

**FRANKSTON FOOTBALL CLUB**  
**INCORPORATED**

**PROPOSED CONSTITUTION  
TO BE PRESENTED AT AGM  
24/2/2020**



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## **1. NAME**

The name of the incorporated association is FRANKSTON FOOTBALL CLUB INCORPORATED (hereafter in these rules referred to as the “Club”).

## **2. PURPOSE**

2.1 The Purpose of the Club is to:

- a) Encourage and promote Australian Rules Football by holding a license to field team/s in the Victorian Football League (VFL) competition;
- b) Encourage people to train, compete and participate in the VFL competition and abide by the Rules of the competition as administered by the Victorian Football League;
- c) Provide facilities, administration and staff to support the team/s to ensure the Club is stable and sustainable;
- d) Promote the game in the best interests of the community and in the interests of the sport generally.

2.2 The income and property of the Club shall be used and applied solely in promotion of its purposes.

## **3. DEFINITIONS**

3.1 In these Rules:

- a) “Board” means the Board of Management of the Club;
- b) “Financial year” means the period of twelve months commencing the 1st of November and ending on the 31st October in each year;
- c) “General Meeting” means a general meeting of members convened in accordance with Rule 16;
- d) “Member” means a member of the Club as described in Rule 6;
- e) “Ordinary Member of the Board” means a member of the Board who is not an officer of the Board as described in Rule 21;
- f) “The Act” means the Associations Incorporation Reform Act 2012;
- g) “The Liquor Control Reform Act (LCRA)” means the Liquor Control Reform Act 1998 (as amended);
- h) “The Regulations” means regulations under the Act;

i) Words or expressions shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1958 and other Acts in force at the time.

#### **4. POWERS OF THE CLUB**

4.1 The Club is a not-for-profit organisation and must not distribute any surplus, income or assets directly or indirectly to its members.

4.2 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes including to:

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) Build, erect, maintain or improve any premise or building of the Club;

h) Accept donations and gifts to assist with the purpose of the Club;

i) Print and publish any materials for promotion of the Club;

j) Provide prizes and gifts to assist with the purpose of the Club;

k) Enter into any other contract it considers necessary or desirable;

l) Conduct licensed premises to provide social facilities and events for members, their guests and visitors;

m) Manage, or oversee the management, of the function room facilities.

4.3 All proposals for a major course of action (e.g. substantial financial investment, new buildings, altered use of buildings, licensing etc.) require consultation with all stakeholders and the submission of a formal business plan prepared by persons suitably skilled in that field before any decision is taken by the Board.

4.4 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

- 4.5 The Club may pay a member reimbursement for expenses properly incurred by the member or for goods or services provided by the member or for money borrowed from a member if this is done in good faith on terms no more favourable than if the member was not a member.

## **5. APPLICATION FOR MEMBERSHIP**

- 5.1 Membership is open to persons who support the purposes of the Club and is approved for membership as provided in these Rules.
- 5.2 The Secretary shall (with as little delay as possible) consider all membership applications and approve or reject the nomination.
- 5.3 Membership of the Club shall be lodged with the secretary of the Club who shall enter the nominee's name in the register of members.
- 5.4 A right, privilege, or obligation of a person by reason of Club membership:
- a) Is not capable of being transferred or transmitted to another person;
  - b) Terminates upon the cessation of his membership whether by death or resignation or otherwise.

## **6. CATEGORIES OF MEMBERSHIP**

- 6.1 Ordinary Members:
- a) Are persons applying for membership who are over 15 years of age who pay the annual subscription;
  - b) Have all the general rights of members.
- 6.2 Foundation Members:
- a) Are persons over 18 years of age who paid the specified Foundation Member fee during the course of 2015 which fee was then utilised to defray the cost of the building of the function centre;
  - b) Will be exempt from the payment of annual subscriptions for a period of 10 years, commencing in 2016 and expiring at the end of the 2025 membership year when the renewal of that members membership will be subject to the payment of an annual subscription applicable to an ordinary member;
  - c) Have all the general rights of members;
  - d) This Membership is ongoing for existing members but is no longer available for purchase.
- 6.3 Playing Members:

- a) Are persons who are registered as players and playing with a team fielded by the Club in any competition conducted by the Victorian Football League or its affiliates;
- b) May be exempted from the payment of the Annual subscription at the discretion of the Board;
- c) Agree to be bound by and observe the by-laws, regulations, rules, permit rules and directions of the Victorian Football League enacted or from time to time enacted;
- d) Have all the general rights of members.

