



**Notice of Annual General Meeting
Frankston Football Club Incorporated
Registration Number: A0003774T**

Date of Meeting – 26 February 2025

In accordance with clause 16.5 of the Frankston Football Club Incorporated Constitution, notice is now given that the Annual General Meeting of the members of the Frankston Football Club Incorporated (**Club**) will be held on 26 February 2025 at the Frankston Football Club Clubrooms (Cnr Plowman Place & Young St, Frankston 3199) commencing at 6.45pm (**Meeting**).

A member of the Club may appoint another member of the Club as a proxy. The appointment of a proxy must be in writing and signed by the member making the appointment. This must be sent by post or electronically must be received by the Secretary of the Club no later than seven (7) days before commencement of the Meeting.

1. Business

1. Board Report, Financial Statements and Auditor's Report

To receive the Board Report of the general business of the Club, the Financial Statements and Independent Auditor's Report for the year ended 31 October 2024.

2. Election of Board members

To elect three (3) Board members to the Club in accordance with the Club's Constitution, being:

- a. Steven Finocchiaro, being a Board member of the Club (whose term in office expires at the conclusion of the Meeting), offers himself for re-election;
- b. Pippa Hanson, being a Board member of the Club (whose term in office expires at the conclusion of the Meeting), offers herself for re-election; and
- c. Jonathan Reichwald, being a Board member of the Club (whose term in office expires at the conclusion of the Meeting), offers himself for re-election.

Following the nominations process, the Club has not received any nominations for positions on the Board. In accordance with the constitution, the incumbent Board members that nominated for re-election will be declared re-elected without ballot.

3. Special Resolution – New Constitution

To consider and, if thought fit, to pass without amendment, the following special resolution:

"That, for the purposes of the Associations Incorporation Reform Act 2012 (Vic), the Club's constitution and for all other purposes, the members of the Club approve by special resolution the adoption of the document attached as the Annexure to the Notice as the Club's new constitution, in substitution for the Club's previous constitution (which is repealed), effective as and from the date of the Meeting."

4. Other Business

Any other business that has been brought forward in accordance with the Club's constitution.

2. Proxies

A member who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote on behalf of that member. To appoint a proxy, please complete the following Proxy Form:

I (name): _____

of (address): _____

appoint the following to act as my proxy at the Meeting (and any adjournment of that Meeting) to attend, vote and act generally on my behalf:

the Chairperson of the Meeting

OR

If you are NOT appointing the Chairperson of the Meeting as proxy, please write the full name and address of the person(s) you are appointing as proxy below.

Name (*proxy 1*): _____

Address: _____

Proportion of votes that
proxy 1 may exercise: _____

Signed: _____

Date

/ /

Note, the Chairperson of the Meeting will vote undirected proxies on, and in favour of, the Resolution.

To be effective, the Secretary of the Club must receive a completed Proxy Form and, if the form is signed by the Member's attorney, the authority under which a Proxy Form is signed must either already be lodged with the Club or a certified copy of the authority must otherwise be provided to the Secretary of the Club, with the proxy, by no later than 48 hours prior to the scheduled start time for the Meeting.

Proxies must be lodged with the Secretary of the Club, Jonathan Reichwald:

BY EMAIL - secretary@frankstonfc.com.au

Dated 5 February 2025

By order of the Board

Jonathan Reichwald
Secretary
Frankston Football Club Incorporated

Annexure – New Constitution

(Attached as a separate document)



FRANKSTON
FOOTBALL CLUB
EST. 1887

Frankston Football Club Incorporated

Registration Number: A0003774T

Constitution

[16 January 2025 - Draft]

1. NAME

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

2. PURPOSE

- a. The Purpose of the Club is to:
 - i. encourage and promote Australian Football by holding a license to field team/s in the Victorian Football League (VFL) men’s competition;
 - ii. encourage and promote Australian Football by fielding women’s team/s in the highest competition possible;
 - iii. encourage people to train, compete and participate in Australian Football and abide by the rules of the competition as administered by the Australian Football League;
 - iv. provide facilities, administration and staff to support the team/s to ensure the Club is stable and sustainable; and
 - v. promote the game in the best interests of the community and in the interests of the sport generally.
- b. The income and property of the Club shall be used and applied solely in promotion of its purposes.

