

# Parade Senior and Junior Football Club Inc. Constitution

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## **Model Rules for an Incorporated Club**

### **Note**

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

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

### **PART 1 - PRELIMINARY**

#### **1 Name**

The name of the incorporated Club is **Parade Senior And Junior Football Club Inc.** (hereinafter called The Club).

Senior Teams will be registered under the name of the **“Old Paradians’ Association Amateur Football Club”**.

Junior teams will be registered under the name of **“Parade/St Damians Junior Football Club”**.

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

#### **2 Purposes**

The purposes of the Club are:

(i) to foster and further the interests of competitive sporting and social activities.

(ii) to maintain and conduct a Club of non-political character to provide Club rooms, ancillary premises, football ovals for the playing of football and other facilities for the use and recreation of the members of the Club and their guests at such times or places as the members from time to time determine, to apply for, hold and renew the Club’s licenses pursuant to the Liquor and Gaming Acts enforce at the time in the State of Victoria, to sell food, liquor and other provisions for the use of members and their guests, and generally to offer to them all the usual privileges, advantages and conveniences of the Club.

(iii) to raise or borrow any moneys required for the purposes of the Club upon such terms and conditions and/or such securities as may be determined.

(iv) to purchase, take, lease, exchange, hire or otherwise acquire any real estate or personal property and other rights and privileges necessary or convenient for the purposes of the Club.

(v) to construct, alter, add to and maintain all buildings and other property belonging to the Club.

(vi) to sell, mortgage, improve, manage, develop, lease, dispose of, turn to account or otherwise deal with all or any part of the property of the Club.

(vii) to apply through an authorised officer of the Club for a liquor licence appropriate to the needs of members.

(viii) to maintain under the Clubs Incorporation Reform Act 2012 an existing incorporated body known as Parade Senior and Junior Football Club

Incorporated and thereby to hold all the assets and be responsible for all the liabilities and the management and control of the affairs of that body.

(ix) to do all such things as are incidental or necessary for the achievement of the above purposes.

(x) such other purposes as the members may determine.

### 3 Financial year

The financial year of the Club is each period of 12 months ending on 30th September

### 4 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);

**“Board of Management”** means the Board of Management of the Club.

**“Seniors Committee”** means the Committee of Management of the Seniors.

**“Juniors Committee”** means the Committee of Management of the Juniors.

**Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 77:

**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 Rule 86;

**disciplinary appeal meeting** means a meeting of the members of the Club convened under rule 27;

**disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 27;

**disciplinary subcommittee** means the subcommittee appointed under rule 23;

**financial year** means the 12 month period specified in rule 3;

**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 41 is entitled to vote at a general meeting;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

**the Act** means the **Clubs Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Clubs.

## **PART 2 - POWERS OF CLUB**

### **5 Powers of Club**

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (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) Subrule (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 Club must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Club is not taken to secure pecuniary profit for its members.

### **7 Colours**

The uniform of Senior teams shall consist of a green and purple jumper with monogram or such other jumper that the Committee may determine as appropriate.

The uniform of Junior teams shall consist of a primarily green and gold jumper with monogram or such other jumper that the Committee may determine as appropriate.

These colours shall be worn by all teams representing the Club in competitive sports subject to the conditions, rules and regulations of the bodies in which the Club is represented.

## **PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

#### **8 Membership Classification**

The Club shall consist of the following classes of membership:

- (a) Full Club Membership
- (b) Life Membership
- (c) Junior Club Membership
- (d) Social Membership
- (e) Temporary Membership

#### **9 Membership Age Limit**

No person under the age of eighteen (18) years shall be admitted as a member of the Club other than as a Junior Club Member.

The joining fee is the fee (if any) determined by the Club under rule 14(2).