#### 6.4 Honorary Life Members:

- a) Are players who have played 150 games or completed 10 years continuous playing service with the Clubs football teams and will be automatically eligible for appointment at the following Annual General Meeting;
- b) Members who have rendered non-playing services to the Club during a continuous period of not less than ten years may be proposed by members to the Board for appointment as Honorary Life Members;
- c) Any other person who the Board considers have provided outstanding or distinguished service to the Club over an extended period may be proposed by members to the Board for appointment as Honorary Life Members;
- c) The Board can propose up to two persons annually to the Annual General Meeting for election as Honorary Life Member provided such Honorary Life Memberships have been tabled for fourteen days prior to the General Meeting proposing such membership;
- d) Honorary Life Members are exempt from payment of the annual subscription for life or until they cease to be a Member of the Club;
- e) Honorary Life members have all the general rights of Ordinary Members.

#### 6.5 Junior Members:

- a) Are Members of the Club who are under the age of 15 years at the time of their membership application;
- b) Are not charged any subscription fee but shall have their names recorded in the register as junior members;
- c) Are permitted to use the facilities of the Club per the rules but will not be entitled to any of the general rights of members.

#### 6.6 Temporary Members:

a) Are players, coaches and officials representing visiting sporting teams and they shall be admitted as temporary members for the day on which they are participating in the game or event at the premises or sporting facilities of the Club;

b) Are permitted to use the social and entertainment facilities of the Club per the rules but will not be entitled to any of the general rights of members.

## 6.7 Member Warranties

Upon application for membership and by paying or agreeing to pay the Annual Subscription fee, the applicant or in the case of a listed player, the person warrants and confirms that:

(a) other than in respect to a Junior Member, upon election to membership as a member, the member is over 14 years of age;

(b) The member agrees to be bound by the Constitution of the Club;

(c) The member does not apply for membership as a nominee or trustee of any other person and

(d) If a member holds more than one membership of the club for the purposes of voting the member will still only have one vote at any General or Annual Meeting of the Club.

## 7. ANNUAL SUBSCRIPTION

7.1 The Annual subscription is such sum as determined by the Board and presented at its Annual General Meeting and is payable at any time during (or in advance) of the Membership year.

7.2 Membership shall be for a period of one year, commencing on the first day of November in each year and concluding on the last day of October in the following year.

## 8. REGISTER OF MEMBERS

8.1 The secretary shall keep and maintain a register of members in which shall be entered the member's full name, type of membership, address for notification (which may be electronic) and initial date of commencement of membership.

8.2 The secretary shall also keep a record in the register of members of the date of ceasing to be a member for all former members.

8.3 The register of members shall be available for inspection by members at the business address of the Club.

## **9. GENERAL RIGHTS OF MEMBERS**

9.1 A member is entitled to vote if:

- a) The member is a member other than a Temporary Member or Junior Member and is over 18
- b) More than 10 business days have passed since they became a member of the Club;
- c) The member's membership rights are not suspended for any reason.

9.2 A member of the Club who is entitled to vote has the right to:

- a) Receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
- b) Submit items of business for consideration at a general meeting;
- c) Attend and be heard at general meetings;
- d) Vote at a general meeting;
- e) Have access to the minutes of general meetings;
- f) Be nominated for and if elected, hold office as a member of the Board in the manner and time prescribed by these rules

## **10. RESIGNATION AND EXPULSION OF MEMBER**

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

10.2 A member of the Club who has paid all moneys due and payable by them may resign from the Club with their resignation being effective immediately the secretary is notified of their intention to resign.

10.3 Members shall comply with the Rules of the Club and engagement in any personal activity that may by their action bring the club into disrepute may result in disciplinary action or expulsion.

10.4 Upon resignation, expulsion or cessation of membership the secretary shall make in the register of members an entry recording the date on which the member ceased to be a member.

