



Constitution and Rules of the
West Brunswick Amateur Football Club Inc.

Current as at November 2020

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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 '**West Brunswick Amateur Football Club Incorporated**'.

2. Purposes

The purposes of the Association are

- (1) To promote, advance, cultivate and foster football played under Australian Rules.
- (2) To promote and manage football teams playing in the Victorian Amateur Football Association and in any other sporting association as the Committee shall decide.
- (3) To provide community members with the opportunity to participate in organised sports as players, coaches and officials, with a particular focus on providing opportunities for all people who may have been excluded from participation in Australian Rules Football in the past.
- (4) To promote friendly sporting behavior.
- (5) To enhance cordial relations with members of other teams and officials affiliated with the VAFA and other sporting codes.
- (6) To provide a friendly and harmonious environment in the Association's premises and at the Association's social events.

3. Definitions

In these Rules—

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

Associate Member means a person who is admitted to Membership in accordance with rule 6 (2);

Chairperson of a general, special or committee meeting, means the person chairing the meeting as required under rule 39;

Committee meeting means a meeting of a Committee held in accordance with these Rules;

Committee member means a member of the Committee (either in an Executive or non-Executive position) elected or appointed under Division 3 of Part 6 (Division 3—Election of Committee members and tenure of office);

Disciplinary appeal meeting means a meeting of the Disciplinary Appeal Committee convened under rule 17 (4);

Disciplinary Appeal Committee means a Committee made up of Executive Members of the Committee, but excluding those who were members of the Disciplinary Subcommittee;

Disciplinary subcommittee means the subcommittee appointed under rule 14;

Executive Committee member means the members of the Committee elected or appointed under Division 3 of Part 6 (Division 3—Election of Committee members and tenure of office), who have the decision-making authority of the Committee, and are responsible for the management of the business of the Association;

Executive Committee meeting means a meeting of the Executive members of the Committee held in accordance with these rules;

Financial year means each period of 12 months ending on 31 October;

General meeting means a general meeting of the members of the Association convened in accordance with Part 5 and includes an annual general meeting and a special general meeting;

Honorary member means any player, coach, trainer, volunteer, official, or umpire affiliated with AFL Victoria, who will be admitted to honorary membership of the Association on the day of competition;

Life Member means a person who is admitted to Life Membership in accordance with rule 9;

Member means a member of the Association, which includes a Player Member, a Life Member, a Social Member, and an Associate Member;

Member entitled to vote means a member who under rule 8 (2) is entitled to vote at a general meeting;

Non-executive Committee member means the members of the Committee elected or appointed under Division 3 of Part 6 (Division 3—Election of Committee members and tenure of office), who have responsibility for the day-to-day operations of the Association;

Playing season is as determined by the Victorian Amateur Football Association and any other association where teams are playing;

Playing Member means a person who is admitted to Membership in accordance with rule 6 (2);

the Registrar means the Registrar of Incorporated Associations;

Social Member means a person who is admitted to Membership in accordance with rule 6 (2);

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;

Voting Member means a Member, other than an Honorary Member or a Social Member.

PART 2—POWERS OF ASSOCIATION

4. Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting subrule (1), the Association may—
 - a) acquire, hold and dispose of real or personal property;
 - b) open and operate accounts with financial institutions;
 - c) raise and borrow money on any terms and in any manner as it thinks fit;
 - d) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5. Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Subrule (1) does not prevent the Association 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.

PART 3 – CLUB COLOURS

The club playing colours shall be black and white and the design of any club apparel, including jumpers, shirts, caps, windcheaters or the like, shall be approved by the Committee.

Note: This requirement does not limit the variation of playing colours for special initiatives such as charity matches or themed rounds, if such initiatives are approved by the Committee.