#### **10 Membership Privileges**

1. Full Club Members and Life Members who alone shall be eligible to vote at Club Meetings and are entitled to one vote and are entitled to all the privileges of the Club as set out in these Rules.
2. Junior Club Members, Social Members and Temporary Members shall be entitled to such privileges as are set out in these Rules and any additional privileges as the Board may from time to time determine but are not entitled to vote.
3. A right, privilege or obligation of a person by reason of membership of the Club:
  - (a) is not capable of being transferred or transmitted to another person.
  - (b) terminates upon cessation of membership whether by death or resignation or otherwise.

#### **11 Full Club Membership**

A person aged not less than 18 years may become a Full Club Member on the payment of the amount due under these Rules and may include:

- (1) Any player 18 years and over who has paid the amount due under these Rules
- (2) Any person who has paid the amount due under these Rules.
- (3) One parent of a junior player who has paid the amount due under these Rules.
- (4) Any person elected on either the junior or senior committee or who has an official Club role shall be given honorary full Club membership with voting rights and this Club membership shall be for the period of their tenure.



## **12 Life Membership**

- (1) A Full Club Member who has been a Club Member for at least ten (10) years and has rendered outstanding service to the Club may be recommended as a Life Member and may be conferred with Life Membership.
- (2) A Life Member shall have full privileges of the Club and shall not be obliged to pay any subscriptions or levies.
- (3) Candidates for Life Membership may be proposed and seconded by any Full Members to either the Juniors Committee or Seniors Committee.
- (4) The Board of Management shall vote for or against the candidates by secret ballot.
- (5) A three quarter majority of the Board of Management is necessary for the vote to be carried.
- (6) The announcement and presentation of Life Membership shall be made at the Seniors Presentation Ceremony in each year and will be recorded at the Annual General Meeting each year.

## **13 Junior Club Membership**

- (1) Any person under the age of eighteen (18) years may be a Junior Club Member on payment of the amount due under these Rules.
- (2) A Junior Club Member shall not be permitted to hold office or to nominate or second other members for such positions or to vote at any meeting of the Club.
- (3) A Junior Club Member reaching the age of eighteen (18) years as at the first day of April shall be classified as a Full Club Member and from that date becomes liable for payment of the subscriptions for a Full Club Member.
- (4) A Junior Club Member shall be subject to the Rules and Regulations of the Liquor and Gaming Acts enforce at the time and all other Statutes relating to the admission of persons under eighteen (18) years of age to licensed clubs.

## **14 Annual Subscription And Fee On Joining**

- (1) At each annual general meeting, the Club must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Club.
- (3) 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.

## **15 Rights And Obligations Of Members**

- (1) A member binds themselves to observe and abide by these rules and any regulations by-laws or code of conduct of the Club.
- (2) Every Full Club Member, and Life Members shall be entitled to attend and vote personally or by proxy at any Annual General Meeting or Special General Meeting of the Club.
- (3) No Junior Club Member, Social Member or Temporary Member shall be entitled to vote or hold office or nominate or second others for office or speak at any Club Meeting or election.
- (4) No member shall be entitled to vote at any Annual General Meeting or Special General Meeting of the Club unless his/her annual subscription and any moneys due by him/her to the Club have been paid.
- (5) No member shall be eligible for election as an office bearer unless his/her annual subscription and any moneys due by him/her to the Club have been paid.
- (6) No member shall be eligible for selection for any team representing the Club in any competitive sport unless his/her annual subscription has been paid by the due date.
- (7) A member retiring from the Club or ceasing to be a member for any reason shall not be entitled to or use or have any claim upon any portion of the property or funds of the Club.

## **16 Social Membership**

- (1) Any person over the age of eighteen (18) years may be admitted as a Social Member upon payment of the amount due under these rules.
- (2) A Social member shall be entitled to all the privileges of the Club other than the right to:
  - (a) Vote at any meeting of the Club.
  - (b) hold any office in the Club
  - (c) nominate or second other members for office in the Club
- (3) The number of Social Members shall not exceed 25% of the Full Club Membership.