## **11. DISCIPLINARY ACTION**

11.1 The Club may take disciplinary action against a member if it is determined the member:



- a) Has failed to comply with these Rules;
  - b) Refuses to support the purposes of the Club;
  - c) Has engaged in conduct prejudicial to the Club.
- 11.2 If the Secretary is satisfied there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member. The members of the disciplinary subcommittee:
- a) May be members of the Club or anyone else suitably qualified and experienced; and
  - b) Must not be biased against, or in favour of, the member concerned.
- 11.3 Before disciplinary action is taken against a member, the Secretary must give written notice to the member:
- a) Stating the Club proposes to take disciplinary action against the member;
  - b) Stating the grounds for the proposed disciplinary action;
  - c) Specifying the date, place and time of the disciplinary meeting at which the disciplinary subcommittee intends to consider the disciplinary action;
  - d) Advising the member they have the right to attend the disciplinary meeting and address the disciplinary subcommittee and/or give a written statement to the disciplinary subcommittee meeting;
  - e) Setting out the member's appeal rights under Rule 12.
- 11.4 Disciplinary notices must be given to the member no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
- 11.5 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.
- 11.6 After conducting the disciplinary meeting the disciplinary subcommittee may take one of the following actions:
- a) Take no further action against the member;
  - b) Reprimand the member;
  - c) Suspend the membership rights of the member for a specified period; or

d) Expel the member from the Club.

11.7 Suspension of membership rights or the expulsion of a member by the disciplinary subcommittee takes effect immediately after the vote is passed.

## **12. DISCIPLINARY APPEAL**

12.1 A person whose membership rights have been suspended or who has been expelled from the Club may give notice to the effect they wish to appeal to the Board against the suspension or expulsion.

12.2 The notice must be in writing and given to the Secretary within 48 hours after the person has been notified their membership rights have been suspended or expelled.

12.3 If a person has given notice under this rule then a disciplinary appeal meeting must be convened by the Board within 21 days of the notice being received. If a Member exercises a right of appeal under Rule 12, the Board may by written notice to the relevant Member delay the taking effect of the decision of the disciplinary subcommittee.

12.4 Notice of the disciplinary appeal meeting must be given to each Board member of the Club as soon as practicable and must:

a) Specify the date, time and place of the meeting to consider the appeal;

b) State the name of the person against whom the disciplinary action has been taken;

c) State the grounds for taking that action and that at the disciplinary appeal meeting the Board members present must vote on whether the decision to suspend or expel the person should be varied, upheld or revoked.

12.5 Where the member exercises a right of appeal the Secretary must, as soon as practicable, cause to be served on the Member a notice in writing specifying the date, place and time of the meeting to consider the appeal.

## **13. DISCIPLINARY APPEAL MEETING**

13.1 At a disciplinary appeal meeting:

a) No business other than matters of the appeal may be conducted;

b) The Board must state grounds for suspending or expelling the member;

c) The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard and to submit any written statement seeking the revocation of the decision of the disciplinary subcommittee.

- 13.2 After complying with sub rule 13.1, the Board 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.
- 13.3 A Board member may not vote by proxy at the meeting.
- 13.4 The decision is upheld if a majority of the Board members voting at the meeting vote in favour of the decision.

## **14. GRIEVANCES**

- 14.1 Grievances shall be said to occur when there is a dispute between:
- a) A member and another member;
  - b) A member and the Board;
  - c) A member and the Club.
- 14.2 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.
- 14.3 The parties involved in a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to their attention.
- 14.4 If the parties are unable to resolve the dispute between themselves within the time required by sub rule 14.3, the parties must within 10 days:
- a) Notify the Board of the dispute;
  - b) Agree to or request the appointment of a mediator;
  - c) Attempt in good faith to settle the dispute by mediation.
- 14.5 The mediator must be a person chosen by agreement between the parties or in the absence of agreement:
- a) If the dispute is between a member and another member then the mediator is to be appointed by the Board;
  - b) If the dispute is between a member and the Board or the Club then the mediator is to be appointed or employed by the Dispute Settlement Centre of Victoria.
- 14.6 A mediator appointed by the Board may be Board members, members of the Club or anyone else but in any case must not be a person who:
- a) Has a personal interest in the dispute;

b) Is biased in favour of or against any party.