3. DEFINITIONS

- a. In these Rules:
 - i. **Annual Subscription** means the sum of money as determined by the Club in accordance with rule 7;
 - ii. **Australian Football** means the football game defined in the “Laws of Australian Football” published by the Australian Football League;
 - iii. **Australian Football League** means Australian Football League ACN 004 155 211;
 - iv. **Board** means the Board of management of the Club;
 - v. **Business Days** means a day on which banks are open for business in Melbourne, other than a Saturday, Sunday or public holiday in Melbourne;
 - vi. **Code of Conduct** means any code of conduct approved by the Board from time to time for the purposes of establishing behavioural standards and expectations of persons involved in the activities of the Club, including, but not limited to, Members, guests of Members, the Board, employees and volunteers.

- vii. **Financial Year** means the period of 12 months commencing the 1st November and ending on the 31st October in the following year;
- viii. **general meeting** means a general meeting of members convened in accordance with these Rules;
- ix. **Member** means a member of the Club as outlined in rule 6;
- x. **Senior Coach** means the head Australian Football coach of the Club's men's team;
- xi. **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;
- xii. **The Act** means the *Associations Incorporation Reform Act 2012 (Vic)*;
- xiii. **The Liquor Control Reform Act** means the *Liquor Control Reform Act 1998 (Vic)* (as amended);
- xiv. **The Regulations** means regulations under the Act; and
- xv. words or expressions shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984 (Vic)* and other acts in force at the time.

4. POWERS OF THE CLUB

- a. The Club is a not-for-profit organisation and must not distribute any surplus, income or assets directly or indirectly to its Members.
- b. Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes including to:
 - i. acquire, hold and dispose of real or personal property;
 - ii. open and operate accounts with financial institutions;
 - iii. invest its money in any security in which trust monies may lawfully be invested;
 - iv. raise and borrow money on any terms and in any manner as it thinks fit;
 - v. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - vi. appoint agents to transact business on its behalf;
 - vii. build, erect, maintain or improve any premise or building of the Club;
 - viii. accept donations and gifts to assist with the purpose of the Club;
 - ix. print and publish any materials for promotion of the Club;

- x. provide prizes and gifts to assist with the purpose of the Club;
- xi. enter into any other contract it considers necessary or desirable;
- xii. conduct licensed premises to provide social facilities and events for Members, their guests and visitors; and
- xiii. manage, or oversee the management, of the Club's function room facilities.

5. APPLICATION FOR MEMBERSHIP

- a. Membership is open to persons who support the purposes of the Club and is approved for membership as provided in this Constitution.
- b. The Secretary shall (with as little delay as possible) consider all membership applications and approve or reject the nomination.
- c. 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.
- d. A right, privilege, or obligation of a person by reason of Club membership:
 - i. is not capable of being transferred or transmitted to another person; and
 - ii. terminates upon the cessation of his membership whether by death or resignation or otherwise.

6. CATEGORIES OF MEMBERSHIP

- a. Ordinary Members:
 - i. are persons applying for membership who are over 18 years of age who pay the Annual Subscription; and
 - ii. have all the general rights of Members as outlined in rule 9.
- b. Foundation Members:
 - i. 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;
 - ii. 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 Financial Year when the renewal of that Foundation Members' membership will be subject to the payment of an annual subscription applicable to an Ordinary Member; and
 - iii. have all the general rights of Members outlined in rule 9.

c. Playing Members:

- i. are persons who are registered as players and playing with a team fielded by the Club in any competition;
- ii. may be exempted from the payment of the Annual Subscription at the discretion of the Board;
- iii. agree to be bound by and observe the by-laws, regulations, rules, permit rules and directions of the Australian Football League enacted or from time to time enacted; and
- iv. have all the general rights of Members outlined in rule 9.

d. Honorary Life Members:

- i. are those persons which the Board has determined are eligible for, and granted membership as, an Honorary Life Member of the Club;
- ii. must be:
 - (1) a person who has played 150 games or completed 10 years continuous playing service with the Club's football teams;
 - (2) a person who has rendered non-playing service to the Club during a continuous period of not less than 10 years; or
 - (3) a person who has otherwise rendered significant and outstanding non-playing service to the Club;
- iii. are exempt from payment of the Annual Subscription for life or until they cease to be a member of the Club; and
- iv. have all the general rights of Members outlined in rule 9.

e. Junior Members:

- i. are Members of the Club who are 15 years old or under at the time of their membership application;
- ii. are not charged the Annual Subscription but shall have their names recorded in the register as Junior Members; and
- iii. 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 outlined in rule 9.

f. Upon application for membership and by paying or agreeing to pay the Annual Subscription fee, the applicant warrants and confirms that:

- i. other than in respect to a Junior Member, upon election to membership as a Member, the applicant is over 18 years of age;

- ii. the applicant agrees to be bound by these Rules and the Code of Conduct; and
- iii. the applicant does not apply for membership as a nominee or trustee of any other person.