## **17 Temporary Membership**

- (1) Members and supporters of other Football Clubs present at the Club for the purpose of playing or officiating or spectators may be Temporary Members for that day without payment of any amount.
- (2) A Temporary Member shall be entitled to use the amenities of the Club.
- (3) A Temporary Member shall not be entitled to vote or speak at any Club election or Club meeting, shall not offer themselves for membership of any of the Club Committees and shall not be entitled to introduce visitors to the Club premises.

(4) The Board shall have power to withdraw any or all of the privileges from a Temporary Member.

(5) A person shall not be admitted as a Temporary Member or be exempted from the obligation to pay the ordinary subscription for membership of the Club unless they qualify as a Temporary Member as defined in these Rules.

(6) These Members will have limited access and rights and will not receive discounts that might be available to other classes of Membership.

## **18 Liability Of Members**

If a member by any breach of these Rules or by any unlawful act causes the Club or any officer of the Club to pay any moneys or to become liable for the payment of moneys such member shall be civilly liable to the Club or to such officer for the amount so paid or due to be paid.

## **19 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.

## **20 Resigning As A Member**

(1) A member may resign by notice in writing received by hand, post or by electronic transmission given to the Club.

(2) A member is taken to have resigned if—

(a) the member's annual subscription is more than 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 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

## **21 Register Of Members**

(1) The Secretary must keep and maintain a register of members that includes:

(a) for each current member:

(i) the member's name;

(ii) the address for notice last given by the member;

(iii) the date of becoming a member;

- (iv) if the member is an associate member, a note to that effect;
  - (v) any other information determined by the Committee; and
- (b) for each former member, the date of ceasing to be a member.
- (c) Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 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***

**22 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—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

**23 Disciplinary subcommittee**

- (1) If the Board / Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board / 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.

**24 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 26.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 25 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 subrule (1), the disciplinary subcommittee may:
- (a) take no further action against the member; or
  - (b) subject to subrule (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.

## 26 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 26 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 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the **Board** / Committee as soon as practicable, but in any event not later than 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, reduced or revoked.

## **27 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 Board / 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 subrule (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***

#### **28 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 Board / 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.

#### **29 Parties must attempt to resolve the dispute**

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

#### **30 Appointment of mediator**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 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 a member and another member—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.

#### **31 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.

### **32 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 CLUB**

### **33 Annual general meetings**

- (1) The Board must convene an annual general meeting of the Club to be held no later than 30<sup>th</sup> November of each year.
- (2) Despite subrule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows :
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider :
    - (i) the annual report of the Board 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 Board in accordance with Part 7 of the Act;
  - (c) to elect the members of the Senior & Junior Committees & Board
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **34 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 Board may convene a special general meeting whenever it determines it is necessary.
- (3) No business other than that set out in the notice under rule 35 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 35 and the majority of members at the meeting agree.

### **35 Special general meeting held at the request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 20 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.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene a special general meeting.
- (4) A special general meeting convened by members under subrule (3) :
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3)

### **36 Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 35(2), the members convening the meeting) must give to each member of the Club :
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 21 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; and
  - (d) comply with rule 36 (1).
- (3) This rule does not apply to a disciplinary appeal meeting.

#### **Note**

Rule 26(4) sets out the requirements for notice of a disciplinary appeal meeting.

### **37 Proxies**

- (1) A member may 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.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 36 must :
  - (a) state that the member may appoint another member as a proxy for the meeting; and
  - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

### **38 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 subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **39 Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 38 of 20 members entitled to vote.

- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting :
- (a) in the case of a meeting convened by, or at the request of, members under rule 35—the meeting must be dissolved;  
Note  
If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 35.
  - (b) in any other case :
    - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

#### **40 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 subrule (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 Board 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 14 days or more, in which case notice of the meeting must be given in accordance with rule 36.

#### **41 Voting at general meeting**

- (1) On any question arising at a general meeting :

- (a) subject to subrule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally or by proxy; and
  - (c) 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 27.