## **15. MEDIATION**

15.1 The mediator to the dispute, in conducting the mediation, must:

a) Give each party every opportunity to be heard;

b) Allow due consideration by all parties of any written statement submitted by any party;

c) Ensure natural justice is accorded to the parties throughout the mediation process.

15.2 The mediator must not determine the dispute.

15.3 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.

## **16. CONVENING AN ANNUAL GENERAL MEETING**

16.1 The Club shall in each calendar year convene an annual general meeting of its members within four months after the end of each financial year.

16.2 The annual general meeting shall be held on such day as the Board determines.

16.3 The annual general meeting shall be specified as such in the notice convening it.

16.4 The Secretary of the Board shall, at least 14 days before the date or at least 21 days if a special resolution is to be proposed at the meeting, cause to be sent to each member of the Club at their registered address (may be electronic) a notice stating the place, date and time of the meeting and the specific nature of the business to be transacted at the meeting. The notice shall include details of any proposed changes to this Constitution.

16.5 The notice shall state the member may appoint another member as a proxy for the meeting;

16.6 If a special resolution is to be proposed the notice must state the intention to propose a special resolution.

16.7 A member desiring to bring any business before the Annual General Meeting may give notice of that business in, writing to the secretary no later than 30 days prior to the meeting, who shall include that business in the notice of the meeting.

## **17. CONDUCTING AN ANNUAL GENERAL MEETING**

17.1 The ordinary business of the annual general meeting shall be to:

- a) Confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
- b) Elect members of the Board to the vacant positions;
- c) Confirm variance to the amounts (if any) of the annual subscription and joining fee;
- d) Receive and consider the annual report of the Board on the activities of the Club during the preceding financial year;
- e) Receive and consider the financial statements of the Club for the preceding financial year.

17.2 Annual General Meetings may also be used for the business of a special resolution which may include;

- a) Changes to the Constitution;
- b) Removal of any member of the Board before the expiration of their term of office and the appointment of another member in their stead (except for the member nominated by the Frankston City Council);
- c) Any special resolution is to be set out in the notice of the meeting.

17.3 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

17.4 No item of business shall be transacted at a general meeting unless a quorum of 5 members personally present and entitled under these Rules to vote are present during the time when the meeting is considering that item.

17.5 If within half an hour after the appointed time for the commencement of an Annual General Meeting, a quorum is not present, the meeting shall be dissolved and stand adjourned to the same day in the next week at the same time (unless another place and time is specified by the Chairperson at the time of the adjournment or by notice to members given before the day to which the meeting is adjourned).

17.6 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present shall constitute a quorum.

17.7 The President or in their absence, the Vice-President, shall preside as Chairperson at each Annual General Meeting of the Association.

- 17.8 If the President and the Vice-President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.

## **18. ADJOURNING AN ANNUAL GENERAL MEETING**

- 18.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 18.2 Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the Annual General Meeting.

## **19. SPECIAL GENERAL MEETING**

- 19.1 All general meetings other than the Annual General Meeting or a disciplinary appeal meeting shall be called Special General Meetings.

- 19.2 The Board shall convene a Special General Meeting:

- a) At any time they see fit to do so;
- b) When more than 15 months would lapse between Annual General Meetings.

- 19.3 Members may request a Special General Meeting if not less than 10% of the total number of members entitled to vote submit a requisition in writing to do so.

The members requisition shall state the objects of the meeting and be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition;

The meeting shall be convened in the same manner as a General Meeting as early as possible;

If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

- 19.4 A Special General Meeting may be called for the business of a special resolution to remove any member of the Board before the expiration of their term of office and the appointment of another member in their stead except for the member nominated by the Frankston City Council.

## **20. VOTING AT A GENERAL MEETING**

- 20.1 A member is entitled to vote at any general meeting if the annual subscription payable in respect of the current financial year has been paid.