PART 4—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

6. Eligibility

- (1) Any person who supports the purposes of the Association is eligible for membership.
- (2) A person may apply for Membership under one of the following categories provided they satisfy the relevant criteria for that category of Membership

- a) Associate Member - a person who is a Committee Member or who otherwise has been appointed to a formal position within the Association, such as a coach, official or other qualifying role as determined by the Committee from time to time;
 - b) Player Member - a person registered to play in one of the sporting teams administered by the Association;
 - c) Social Member - a person who has paid the relevant annual subscription fee under the categories of social membership;
- (3) A person may also be admitted to Life Membership in accordance with rule 9 – it is not possible for a person to apply themselves for membership under that criteria.
 - (4) Honorary membership is bestowed on an individual in accordance with rule 10 – it is not possible for a person to apply themselves for membership under that criteria.
 - (5) Applications for membership can be submitted by such means or form as approved by the Committee.
 - (6) As soon as practicable after an application for Membership is received, the Committee must decide whether to accept or reject the application. No reason needs to be given for the rejection of an application, and the Committee reserves the right to cancel, suspend or disqualify any membership, once granted, that it may deem appropriate.
 - (7) If an application for Membership is approved by the Committee, a record must, as soon as practicable, be entered into the register of Members.

7. Annual Subscription Fee

- (1) Annual subscription fees and the required date of payment of those fees shall be determined annually by the Committee, as soon as practicable but not later than January of the relevant playing season.
- (2) The Association may determine that a differing annual subscription is payable by different categories of Members.
- (3) Payment plans may be entered into between members and the Association, as deemed appropriate by the Treasurer.
- (4) The Association may determine that any new member who joins after the start of a playing season 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 playing season; or
 - c) a fixed amount determined from time to time by the Association.
- (5) The rights of a member (including the right to vote) who has not paid the appropriate annual subscription fee by the due date are suspended until the subscription is paid. The Association may take other action, such as but not limited to, rendering a playing member ineligible for selection or denying transfer of playing registration to another club, as it deems appropriate until the subscription is paid.

8. General rights of members

- (1) A member of the Association 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 (subject to approval of the committee); and
 - c) to attend and be heard at general meetings; and
 - d) to vote at a general meeting; and
 - e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 69; and
 - f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - a) the Member is a Voting Member; and
 - b) the member has paid the relevant annual subscription fee (or has an approved payment plan); and
 - c) more than 10 business days have passed since they became a member of the Association; and
 - d) the member's membership rights are not suspended for any reason.
- (3) For the avoidance of doubt, a person may hold multiple forms of Membership (eg. Life Membership and Social Membership), however, where a person holds multiple Memberships and one or more of those Memberships qualifies the Member as a Member Entitled to Vote, that Member has in total only one vote.
- (4) The Association must ensure that each Member agrees to be bound by and observe:
 - i. these Rules;
 - ii. the Laws of the Game (if they are a playing member);
 - iii. any other relevant regulations or policies set by the Association

9. Life Membership

- (1) A member who has played 150 games and/or rendered ten years special service to The Club may be appointed a Life Member.
- (2) Nominations for Life Membership may be submitted by any Member of the Association and must be received by the Committee no later than 1 month prior to the annual presentation night, or at such other times as the Committee might determine from time to time.
- (3) Nominations shall be accompanied by a description of the nominee's service to the Association.

- (4) Nominations for life membership shall be considered by the Committee and announced at the annual presentation night, or at such other times as the Committee might determine from time to time.
- (5) A Life Member shall enjoy all the general rights of members (including voting rights) without the payment of an annual subscription.

10. Honorary Members

- (1) An honorary member is a person who shall have been duly accepted as an honorary member in accordance with these Rules. An honorary member shall be entitled to certain privileges without being required to pay any subscription.
- (2) An honorary member shall not be entitled to attend the meetings nor to vote upon any Club matters.
- (3) Only persons possessing the following qualifications shall be eligible to be honorary members:
 - a) Any player, coach, trainer, volunteer, official, or umpire who is affiliated with AFL Victoria (and is over 18), shall be admitted to honorary membership of the Association on the day of competition.
 - b) Any persons who, in the opinion of the Committee, should for good and sufficient reason be selected as honorary members may be granted honorary membership of the Association for a period of twelve months.

11. Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
 - a) for each current member—
 - iv. the member's name;
 - v. the category of Membership that the person holds (playing member, life-member, etc.);
 - vi. the number of games played (if any);
 - vii. any other information determined by the Committee;
- (2) There is no obligation to enter Honorary members into the register.

12. Ceasing Membership

- (1) The Membership of a person ceases:
 - a) after the member's written resignation, expulsion or death; or
 - i. for playing members, if the membership is not renewed by the relevant annual subscription fee date of the following year; or
 - ii. for social members, at the end of the financial year, or

- iii. for associate members, upon their vacation of office, or
 - iv. for honorary members, at the end of the day of competition or conclusion of 12-month period of honorary membership.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

Division 2—Disciplinary action

13. Grounds for taking disciplinary action

The Association 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 Association; or
- (3) has engaged in conduct prejudicial to the Association.

14. Disciplinary Subcommittee

- (1) A Disciplinary Subcommittee of three members shall be established as needed by the Committee to consider allegations in line with rule 13.
- (2) The three members of the Disciplinary Subcommittee:
 - a) must include only one of the President or Vice-President, who will Chair the Subcommittee;
 - b) can otherwise be made up of Committee Members, Coaches or Members; but must not be biased against, or in favour of, the Member concerned;
- (3) The Secretary of the Association shall act as the secretary of the Disciplinary Subcommittee, but has no voting or adjudication rights.

15. Notice to Member

- (1) Before disciplinary action is taken against a Member, the Chair of the Disciplinary Subcommittee must give written notice to the Member:
 - a) stating that the Association 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 they may do one or both of the following:

- i. attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting; and
 - 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 17.
- (2) The notice must be given no earlier than 28 days, and no later than 7 days, before the Disciplinary Meeting is held.

16. Decision of Disciplinary 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 rule 16 (1), the Disciplinary Subcommittee may:
 - a) take no further action against the Member; or
 - b) subject to rule 16 (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 Association, or
 - iv. take other action as deemed appropriate.
- (3) The Disciplinary Subcommittee may not fine the Member, however if the Member is subject to a finding under rule 16 (2)(b) the Member is not entitled to a refund of any amounts paid or payable to the Association.
- (4) The decision of the Disciplinary Subcommittee under this rule takes effect immediately after the vote is passed.

17. Appeal rights

- (1) A person subject to a finding under rule 16 (2)(b) may give notice to the effect that they wish to appeal against the outcome.
- (2) The notice must be in writing and given to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under rule 17 (2), a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) The Disciplinary Appeal must be heard by a Disciplinary Appeal Committee, made up of Executive Members of the Committee, but excluding those who were members of the Disciplinary Subcommittee.

- (5) Notice of the Disciplinary Appeal Meeting must be given to each Disciplinary Appeal Committee Member as soon as practicable and must:
- a) specify the date, time and place of the Disciplinary Appeal 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 those present must vote on whether the decision of the Disciplinary Subcommittee should be upheld or revoked.

18. 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 Chair of the Disciplinary Subcommittee must state the grounds for taking the action against the Member; and
 - c) the person whose was the subject of the disciplinary action must be given an opportunity to be heard.
- (2) After complying with rule 18 (1), the Disciplinary Appeal Committee Members present must vote by secret ballot on the question of whether the decision of the Disciplinary Subcommittee should be upheld or revoked.
- (3) Voting by proxy is not permitted.
- (4) The decision is upheld if a majority of the Disciplinary Appeal Committee vote in favour of the decision.

Division 3—Grievance procedure

19. Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
- a) a Member and another Member; or
 - b) a Member and the Committee; or
 - c) a Member and the Association.
- (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.

20. Parties must attempt to resolve the dispute

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

21. Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, the parties must within 14 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 Association — a person appointed or employed by the Dispute Settlement Centre of Victoria (or any successor body to it).
- (3) A mediator appointed by the Committee may be a Member or former Member 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.

22. 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.