## **42 Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) 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 Board / committee member from office ;
- (b) to alter these Rules, including changing the name or any of the purposes of the Club.

## **43 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 ten 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.

#### **44 Minutes of general meeting**

- (1) The Board 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) proxy forms given to the Chairperson of the meeting under rule 37(6); and
  - (c) the financial statements submitted to the members in accordance with rule 105; and
  - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **PART 5 - BOARD**

### **Division 1—Powers of BOARD**

#### **45 Role and powers**

- (1) The business of the Club must be managed by or under the direction of a Board
- (2) The Board may exercise all the powers of the Club except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Club.
- (3) The Board may :
  - (a) appoint and remove staff;
  - (b) establish subcommittees consisting of members with terms of reference it considers appropriate.

#### **46/53 Power And Duties Of The Board Of Management**

#### **46**

- (1) Management of the Club, including dismissal of all servants of the Club , shall be in the hands of the Board of Management which shall have power to perform such acts and deeds as may appear to such Board of Management as necessary or essential in the interests of or the proper management of the Club.
- (2) The Board of Management shall have power to make, amend or repeal any rules or regulations as may appear to the Board of Management as necessary or essential in the interests of or for the proper conduct of the affairs of the Club.

**47** No such rule or regulation as described in clause 23.(2) shall be inconsistent with or shall affect or repeal anything contained in this constitution.

- (1) The Board of Management shall have power to determine the division of members into different classes of members.
- (2) The Board of Management shall have the right to refuse membership to any person without assigning any reason for doing so.

**48** The Board of Management shall have power to fix penalties for violation of the constitution, rules or regulations, or for misconduct which, in the opinion of the Board of Management, is detrimental to the welfare of the Club and to enforce or rescind such penalties.

**49** The Board of Management shall meet as may be considered necessary.

**50** Four (4) members of the Board of Management present in person or by proxy shall form a quorum at any meeting of the Board of Management.

- 51** The Board of Management shall have power to invite any person to any meeting deemed necessary.
- 52** The Board of Management shall have power to borrow raise or secure the payment of money in any such manner as the Board of Management shall think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Club's property both present and future.
- 53**
- (1) The Board of Management shall have the power :
    - (a) to interpret the Rules of the Club or any word or expression used in the Rules in the event of any doubt or difficulty arising the interpretation being final and binding on all members subject to confirmation or contradiction by a Special General Meeting of Members that may be called for that purpose.
    - (b) to carry out all resolutions passed at any Annual General Meeting or Special General Meeting of the Club.
    - (c) on the authority of the Annual General Meeting or Special General Meeting of the Club to impose levies on members.
    - (d) to deal with members resignations which must be in writing.
    - (e) to initiate and/or enforce the discipline of any member.
    - (f) to deal with other matters which may arise or which are not specifically provided for in the Rules of the Club.
  - (2) The Board of Management shall cause correct books of account to be kept showing the financial affairs of the Club and the particulars usually shown in the books of account of like nature.
  - (3) The Board of Management shall authorise all expenditure including any expenditure passed on at the Annual General Meeting or Special General Meeting of the Club.
  - (4) The Board of Management shall direct the method of dealing with monies received for and on behalf of the Club.
  - (5) The Board of Management shall have power to appoint an assistant or assistants to the Treasurer.
  - (6) The Board of Management shall submit to members a statement containing the following:
    - (a) the income and expenditure of the Club during its last financial year.
    - (b) the assets and liabilities of the Club at the end of its last financial year.
    - (c) the Mortgages, charges and securities affecting any of the property of the Club at the end of its last financial year.



## **54/62 Power And Duties Of The Seniors Committee**

**54** The annual subscription payable by Seniors shall be such as the Seniors Committee shall decide and, such subscription shall be paid to the Treasurer or Secretary of the Club, or to such person or persons the Seniors Committee shall appoint, subject to the ratification by the Board of Management.