- 20.2 A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting:
- a) The appointment of a proxy must be in writing and signed by the proxy member making the appointment and given to the Chairperson of the meeting before or at the commencement of the meeting;
  - b) A form appointing a proxy sent by post or electronically must be received by the secretary no later than 24 hours before commencement of the meeting;
  - c) 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.
- 20.3 Decisions at general meetings shall be determined on a show of hands unless before or on the declaration of the show of hands a poll is demanded.
- 20.4 A declaration by the Chairperson that a resolution has, on a show of hands, been carried or not carried either unanimously or by a majority shall be entered into the minutes of the meeting as evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 20.5 A member entitled to vote has one personal vote
- 20.6 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 20.7 If a poll is demanded on any question by not less than three Members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

## **21. BOARD**

- 21.1 The affairs of the Club shall be managed by a Board.
- 21.2 The Board shall total up to ten people consisting of:
- a) Four 'officers' of the Board as outlined in 21.4;
  - b) Between two and five 'members' of the Board;
  - c) A Frankston City Council staff member nominated by the Frankston City Council for such period of time as determined by the Council but for no longer than a period of three years.
- 21.3 In each year one third of the Board (or a number nearest to one third) must retire from office.
- 21.4 The Board members who have served the longest will determine who must annually retire. In the case where there are more Board members who have

served an equal amount of time than the number of Board members who must retire, should agreement not be reached as to which Board member/s shall retire, than the decision will be reached by the drawing of lots.

21.5 The retiring Board Members shall be eligible for re-election at an Annual General Meeting or Special General Meeting convened for that purpose.

21.6 Any Board Member appointed to fill a casual vacancy pursuant to Clause 21.9 is not to be taken into account in determining the number of Directors who are to retire by rotation.

21.7 The Board shall choose the following officers (who may already hold the office and be re-elected) within one week of the Annual General Meeting:

a) President

b) Vice President

c) Treasurer

d) Secretary

21.8 In the event of a casual vacancy in any of these offices the Board may appoint one of its members to the vacant office.

21.9 In the event of a casual vacancy occurring in the office of a member of the Board, the Board may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office until the next AGM at which time they must nominate for re-election.

21.10 The Board may co-opt persons to act as advisers from time to time but any such co-opted persons shall have no voting powers.

21.11 At the discretion of the Board any member of the Board absent for three consecutive Board meetings may be deemed to have relinquished their position on the Board.

21.12 The office of a member of the Board becomes vacant if the member:

a) Ceases to be a member of the Club;

b) Becomes an insolvent under Administration within the meaning of the Companies (Victoria) code;

c) Resigns their office by notice in writing given to the Secretary;

## **22. NOMINATION & ELECTION FOR THE BOARD**

22.1 Club members are eligible to be elected or appointed as a Board member if:

a) They are 18 years or over and not a paid employee of the Club.



- b) They are entitled to vote at a general meeting;
- c) Such person is nominated by the Frankston City Council pursuant to Rule 21.2(c)

## 22.2 Nominations of candidates for election as members of the Board shall be:

- a) By no later than 45 days prior to the date of the Annual General Meeting in each year, the Secretary must cause notice to be given of the closing date of nominations for the Board election by publication on the Clubs official website or other electronic media that is generally accessible by the public.
- b) Any person seeking election to the Board must adhere to the following procedure:
  - (i) the nominee candidate must obtain the Nomination Form applicable to the Board election from the Secretary and
  - (ii) the Nomination Form must be signed by 2 proposing members
    - i. the nominee candidate must sign the Nomination Form and certify they comply with the Board Eligibility Criteria.
    - ii. The Nomination Form must be received together with any ancillary documents prescribed on the Form, by the Secretary (or as otherwise prescribed by the Nomination Form) by 5.00pm on the day that is at least 30 days prior to the date set for the Annual General Meeting in the relevant year.
- c) Failure to lodge completed Nomination Form in the time prescribed will render the nomination null and void.

## 22.3 Director qualifications

A person is eligible for election to the office of Director only if:

- a) the person is an Ordinary Member of the Club and entitled to vote;
- b) the person is not prohibited from acting as a Director under the Corporations Act;
- c) the person has complied with the nomination procedure set out in clause 22.2
- d) the person satisfies any eligibility requirements for Directors of the Club as determined by the Board from time to time on the recommendation of the Independent Nominations Committee (**Director Eligibility Criteria**); and
- e) the person has not received any notice and is not aware of any circumstances which would cause him or her to be prohibited from acting as a Director including but not limited to the following

- (i) as required by the provisions of the *Liquor Control Reform Act 1998 (Vic)* as amended from time to time; or
- (ii) as required by Australian Securities & Investments Commission
- (iii) as required by any other legislation either State or Federal.