23. Failure to resolve dispute by mediation

- (1) 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 5—GENERAL MEETINGS OF THE ASSOCIATION

24. Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 3 months of the end of each financial year, with the date, time and place decided by the Committee.
- (2) 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 President.
 - ii. the Annual Report of The Treasurer
 - iii. the Annual Report of the Football Operations Manager
 - iv. the Annual Report of the Senior Coaches
 - c) to confirm the composition of the committee, including the elevation of positions to Executive Committee level, and the creation of any new roles (if required), and
 - d) to elect the members of the Committee;
 - e) to appoint members to relevant subcommittees.
- (3) The annual general meeting may only conduct any other business of which notice has been given in accordance with these Rules.

25. Special general meetings

- (1) If a special resolution is to be proposed, these must be considered at a special general meeting, or at the annual general meeting with the relevant notice requirements under rule 27.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

26. Special general meeting held at 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 10% of the total number of members entitled to vote as per rule 8 (2).
- (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) A special general meeting convened by members under subrule (2)—
 - 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.

27. Notice of general meetings

- (1) The Secretary must give to each member of the Association—
 - a) at least 21 days' notice of a general meeting (including a special general meeting) if a special resolution is to be proposed at the meeting; or
 - b) at least 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; and
 - d) comply with rule 28 (4).

28. Proxies

- (1) A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting.
- (2) The appointment of a proxy must be confirmed in writing by the member making the appointment.

Note: this includes electronic communication as long as it comes from the registered contact details for the member.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- (4) Notice of a General Meeting given to a Member under rule 27 must:
 - a) state that the Member may appoint another Member as a proxy for the General Meeting; and
 - b) include directions as to the appointment of a proxy
- (5) the written notice appointing a proxy must be communicated to the Chairperson of the meeting before the commencement of the meeting.

29. Use of technology

- (1) If deemed appropriate by the Committee, a general meeting can be conducted virtually.
- (2) 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.

30. 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 28) of fifteen of the 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 26—the meeting must be dissolved, and the business that was to have been considered at the meeting is taken to have been dealt with;
 - b) in any other case,
 - i. the meeting must be adjourned to a date not more than 21 days in the future;
 - ii. Notice of the date, time and place to which the General Meeting is adjourned must be given at the General Meeting and confirmed by written notice given to all Members as soon as practicable after the General 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 three) may proceed with the business of the meeting as if a quorum were present.

31. Adjournment of general meeting

- (1) The Chairperson of a general meeting 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.
- (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 27.

32. 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) voting shall be by show of hands, provided that at any time a poll may be called for under rule 34 (2);
 - d) 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.

33. 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.

34. Determining whether resolution is carried

- (1) Subject to rule 34 (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) lost

and an entry to that effect in the minutes of the General Meeting is conclusive proof of that fact.

- (2) If a poll (where votes are cast in writing) is demanded by five or more Members on any question:
 - a) the poll must be taken at the General Meeting in the manner determined by the Chairperson of the General 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 must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.

35. 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) proxy forms given to the Chairperson of the meeting under rule 28; and
 - c) the annual reports submitted to the meeting.

PART 6—COMMITTEE

Division 1—Powers of Committee

36. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) Members elected to Executive Committee positions shall have the decision-making authority of the Committee and are responsible for the management of the business of the Association.
- (3) Members elected to Non-executive committee positions shall have responsibility for the day-to-day operations of the Association.
- (4) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
- (5) The Committee may—
 - a) appoint and remove staff (including volunteer or non-paid staff);
 - b) establish subcommittees consisting of members with terms of reference it considers appropriate.

37. Delegation

- (1) The Committee may delegate to a member of the Committee, a subcommittee, staff or a Member of the Association, 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 may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may revoke a delegation wholly or in part.

- (4) The Committee may appoint persons who are not Committee Members or Members as members of any subcommittee (including any advisory committee) established under rules 24 and 36.