**55**

(1) The Seniors Committee shall meet at least once a month and at such times as may be considered necessary. The Secretary shall have the power to call a meeting whenever necessary.

(2) The President, or in his absence the Vice President, shall preside as Chairman at each Seniors Committee meeting of the Club.

(3) The Seniors Committee meetings will be run as per tabled agenda.

(4) Eight (8) members of the Seniors Committee present in person shall form a quorum at any meeting of the Seniors Committee.

**56** The Seniors Committee shall have power to appoint from within its members or from within the members of the Club such sub-committees for any purpose, including finance, management, social and selection sub-committees it shall deem advisable.

**57**

(1) No monies shall be expended on behalf of the Seniors without the sanction of the Seniors Committee and all accounts must be submitted and passed for payment at a properly constituted meeting of the Seniors Committee before disbursement. An exception in passing for payment may be made in cases of an urgent nature. Any amount in excess of the limit established by the Board of Management pursuant to the Rules must first be approved by the Board of Management.

(2) All cheques or Electronic Transfers for disbursements of the Club funds shall be signed/authorised by any two of the Juniors President or Seniors President, Secretary or the Treasurer, or one of the abovementioned and one other appointed nominee.

**58** The Seniors Committee shall have power to invite any person to any seniors committee meeting deemed necessary.

**59** The Seniors Committee shall have power to appoint within its members or from within the members of the Club the maximum number of delegates permitted by the bodies in which the Club is represented, who shall report to the Seniors Committee on the activities of the respective bodies.

**60** The Seniors Committee shall have power to fill any vacancy which may occur within itself during the term of office provided that such elected are members of the Club. Any member elected to fill such vacancy or vacancies shall hold office subject to this constitution, until the next Annual General Meeting.

**61** The Seniors Committee shall appoint sufficient persons to enable the Club to perform such duties that may be required from time to time and to determine the appropriate reporting requirements.

**62** The Chairperson at any meeting shall have a casting vote as well as a deliberate vote.

### **63 Appointment Of Seniors Coaches**

The Seniors Committee may advertise for and shall appoint a coach or coaches for all senior teams for the following season, on such conditions as it thinks fit, subject to ratification by the Board of Management.

### **64 Appointment Of Seniors Captains And Vice-captains**

The Captain and Vice-captain of any seniors team representing the Club shall be appointed by the Coach of the teams subject to ratification by the Seniors Committee.

### **65/73 Power And Duties Of The Juniors Committee**

**65** The annual subscription payable by Juniors shall be such as the Juniors Committee shall decide and, such subscription shall be paid to the Treasurer or Secretary of the Club, or to such person or persons the Juniors Committee shall appoint, subject to the ratification by the Board of Management.

**66**

(1) The Juniors Committee shall meet at least once a month and at such times as may be considered necessary. The Juniors Secretary shall have the power to call a meeting whenever necessary.

(2) The Juniors President, or in his absence the Juniors Vice President, shall preside as Chairperson at each Juniors Committee meeting of the Club.

(3) The Juniors Committee meetings will be run as per tabled agenda.

(4) Eight (8) members of the Juniors Committee present in person shall form a quorum at any meeting of the Juniors Committee.

**67** The Juniors Committee shall have power to appoint from within its members or from within the members of the Club such sub-committees for any purpose, including finance, management, social and selection sub-committees it shall deem advisable.

**68**

(1) No monies shall be expended on behalf of the Juniors without the sanction of the Juniors Committee and all accounts must be submitted and passed for payment at a properly constituted meeting of the Juniors Committee before disbursement. An exception in passing for payment may be made in cases of an urgent nature. Any amount in excess of the limit established

by the Board of Management pursuant to the Rules must first be approved by the Board of Management.

(2) All cheques and Electronic Transfers for disbursements of the Club funds shall be signed/authorised by any two of the Juniors President, Junior Secretary or the Junior Treasurer, or one of the abovementioned and one other appointed nominee.

