b. keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Club in accordance with rules 71 and 74; and
 - c. subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - d. Except as otherwise provided in these Rules or the By Laws, keep in his custody or under his control, all books, documents and securities of the Club; and
 - e. Perform any other duty imposed on the Secretary by these rules.
3. The Secretary must give to the Registrar notice of his or her appointment within fourteen (14) days after the appointment.
4. The Secretary shall also:
 - a. Retain after being dealt with, all original correspondence received, and copies of all outward correspondence; and
 - b. Prepare and issue all notices to members.

47 Treasurer

1. The Treasurer must-
 - a. receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
 - b. ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - c. make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
 - d. ensure cheques are signed by at least two (2) committee members; and
 - e. keep a true record of all moneys received and expended for and on behalf of the Club and shall retain for audit purposes all vouchers and other documents relating to the receipt and expenditure of money.
2. The Treasurer must-
 - a. ensure that the financial records of the Club are kept in accordance with the Act; and
 - b. present at each Committee meeting a statement showing the financial position of the Club at that date;

- c. coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- 3. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

Division 3-Election of Committee members and tenure of office

48 Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member-

- a) is 18 years or over; and
- b) is entitled to vote at a general meeting.

49 Positions to be declared vacant

1. This rule applies to--
 - a. the first annual general meeting of the Club after its incorporation; or
 - b. any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 50 to 53.

50 Nominations

1. Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
2. An eligible member of the Club may--
 - a. nominate himself or herself; or
 - b. with the member's consent, be nominated by another member.
3. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

51 Elections of the Executive

The Executive shall be elected at each Annual General Meeting and shall be eligible for re-election if properly nominated.

52 Election of ordinary members

Committee members, other than the Executive, shall be elected for two year terms, except for the first election under these Rules when 4 of the 9 members will be elected for one year only. Subsequently elections for such Committee positions will be for the two year tenure alternating between 5 and 4 year by year.

53 Ballot

Elections shall be by secret ballot of members present at the Annual General Meeting.

Voting shall be on a simple majority basis. Any equality in voting shall be resolved by lot (the Chairman does not hold a casting vote for the election of Committee Members).

54 Term of office

1. Subject to sub rule (4) and rule 55, an executive committee member hold's office until the - positions of the executive Committee are declared vacant at the next annual general meeting.

2. Committee members, other than the Executive, hold office for two year terms, except for the first election under these Rules when 4 of the 9 members will hold office for one year only. Subsequently elections for such Committee positions will be for the two year tenure alternating between 5 and 4 year by year.
3. A committee member may be re-elected.
4. A general meeting of the Club may-
 - a. by special resolution remove a committee member from office; and
 - b. elect an eligible member of the Club to fill the vacant position in accordance with this Division.
5. A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
6. The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

1. A committee member may resign from the Committee by written notice addressed to the Secretary.
2. The grounds on which, or reasons for which, the office of a member of the Committee shall become vacant is if the office or member:-
 - a. ceases to be a member of the Club; or
 - b. is removed before the expiration of his term of office by resolution at a General Meeting;
 - c. becomes insolvent or under administration within the meaning of the Corporations Act 2001;
 - d. otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

A Committee member may not hold the office of secretary if they do not reside in Australia.

56 Filling casual vacancies

1. The Committee may appoint an eligible member of the Club to fill a position on the Committee that-
 - a. has become vacant under rule 55; or
 - b. was not filled by election at the last annual general meeting.
2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3. Rule 54 applies to any committee member appointed by the Committee under sub rule (1) or (2).
4. The Committee may continue to act despite any vacancy in its membership.

Division 4-Meetings of Committee

57 Meetings of Committee

1. The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
2. The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.
3. Special committee meetings may be convened by the President or by any 4 members of the Committee.
4. The Executive shall have the power to call any meetings and sit ex officio on all sub-committees.

58 Notice of meetings

1. Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
2. Notice may be given of more than one committee meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

59 Urgent meetings

The Executive shall have the power to conduct any urgent business of the Club and, if necessary, assume the authority of the General Committee pursuant to these Rules so long as their actions are presented to the General Committee at the following committee meeting.

60 Procedure and order of business

1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2. The order of business may be determined by the members present at the meeting.

61 Use of technology

1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

1. No business may be conducted at a Committee meeting unless a quorum is present.
2. A quorum at executive meetings shall be four (4) members, present in person.
3. The quorum for a committee meeting shall consist of six (6) members, present in person.

4. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting-
 - a. in the case of a special meeting-the meeting lapses;
 - b. in any other case-the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63 Voting

1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
3. Sub rule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

64 Conflict of interest

1. A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
2. The member-
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

3. This rule does not apply to a material personal interest-
 - a. that exists only because the member belongs to a class of persons for whose benefit the club is established; or
 - b. that the member has in common with all, or a substantial proportion of the members of the Club.