#### 22.4 Evaluation of candidates by Independent Nominations Committee

- a) Any correctly completed Nomination Form received by the prescribed closing date must be forwarded by the Secretary to the Independent Nominations Committee.
- b) If requested by the Independent Nominations Committee, each candidate must be available to attend an interview with members of the Independent Nominations Committee during business hours, not later than is at least 21 days prior to the date set for the Annual General Meeting in the relevant year.
  - i. Failure to attend an interview with the Independent Nominations Committee (if required) will render the nomination null and void.
  - ii. The Independent Nominations Committee will assess each candidate against the Director Eligibility Criteria.
  - iii. The Independent Nominations Committee will report to the Board on the suitability of each candidate for appointment as a Director and will make a recommendation in relation to each candidate as to whether the Board should endorse the candidate's nomination for election as a Director of the Club.
  - iv. The Independent Nominations Committee will be appointed by the Board and must be comprised of:
    - 1. the President
    - 2. 2 persons who are neither Board members nor members of the Club's Management and who the Board has determined are free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgement

22.5 If the number of nominations received is less than or equal than the number of vacancies to be filled, the persons nominated shall be deemed to be elected at the time of the Annual General Meeting.

22.6 If the number of nominations exceeds the number of vacancies to be filled, a secret ballot shall be held during the Annual General Meeting:

- a) If a secret ballot is required, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the secret ballot;

- b) The returning officer must not be a member nominated for the position;
  - c) Before the secret ballot is taken, each candidate may make a short speech in support their election;
  - d) The returning officer must give one blank piece of ballot paper to each member present in person and one blank piece of ballot paper for each proxy appointed to a member.
- 22.5 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.
- 22.6 If the ballot is for more than one position the voter must write on the ballot paper the name of each candidates for whom they wish to vote with the number of names not exceeding the vacant positions.
- 22.7 The returning officer shall collect and count the votes and declare as elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 22.8 If the returning officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must offer the candidates the opportunity to reach an agreement as to which one of those candidates is to be elected.
- 22.9 If no agreement is reached then the returning officer shall conduct a further ballot for the position to decide which candidate is to be elected.

### **23. DUTIES OF THE BOARD**

- 23.1 Each Board member must become familiar with these Rules and the Act as soon as practicable after being elected or appointed.
- 23.2 The Board is responsible for ensuring the Club complies with the Act and that individual members of the Board comply with these Rules.
- 23.3 The duty of the Board is to:
- a) Control and manage the business and affairs of the Club;
  - b) Exercise all such powers and functions outlined in these Rules;
  - c) Perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Club.
- 23.4 The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
- a) This power of delegation;

- b) A duty imposed on the Board by the Act or any other law.
- 23.5 The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- 23.6 The Board may, in writing, revoke a delegation wholly or in part.
- 23.7 Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association and for proper purpose with reasonable care and diligence.
- 23.8 Board members and former Board 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 Club (See Division 3 of Part 6 of the Act).

## **24. BOARD MEETINGS**

- 24.1 The Board shall meet at least once a month with reasonable notice given.
- 24.2 Five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 24.3 No business shall be transacted unless a quorum is present. If a quorum is not present the Board will wait 30 minutes for a quorum before adjourning the meeting to the same place, time and day in the following week.
- 24.4 At meetings of the Board the President or in their absence the Vice- President shall preside or if neither is present one of the remaining members of the Board as chosen by the members present shall preside.
- 24.5 Matters requiring a decision by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine:
  - a) each Board member present at a meeting is entitled to one vote;
  - b) in the event of a tied decision the person presiding over the meeting may exercise a second or casting vote;
  - c) Voting by proxy is not permitted.
- 24.6 Notice of each Board meeting shall be served on each member of the Board by delivering it to them at a reasonable time before the meeting.
- 24.7 A Board member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Board and must not be present while the matter is being considered at the meeting and must not vote on the matter. The remaining members must have a quorum for a vote to be taken otherwise the matter must be deferred.

- 24.8 A Board member not physically present at a committee meeting may be permitted to participate and vote 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.
- 24.9 The Board must ensure that minutes are taken and kept of each Board meeting and that they record:
- 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 by a member.