- 69** The Juniors Committee shall have power to invite any person to any meeting deemed necessary.
- 70** The Juniors Committee shall have power to appoint within its members or from within the members of the Club the maximum number of delegates permitted by the bodies in which the Club is represented, who shall report to the Juniors Committee on the activities of the respective bodies.
- 71** The Juniors Committee shall have power to fill any vacancy which may occur within itself during the term of office provided that such elected are members of the Club. Any member elected to fill such vacancy or vacancies shall hold office subject to this constitution, until the next Annual General Meeting.
- 72** The Juniors Committee shall appoint sufficient persons to enable the Club to perform such duties that may be required from time to time and to determine the appropriate reporting requirements .
- 73** The Chairperson at any meeting shall have a casting vote as well as a deliberate vote.

#### **74 Appointment Of Juniors Coaches**

The Juniors Committee shall appoint a coach or coaches for all Juniors teams for the following season subject to ratification by the Board of Management.

#### **75 Appointment Of Juniors Captains And Vice-captains**

The Captain and Vice-captain of any Juniors team representing the Club shall be appointed by the Coach of the teams subject to ratification by the Juniors Committee.

#### **76 Indemnity Of All Officers**

If Club Office Bearers in their offices as such have paid or are liable to pay money for any act, default, or any omission of or by any other person such money shall be refunded to such office bearer of the Club.

#### **77 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 Board, Committee's and duties of members***

### **78 Board Of Management**

The Committee consists of—

- (a) One elected Chairman of the Board
- (b) The Seniors President
- (c) 2 other Senior Committee Members
- (d) The Juniors President
- (e) 2 other Junior Committee Members

Other Board Members (maximum of 2) co-opted by the Board as per Division 3

The Board Members will include The Club Treasurer & The Club Secretary

As a general with the exception of the Presidents and members from the Senior and Junior Committees other members should not be drawn from these Committee.

### **79 General Duties**

- (1) As soon as practicable after being elected or appointed to the Seniors or Junior Committee, each committee member must become familiar with these Rules and the Act.
- (2) The BOARD / COMMITTEE are collectively responsible for ensuring that the Club complies with the Act and that individual members of the BOARD / COMMITTEE comply with these Rules.
- (3) BOARD / Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) BOARD / 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) BOARD / Committee members and former BOARD / 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 Club.

- (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.

## **80 Chairman and President's**

- (1) Subject to subrule (2), the Chairman or, in the Chairman's absence, either President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the Chairman and the Presidents are 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.

## **81 Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated Club.
- Example**  
Under the Act, the secretary of an incorporated Club is responsible for lodging documents of the Club with the Registrar.
- (2) The Secretary must :
- (a) maintain the register of members in accordance with rule 21; and
  - (b) 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
  - (c) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
- (4) The Secretary shall attend all Annual General, Special General, Committee or Board of Management meetings properly convened and cause correct minutes and attendance of such meetings to be kept and retained in a special minute book.

## **82 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 2 committee members.
- (2) The Treasurer must :
- (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) 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.
- (a) Paying staff and maintaining records of personnel, payroll, taxation, superannuation and Workcover.
  - (b) preparing and submitting at each monthly meeting of the Board the financial position of the Club including balances of all accounts held by banks and other institutions.
  - (c) arranging the timely audit of the Club's financial reports.
  - (d) maintaining records of debenture holders.
  - (e) carrying out any other duties usually associated with the office of Treasurer.

### ***Division 3—Election of Committee members and tenure of office***

#### **83 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.

#### **84 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 83 to 85.

#### **85 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.

#### **86 Election of Chairman, President and Office Bearers**

- (1) At the annual general meeting, separate elections must be held for each of the following positions :
  - (a) Board Chairperson;
  - (b) Seniors President;
  - (c) Seniors Vice-President;
  - (d) Secretary;
  - (e) Treasurer;
  - (f) The Juniors President;



(g) Junior Vice President

- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 88.
- (4) On his or her election, the new Board Chairperson may take over as Chairperson of the meeting.