65 Minutes of meeting

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following-
 - a. the names of the members in attendance at the meeting;
 - b. the business considered at the meeting;
 - c. any resolution on which a vote is taken and the result of the vote;
 - d. any material personal interest disclosed under rule 64.
3. The Secretary shall keep the minutes of all general and committee meetings of the Club in a book provided for that purpose.

66 Leave of absence

1. The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6-FINANCIAL MATTERS

67 Source of funds

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, raffles, bingo, games, gate receipts, marketing activity, investment, grants, interest and any other sources approved by the Committee.

68 Management of funds

1. The Club shall open and maintain a cheque account and other accounts as appropriate with a reliable financial institution/s from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
2. Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
3. The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) of the Executive members approved by the Committee. In the event of two or more of the above signatories being unavailable and payments from the Club's accounts are urgent, then clauses 45(3) and 59 shall apply.
5. All funds of the Club must be deposited into the financial account of the Club no later than five (5) working days after receipt.
6. With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
7. The Committee shall have the power to receive, disburse or invest money in the interest of the Club.

69 Financial records

1. The Club must keep financial records that-
 - a. correctly record and explain its transactions, financial position and performance; and
 - b. enable financial statements to be prepared as required by the Act.
2. The Club must retain the financial records for seven (7) years after the transactions covered by the records are completed.
3. The Treasurer must keep in his or her custody, or under his or her control-
 - a. the financial records for the current financial year; and
 - b. any other financial records as authorised by the Committee.

4. The accounts and books containing the financial affairs of the Club shall, with the exception of various individual contracts or documents, be available for inspection by members seven days after such request, in writing, is received by the Secretary.

70 Financial statements

1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
2. Without limiting sub rule (1), those requirements include-
 - a. the preparation of the financial statements;
 - b. if required, the review or auditing of the financial statements;
 - c. the certification of the financial statements by the Committee;
 - d. the submission of the financial statements to the annual general meeting of the Club;
 - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 - GENERAL MATTERS

77 Common seal

1. The Club may have a common seal.
2. If the Club has a common seal-
 - a. the name of the Club must appear in legible characters on the common seal;
 - b. a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
 - c. the common seal must be kept in the custody of the Secretary.

72 Registered address

1. The registered address of the Club is-
 - a. the address determined from time to time by resolution of the Committee; or
 - b. if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

73 Notice requirements

2. Any notice required to be given to a member or a committee member under these Rules may be given-
 - a. by handing the notice to the member personally; or
 - b. by sending it by post to the member at the address recorded for the member on the register of members; or
 - c. by email or facsimile transmission.
3. Sub rule (1) does not apply to notice given under rule 59.
4. Any notice required to be given to the Club or the Committee may be given-
 - a. by handing the notice to a member of the Committee; or
 - b. by sending the notice by post to the registered address; or
 - c. by leaving the notice at the registered address; or

- d. if the Committee determines that it is appropriate in the circumstances-
 - i. by email to the email address of the Club or the Secretary; or
 - ii. by facsimile transmission to the facsimile number of the Club.

74 Custody and inspection of books and records

1. Members may on request inspect free of charge-
 - a. the register of members;
 - b. the minutes of general meetings;
 - c. subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.

Note

See note following rule 17 for details of access to the register of members.

2. The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
3. The Committee must on request make copies of these rules available to members and applicants for membership free of charge'
4. Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
5. For purposes of this rule-

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Club and includes the following-

- a. its membership records;
- b. its financial statements;
- c. its financial records;
- d. records and documents relating to transactions, dealings, business or property of the Club.

75 Winding up and cancellation

1. The Club may be wound up voluntarily by special resolution.
2. In the event of winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
3. Subject to the Act and any court order made under section 13 3 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and which is not carried on for the profit or gain of its individual members.
4. The body to which the surplus assets are to be given must be decided by special resolution at or before the winding up or cancellation of the incorporation of the Club and in default thereof by application to the Supreme Court of Victoria for determination.

76 Alteration of Rules

These Rules may only be altered by special resolution of a general meeting of the Club.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than rule 1, 2 or 3) are altered, the Club is taken to have adopted its own rules, not the model rules.

77 Governing questions not provided for

Governing questions, not provided for in these rules shall recognise the following hierarchy listed in descending order of importance:

- Resolutions passed at General Meetings;
- 2001 Laws of Australian Football;
- The League to which the Club is affiliated.

78 By Laws

1. The Committee shall promulgate By Laws, binding on the membership and covering the following aspects
 - a. Standing Orders;
 - b. Sub-committees;
 - c. Greater operational detail of matters referred to in these rules
2. The Committee shall have the power to interpret such By Laws.
3. By Laws can be generated, altered, varied or rescinded by a simple majority at any Committee Meeting, provided that a notice of intention be given at the previous meeting.