Division 2—Composition of Committee and duties of members

38. Composition of Committee

- (1) The Committee must consist of at least the following positions as Executive Committee positions —
 - a) a President; and
 - b) a Vice-President; and
 - c) a Secretary; and
 - d) a Treasurer; and
- (2) Other positions shall be confirmed as Executive Committee positions as deemed appropriate at the Annual General meeting as per rule 24 (2)(c);
- (3) Remaining positions on the Committee are considered non-executive positions.
- (4) In all cases, positions on the committee can be shared by one or more people as appropriate, if approved at the Annual General Meeting (or subsequently by the Committee). In such cases, committee members sharing a position only hold one vote on any matter before the committee.

39. General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules, any relevant Position Description, and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association 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 Association; and
 - b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of their position; or 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 Association or any other person.
- (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.

40. President and Vice-President

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

41. Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must—
 - a) maintain the register of members in accordance with rule 11; and
 - b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 64 (3), all books, documents and securities of the Association in accordance with rules 66 and 69; 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) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

42. Treasurer

- (1) The Treasurer must—
 - a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
 - b) ensure that all moneys received are paid into the account of the Association as soon as practicable after receipt; and
 - c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - d) ensure cheques are signed by at least two committee members.
- (2) The Treasurer must—
 - a) ensure that the financial records of the Association are kept in accordance with the Act; and

- b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure there are at least 3 signatories on all accounts held by the Association
 - a) Signatories must include the Treasurer and President of the Association,
 - b) Signatories must be transferred to incoming office holder within 10 business days of change of office.

43. Other Committee roles

- (1) Other duties will be listed in the relevant position description held by the Secretary, and committee members (including those above) must abide by those.

Division 3—Election of Committee members and tenure of office

44. Who is eligible to be a Committee member

A person is eligible to be elected or appointed as a Committee Member if they agree to abide by the duties outlined in rule 39. If the person is not already a Member of the Association, then by virtue of their election or appointment as a Committee Member they automatically become an Associate Member.

45. Positions to be declared vacant

- (1) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 45 to 47.

46. 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 Association may—
 - a) Nominate themselves; 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.

47. Election of the Committee

- (1) At the annual general meeting, separate elections must be held for each of the positions on the Committee, starting with the position of President
- (2) On their election, the new President shall take over as Chairperson of the meeting.
- (3) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (4) If more than one member is nominated, a ballot must be held in accordance with rule 48.
- (5) If positions are unable to be filled at the Annual General meeting, vacancies can be filled by the incoming committee as per rule 51.
- (6) Positions on subcommittees can be filled at the Annual General Meeting, or at subsequent times throughout the year.

48. 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. Multiple elections can be completed on the single ballot, if appropriate.
- (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 statement in support of their election (or have a statement read on their behalf if they are unable to attend the annual general meeting, noting that the statement must be received by the Secretary prior to the commencement of the annual general meeting).
- (4) The election must be by secret ballot.
- (5) The returning officer must give—
 - a) a voting sheet to each member present in person; and
 - b) a voting sheet for each proxy held by the person attending.
- (6) 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.
- (7) If the returning officer is unable to declare the result of an election under subrule (6) because two or more candidates received the same number of votes, the returning officer must conduct a second election for the position in accordance with subrules (4) to (6) to decide which of those candidates is to be elected;
- (8) If the returning officer is unable to declare the result of an election after a second vote, the choice of candidate shall be decided by either toss of a coin or a name drawn from a hat

49. Term of office

- (1) Subject to rule 50, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.

50. Removal from or Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if they —
 - a) cease to be a member of the Association; or
 - b) fail to attend three consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 60; or
 - c) otherwise ceases to be a committee member by operation of section 78 of the Act.
- (3) A Special General Meeting may remove a Committee Member from office by Special Resolution, if that person is deemed to have:
 - a) not adhered to the requirements of these rules or conducted their duties in line with the associated position description, or
 - b) engaged in conduct considered to be detrimental to the reputation of the Association.
- (4) A person who is the subject of a proposed Special Resolution under subrule (3) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (5) The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the person may require that they be read out at the Special General Meeting at which the Special Resolution is to be proposed.

51. Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
 - a) has become vacant under rule 50; 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 49 applies to any committee member appointed by the Committee under subrule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 4—Meetings of Committee

52. Meetings of Committee

- (1) The Committee must meet at least two times in each year at the dates, times and places determined by the Committee.
- (2) The Executive Committee should meet
 - a) in the playing season on a monthly basis, excluding those months in which a Committee meeting is taking place.
 - b) at any other times it deems fit.
- (3) The date, time and place of the first Committee Meeting must be determined by the Committee Members as soon as practicable after the annual General Meeting at which the Committee Members were elected.
- (4) Special committee meetings may be convened by the President or by any three members of the Committee.

53. 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) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

54. Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

55. 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.

56. Quorum

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 55) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
 - a) in the case of an urgent 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 53.

57. Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote (unless the committee members dually hold a position, in which case the vote is shared).
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) Voting by proxy is not permitted.

58. 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.
- (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 Association is established; or
 - b) that the member has in common with all, or a substantial proportion of, the members of the Association.

59. 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 58.

60. Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding three 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 7 – APPOINTMENT OF COACHES AND CAPTAINS

61. Coaches

- (1) Applications for coaching positions will be called annually, unless the current position holder has been re-appointed for the following year, as per subrule (4). Requests for written applications for the appointment as Coach for each team in the Association shall be called by public announcement in the manner as the Committee decides.
- (2) Each Coach shall be appointed by the Committee from the applications received by the Secretary.
- (3) In the event of the applications for any or all of the appointments as coach falling short of the requirements, the Committee shall appoint the coach or coaches as it considers necessary.
- (4) Re-appointment of coaches can be made by mutual consent between the coaches and committee, subject to successful completion of the relevant coaching review.

PART 8 — FINANCIAL MATTERS

62. Source of funds

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

63. Management of funds

- (1) The Association must open an account with one or more financial institution from which the expenditure of the Association is made and into which the Association's revenue is deposited.
- (2) The Treasurer must ensure there are appropriate signatories on any Association account, as per rule 42 (3).

- (3) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (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.
- (5) All funds of the Association (other than petty cash, canteen till or similar cash floats) must be deposited into the financial account of the Association no later than 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.

64. Financial records

- (1) The Association 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 Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in their custody, or under their control—
 - a) the financial records for the current financial year; and
 - b) any other financial records as authorised by the Committee.

65. Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association 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 Committee;
 - d) the submission of the financial statements to the annual general meeting of the Association;
 - e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 9—GENERAL MATTERS

66. Common seal

- (1) The Association may have a common seal.

(2) If the Association has a common seal—

- a) the name of the Association 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.

67. Registered address

The registered address of the Association 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.

68. Notice requirements

(1) 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, text or other electronic transmission.

(2) Any notice required to be given to the Association 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 emailing the official Association email account or Secretary.

69. Custody and inspection of books and records

(1) Members may on request inspect —

- 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 Association, including minutes of Committee meetings.

(2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association or its member.

(3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

(4) 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 Association and includes the following—

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

70. Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (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 Association 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.

71. Alteration of Rules

These Rules may only be altered by Special Resolution of a Special General Meeting.

72. Liquor License Requirements

- (1) These Rules incorporate by reference the Schedule 1 requirements of the Liquor Control Reform Act 1998 (Vic) as amended from time to time, to the extent that those obligations apply to the activities of the Association.
- (2) Pursuant to the Liquor Control Reform Act 1998 (Vic):
 - a) a visitor to the Association's premises must not be supplied with liquor in the Association's premises unless the visitor is a guest in the company of a Member;
and
 - b) when the Association is hosting an event where liquor is being served (not including a sporting event or presentation evening or other events prescribed by the Association's liquor licence, as updated from time to time), the Association must keep a record of each guest and visitor to the Associations premises.
- (3) The Association must not permit honorary or temporary Membership to a visitor for the purposes of that visitor being able to be served liquor in the terms described in the Liquor Control Reform Act 1998 (Vic).

- (4) No amount shall be paid to an officer or servant of the Association by way of commission or allowance from receipts of the Association for the supply of liquor.