## **25. CIRCULATING RESOLUTIONS**

- 25.1 The Board may consider a resolution without a meeting being held, if all the Board members entitled to vote on the resolution sign a document containing a statement they vote 'yes' to support the resolution or 'no' to not support the resolution.
- 25.2 Separate copies of the resolution document may be used for signing by Board members, if the wording of the resolution and statement is identical in each copy.
- 25.3 The resolution is passed or not passed when the last Director signs to signify their voting decision.
- 25.4 Details of the process of the resolution and the Board decision must be recorded in Board minutes distributed to all Board Members and the CEO.

## **26. SECRETARY**

- 26.1 The Secretary must perform any duty or function required under these rules or specified under the Act.
- 26.2 The Secretary must:
- a) Maintain the register of members;
  - b) Keep custody of all books, documents and securities of the Club;
  - c) Provide members with access to the register of members, the minutes of general meetings and other books and documents.
- 26.3 The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

26.4 The Secretary of the Club shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present at committee meetings.

## **27. TREASURER**

27.1 The Treasurer must:

- a) Cause to receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
- b) Ensure all moneys received are paid into the account of the Club within 5 working days after receipt;
- c) Make any payments authorised by the Board or by a general meeting of the Club from the Clubs funds;
- d) Ensure accounts held by the Club have at least 2 Board members as signatories;
- e) Ensure the financial records of the Association are kept in accordance with the Act;
- f) Coordinate the preparation of the annual financial statements of the Club for submission to the Annual General Meeting

## **28. CHIEF EXECUTIVE OFFICER**

28.1 A Chief Executive Officer (CEO) of the Club shall be appointed by the Board for such period and such remuneration and conditions as the Board may determine.

28.2 The CEO shall cause to be kept all necessary and proper records of such meetings of the Club and its Sub-committees including a register of all documents signed under seal or on behalf of the Club and of all such other matters related to the management of the Club.

28.3 The CEO is responsible for the management of the business and affairs of the Club (including the conduct of the Licensed Operations) and is required to comply with and implement the policies and directions of the Board.

28.4 The CEO is not a member of the Board but is entitled to attend, speak and receive notice of all such meetings.

28.5 The CEO shall:

- a) develop a plan to implement the policies and directions of the Board;

- b) be responsible for the implementation of the policies and directions that are established or developed by the Board. In implementing such policies, the CEO will follow any directions or specific resolutions of the Board;
- c) be responsible for the carrying out on behalf of the Club of any duties required or appropriate to be carried out by the Club under the provisions of any applicable legislation;
- d) be responsible for ensuring correct accounts, reports and books showing the financial affairs of the Club are kept and maintained, including by doing so in accordance with applicable laws, accounting practices and other requirements;
- e) may call a Board meeting in case of urgent business;
- f) will arrange to receive and bank all moneys due to the Club and for the payments of all accounts and debts in the name of the Club;
- g) be responsible for ensuring there is kept a correct account of the receipts and expenditure of the Club and submit an extract thereof to the Board at each meeting;
- h) perform such other tasks, address such matters, and do such other things, as are reasonably required by the Board from time to time; and
- i). The Board may authorise the CEO to expend funds on behalf of the Club up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

## **29. NOTICES**

- 29.1 A notice may be served by or on behalf of the Club upon any member by:
  - a) Handing to the member personally
  - b) Sending it by post, or other electronic transmissions to the member at his address shown in the Register of Members.
- 29.2 Where a document is properly addressed, pre-paid and posted or transmitted by electronic means to a person the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post or electronic transmission.

## **30. RECORD KEEPING, ACCESS AND COMMON SEAL**

- 30.1 Records are to be kept by the secretary or treasurer in a system that is accessible by the Club.
- 30.2 Club Members may on request inspect free of charge the:

- a) Register of members
- b) Minutes of general meetings;
- c) Financial records, books, securities and any other relevant documents of the Club, including minutes of Board meetings.

30.3 The Board 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.

30.4 The Common Seal of the Club shall be kept in the custody of the Secretary.

30.5 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of the President or, and one other Officer of the Club.

### **31. SOURCE AND MANAGEMENT OF FUNDS**

31.1 The funds of the Club shall be derived from joining fees, annual subscriptions, donations, grants, trading surplus, fund-raising activities, partnerships ,interest and such other sources as the Board approves.