7. ANNUAL SUBSCRIPTION

- a. 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 as outlined in rule 7.b.
- b. Membership shall be for a period of one Financial Year.

8. REGISTER OF MEMBERS

- a. The Secretary shall keep and maintain a register of members in which shall be entered the member's full name, type of membership, phone number, address for notification (which may be electronic) and initial date of commencement of membership.
- b. 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.
- c. The register of members shall be available for inspection by members at the business address of the Club.

9. GENERAL RIGHTS OF MEMBERS

- a. A Member is entitled to vote at a general meeting if:
 - i. the Member is not a Junior Member;
 - ii. is not in arrears in respect of any Annual Subscription payable to the Club by the Member;
 - iii. the Member is over 18 at the time of the general meeting;
 - iv. in the case of an annual general meeting, the member was a Member in accordance with rule 6, other than a Junior Member, in respect of the Financial Year for which the annual general meeting is being held;
 - v. more than 21 days have passed since they became a Member; and
 - vi. the Member's membership rights are not suspended for any reason.
- b. A Member who is entitled to vote in accordance with rule 9.a has the right to:
 - i. receive notices of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules;
 - ii. submit items of business for consideration at a general meeting;

- iii. attend and be heard at general meetings;
 - iv. vote at a general meeting;
 - v. have access to the minutes of general meetings; and
 - vi. be nominated for and if elected, hold office as a member of the Board in the manner and time prescribed by these Rules.
- c. If a Member holds more than one membership of the Club, for the purposes of voting, the Member will only have one vote at any general meeting of the Club.

10. RESIGNATION AND EXPULSION OF MEMBER

- a. The membership of a person ceases on resignation, expulsion or death.
- b. A Member who has paid all moneys due and payable by them may resign from the Club, with their resignation being effective immediately when the Secretary is notified of their intention to resign.
- c. Members shall comply with these Rules and the Code of Conduct and engagement in any personal activity that may by their action bring the Club into disrepute may result in disciplinary action or expulsion.
- d. 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

- a. The Club may take disciplinary action against a Member if it is determined the Member:
 - i. has failed to comply with these Rules or the Code of Conduct;
 - ii. refuses to support the purposes of the Club; and
 - iii. has engaged in conduct prejudicial to the interests of the Club.
- b. 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:
 - i. may be Members or anyone else suitably qualified and experienced; and
 - ii. must not be biased against, or in favour of, the Member concerned.
- c. Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - i. stating the Club proposes to take disciplinary action against the Member;

- ii. stating the grounds for the proposed disciplinary action;
 - iii. specifying the date, place and time of the disciplinary meeting at which the disciplinary subcommittee intends to consider the disciplinary action;
 - iv. 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; and
 - v. setting out the Member's appeal rights under rule 12.
- d. 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.
- e. At the disciplinary meeting, the disciplinary subcommittee must:
- i. give the Member an opportunity to be heard; and
 - ii. consider any written statement submitted by the Member.
- f. After conducting the disciplinary meeting, the disciplinary subcommittee may take one of the following actions:
- i. take no further action against the Member;
 - ii. reprimand the Member;
 - iii. suspend the membership rights of the member for a specified period; or
 - iv. expel the Member from the Club.
- g. 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

- a. 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.
- b. 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.
- c. If a person has given notice under rule 12.b 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.
- d. Notice of the disciplinary appeal meeting must be given to each Board member of the Club as soon as practicable and must:

- i. specify the date, time and place of the meeting to consider the appeal;
 - ii. state the name of the person against whom the disciplinary action has been taken; and
 - iii. 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.
- e. 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

- a. At a disciplinary appeal meeting:
 - i. no business other than matters of the appeal may be conducted;
 - ii. the Board must state grounds for suspending or expelling the Member; and
 - iii. 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.
- b. After complying with rule 13.a, 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.
- c. A Board member may not vote by proxy at the meeting.
- d. The decision is upheld if a majority of the Board members voting at the meeting vote in favour of the decision.

14. GRIEVANCES

- a. Grievances shall be said to occur when there is a dispute between:
 - i. a Member and another Member;
 - ii. a Member and the Board; and
 - iii. a Member and the Club.
- b. 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.
- c. The parties involved in a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to their attention.