## **87 Election Of Office Bearers And The Seniors Committee And Juniors Committee**

- (1) The Office Bearers of the Club shall comprise up to twelve (12) members of the Seniors Committee and twelve (12) members of the Juniors Committee, plus an elected Chairman of the Club Board of Management.
- (2) The office bearers of the Club shall hold office for a period of one year and will hold office until the next Annual General Meeting.
- (3) Nominations for all offices must be in writing, signed in each case by proposer and seconder, both of whom must be members of the Club, and the Nominee and must be lodged with the Secretary at least seven (7) days prior to the Annual General Meeting. When insufficient nominations are received for all positions, nominations may be received prior to the commencement of the Annual General Meeting. Should there still be vacancies, they may be filled by the Board of Management at its first meeting after the Annual General Meeting. Such elected officer/s shall hold office until the next Annual General Meeting.
- (4) Where there is a greater number of candidates than official positions, the election shall be made by a show of hands or, if demanded by at least ten (10) members present in person, shall be made by secret ballot.
- (5) Any office bearer may be removed from office at any Special General Meeting called for that purpose.
- (6) If an Office Bearer, other than the President absents himself from three (3) consecutive meetings of the Committee or Sub-committee of which he/she is a member without giving satisfactory explanation to the Committee, then he/she shall be deemed to have vacated his/her office.

## **88 Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to :

(a) each member present in person; and

(b) each proxy appointed by a member.

**Example**

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers—one for the member and one each for the other members.

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position :

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

(b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must :

(a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

## 89 Term of office

(1) Subject to subrule (3) and rule 88, a committee/board member holds office until the positions are declared vacant at the next annual general meeting.

(2) A committee/board member may be re-elected.

(3) A general meeting of the Club may :

- (a) by special resolution remove a committee/board member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under subrule (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.

The Secretary or the Chairman 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.

### **90 Vacation of office**

- (1) A committee/board member may resign from the Committee/Board by written notice addressed to the Committee/Board
- (2) A person ceases to be a committee/board member if he or she :
  - (a) ceases to be a member of the Club; or
  - (b) fails to attend 3 consecutive committee/board meetings (other than special or urgent committee/board meetings) without leave of absence under rule 101; or
  - (c) otherwise ceases to be a committee/board member by operation of section 78 of the Act.

### **91 Filling casual vacancies**

- (1) The Committee/Board may appoint an eligible member of the Club to fill a position on the Committee/Board that :
  - (a) has become vacant under rule 90; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 91 applies to any Board / committee member appointed by the Board under subrule (1) or (2).
- (4) The BOARD / Committee may continue to act despite any vacancy in its membership.

### ***Division 4—Meetings of Board / Committee***

### **92 Meetings of Board / Committee**

- (1) The Board / Committee must meet at least 4 times in each year at the dates, times and places determined by the Board / Committee.

- (2) The date, time and place of the first Board / committee meeting must be determined by the members of the Board / Committee as soon as practicable after the annual general meeting of the Club at which the members of the Board / Committee were elected.
- (3) Special committee meetings may be convened by the Chairman or by any 4 members of the Board.

### **93 Notice of meetings**

- (1) Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board 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.

### **94 Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **95 Procedure and order of business**

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

### **96 Use of technology**

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

## **97 Quorum**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 96) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board 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 90.