31.2 The Club must open accounts with a financial institution from which all expenditure of the Club is made and into which all Club revenue is deposited.

31.3 Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.

31.4 With the approval of the Board, the Secretary or Treasurer may maintain a cash float provided all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **32. TEAMS, COLOURS, COACH & MATCH COMMITTEE**

32.1 The colours of the Club shall be Black, Red and White and the uniform shall consist of a jersey, shorts and socks of those colours.

32.2 This uniform shall be worn at all matches. The design of the uniform shall be approved by the Board. The Board may approve an alternative jumper for a special occasion which may not be the colours as referred to in Clause 32.1.

32.3 The Match Committee shall consist of Senior Coach, and at least one member of the Board or co-opted adviser to the Board, and such other persons as the Coach may deem desirable. A member of the Match Committee shall attend each Board meeting.

32.4 A playing or non-playing Coach shall be appointed by the Board upon such terms and conditions as the Board may deem fit.



- 32.5 The Coach shall be responsible to the Board for the proper coaching and training of the football teams representing the Club with an aim to achieve the purpose of the Club.
- 32.6 The Captain or Vice Captain as required shall be appointed by the Match Committee. Such appointment shall be made not later than seven days preceding the opening match of the season. Should a vacancy occur in either of these positions, the Match Committee shall fill such vacancy within seven days in a like manner.
- 32.7 The Captain shall inform the Coach as soon as is practicable after the occurrence on the field of any act of disobedience, bad language or misconduct that may have an impact on the reputation of the Club. Any such matter shall be dealt with as the Board may determine.
- 32.8 All players to play in matches shall be chosen by the Match Committee. In the event of any player chosen to play in the match being absent, the members of the Match Committee present at the ground shall determine which player fills the vacancy.

### **33. LIQUOR LICENSING PROVISIONS**

- 33.1 No officer or servant of the Club may be paid or receive any amount by way of commission or allowance from the receipts of the Club for the supply of liquor.
- 33.2 Every visitor or group of visitors shall be accompanied by a member who shall enter the name and the particulars of the visitor(s) in the Visitors Book kept for the purpose of keeping records of guests when entering any of the Club premises. The behaviour of visitors shall be the responsibility for the member who introduced the visitor and the visitor shall only remain on the Club Premises only whilst accompanied by the introducing member.
- 33.3 The Board or a delegate of the Board has the right to exclude or evict any visitor or Member whose behaviour on the premises is or has at any time been considered by the Board or its delegate as objectionable or prejudicial to the interests of the Club.
- 33.4 The Board may determine the terms and conditions upon which visitors may be admitted to the premises of the Club, at any time or times and may vary those terms and conditions as decided by the Board, in all cases strictly in accordance with all applicable provisions of the Liquor Control Reform Act 1998.
- 33.5 A visitor may be denied entry to the Club Premises or be required to leave the Club Premises if the visitors conduct or presence on the Club premises has previously been or is considered to be objectionable or prejudicial to the interests of the Club.
- 33.6 The Board may on the application of a hirer appoint a member who shall declare the proposed function to be a special occasion and permit the hirer through the member to introduce as visitors to one or more premises or parts

of the Club such visitors as that hirer wishes to invite as guests for the period of such special occasion.

#### **34. SUPPLY OF LIQUOR**

- 34.1 Supply of liquor will be to patrons of the Club who are carrying identification whilst on the licensed premises.
- 34.2 All patrons must comply with any relevant Rules of the Club whilst on the licensed premises.
- 34.3 The supply of liquor by the Club shall be under the control of the Board which shall control the Club in good faith as a Club in an orderly manner and in compliance with all applicable provisions of the Liquor Control Reform Act 1998 as amended.
- 34.4 The office of a member of the Board may at the discretion of the Board become vacant if, in the reasonable opinion of the Board, that person's continuing to hold office as a member of the Board prejudices or may be likely to prejudice the Club's Liquor Licence under the Liquor Control Reform Act 1998.

#### **35. WINDING UP OR CANCELLATION OF THE CLUB**

- 35.1 The Club must have at least five members and proceedings to wind the Club up will be implemented if the number of members falls below five.
- 35.2 The Club may also be wound up voluntarily by special resolution.
- 35.3 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.
- 35.4 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.