## **98 Voting at Meetings**

- (1) All questions for decision of the members at an Annual General or Special General Meeting shall be duly proposed and seconded, and shall be determined by a show of hands unless a ballot is asked for by ten (10) members present. The ballot shall then be taken at the meeting. When a ballot is taken at the meeting two (2) members shall be appointed by those present to conduct the ballot. The position of the names (if more than one) on the ballot paper shall be decided by a draw in the presence of the chairperson. The result of each ballot shall be deemed to be a resolution of the Club adopted at such meeting.
- (2) The Chairperson of an Annual General Meeting or a Special General Meeting shall be entitled to vote, and when the votes are equal, except in the case of an election of officers, the motion or amendment as the case may be shall be declared lost.
- (3) At any Annual General Meeting or Special General Meeting, unless a poll is demanded by at least ten (10) members, a declaration by the Chairperson for the time being that a resolution has been carried by a particular majority and an entry made to that effect in the Minute Book of the Club, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- (4) All resolutions passed at the Annual General Meeting or at any Special General Meeting of the Club shall be conclusive and binding on all members of the Club whether present at such meeting or not.
- (5) All votes at an Annual General Meeting or Special General Meeting shall be given personally or by proxy.

## **99 Conflict of interest**

- (1) A Board / committee member who has a material personal interest in a matter being considered at a Board / committee meeting must disclose the nature and extent of that interest to the Board / 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 BOARD / 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.

### **100 Minutes of meeting**

- (1) The Board / Committee must ensure that minutes are taken and kept of each Board / committee meeting.
- (2) The minutes must record the following :
  - (a) the names of the members in attendance and those who have listed their apology for this 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 99.

### **101 Leave of absence**

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

## ***PART 6 - FINANCIAL MATTERS***

### **102 Source of funds**

The funds of the Club may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board / Committee.

The Funds held by each of the old Clubs prior to merging shall be retained by each Committee representing that Club and shall not be used by this Club for any purpose without the approval of Members of the Parade Seniors and Juniors Football Club at an Annual General Meeting or Special General Meeting.

### **103 Management of funds**

- (1) The Club must open separate accounts for the Senior and Junior Committee with a financial institution from which all expenditure of these Committees 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 Board / Committee may approve expenditure on behalf of the Club.
- (3) The Board / 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 Board / 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 2 Board / committee members.
- (5) All funds of the Club must be deposited into the appropriate financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Board / Committee, the Treasurer may maintain appropriate cash floats provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **104 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 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 Board / Committee.

### **105 Financial statements**

- (1) For each financial year, the Board / Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (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 Board / 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.

## **106 Audit**

- (1) Nominations for Auditor(s) shall be taken on the day of the Annual General Meeting of the Club each year.
- (2) The Auditor(s) must be professionally qualified for that office to be nominated as Auditor(s) for the Club.
- (3) The Auditor(s) shall be appointed at the Annual General Meeting of the Club.
- (4) The Auditor(s) shall have power at all times to examine the books and documents of the Club and as soon as it is convenient after the close of the financial year, shall audit the statements of income and expenditure setting forth the financial business of the Club for the last financial year and the balance sheet of the Club as at the end of the last financial year. These statements shall be prepared by the Treasurer.
- (5) All reports from the Auditor(s) shall be submitted to the annual general meeting of the Club.



## **PART 7 - GENERAL MATTERS**

### **107 Registered address**

The registered address of the Club is :

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Secretary.

### **108 Notice requirements**

- (1) Any notice required to be given to a member or a Board / 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.
- (2) Any notice required to be given to the Club or the Board / Committee may be given:
  - (a) by handing the notice to a member of the Board / 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 Board / 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.

### **109 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 subrule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board / Committee meetings.

**Note**

See note following rule 21 for details of access to the register of members.

- (2) The Board / 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 Board / Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (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.

## **110 Winding up and cancellation**

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the 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 133 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.

## **111 Alteration of Rules**

These Rules may only be altered by a 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.

## **112 Entry of Teams**

- (1) The Club shall enter a Senior team or teams in the Victorian Amateur Football Club or such other Clubs; and

- (2) The Club shall enter a Junior team or teams in the Yarra Junior Football League or such other Clubs;

### **113 Facilities**

- (1) The Club will in addition to utilising the grounds at Parade College must endeavour to retain the Binnak Park oval for use by the Club;
  - (2) The Board shall determine which section of the Club is responsible for the various facilities being used by the Club;
  - (3) The Board shall determine the use of the facilities by each section of the Club.
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