- d. If the parties are unable to resolve the dispute between themselves within the time required by rule 14.c, the parties must within 10 days:
 - i. notify the Board of the dispute;
 - ii. agree to or request the appointment of a mediator; and
 - iii. attempt in good faith to settle the dispute by mediation.
- e. The mediator must be a person chosen by agreement between the parties or in the absence of agreement:
 - i. if the dispute is between a Member and another Member then the mediator is to be appointed by the Board; and
 - ii. 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.
- f. A mediator appointed by the Board may be Board members, Members, or anyone else but in any case, must not be a person who:
 - i. has a personal interest in the dispute; and
 - ii. is biased in favour of or against any party.

15. MEDIATION

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

- a. The Club shall convene an annual general meeting of its Members within 4 months of the end of each Financial Year.
- b. The annual general meeting shall be held on such day as the Board determines.
- c. The annual general meeting shall be specified as such in the notice convening it.

- d. The Secretary of the Board shall, at least 14 days before the date, or at least 21 days before the date if a special resolution is to be proposed at the meeting, cause to be sent to each Member 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 these Rules.
- e. The notice shall state the member may appoint another Member as a proxy for the meeting.
- f. If a special resolution is to be proposed the notice must state the intention to propose a special resolution.
- g. A Member who is eligible to vote at the annual general meeting in accordance with these Rules and desires 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

- a. The ordinary business of the annual general meeting shall be to:
 - i. confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - ii. elect members of the Board to any vacant positions on the Board;
 - iii. confirm variance to the amounts (if any) of the annual subscription and joining fee;
 - iv. receive and consider the annual report of the Board on the activities of the Club during the preceding financial year; and
 - v. receive and consider the financial statements of the Club for the preceding Financial Year.
- b. Annual general meetings may also be used for the business of a special resolution which may include;
 - i. changes to the Constitution; and
 - ii. removal of any member of the Board before the expiration of their term of office and the appointment of another Member in their stead.
- c. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- d. No item of business shall be transacted at a general meeting unless a quorum of 10 Members personally present and entitled under these Rules to vote are present during the time when the meeting is considering that item.

- e. 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).
- f. 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.
- g. The President or in their absence, the Vice-President, shall preside as Chairperson at the annual general meeting of the Club.
- h. 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

- a. 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.
- b. 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

- a. All general meetings other than the annual general meeting shall be called a special general meeting.
- b. The Board shall convene a special general meeting:
 - i. at any time they see fit to do so; and
 - ii. when more than 15 months would lapse between annual general meetings.
- c. Members may request a special general meeting if not less than 25% of the total number of Members entitled to vote submit a requisition in writing to do so.
- d. 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.
- e. The meeting shall be convened in the same manner as the annual general meeting.
- f. 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.

- g. 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.

20. VOTING AT A GENERAL MEETING

- a. A Member is entitled to vote at a general meeting if they satisfy the requirements in rule 9.a.
- b. A Member may appoint another Member as their proxy to vote and speak on their behalf at a general meeting.
- c. The appointment of a proxy must be in writing and signed by the Member making the appointment and given to the Chairperson of the meeting before or at the commencement of the meeting.
- d. A form appointing a proxy sent by post or electronically must be received by the Secretary no later than 7 days before commencement of the meeting.
- e. 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.
- f. 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.
- g. 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.
- h. A Member entitled to vote has one personal vote.
- i. 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.
- j. If a poll is demanded on any question by not less than 10 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

- a. The affairs of the Club shall be managed by a Board.
- b. The Board shall not consist of more than 7 people.
- c. At each annual general meeting, 3 Board members must retire from office.

- d. The 3 Board members who have been longest in office since his or her most recent election will comprise the Board members who must retire pursuant to rule 21.c.
- e. 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 in accordance with rule 21.c, should agreement not be reached as to which Board member/s shall retire, then the decision on who will retire in accordance with 21.c will be reached by the drawing of lots.
- f. The retiring Board members shall be eligible for re-election at the annual general meeting or a special general meeting convened for that purpose.
- g. Any Board member appointed to fill a casual vacancy pursuant to rule 21.h is not to be taken into account in determining the number of Board members who are to retire by rotation.
- h. In the event of a casual vacancy occurring on the Board, the Board may appoint an eligible Member pursuant to rule 23.a to fill the vacancy and the Member so appointed shall hold office until the next annual general meeting at which time they must nominate for re-election.
- i. 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 and not count toward the makeup of the Board as outlined in 21.b.
- j. Co-opted advisers to the Board shall have a term of 12 months from the date of appointment.
- k. At the discretion of the Board, any member of the Board, including co-opted advisers to the Board, absent for three consecutive Board meetings will be deemed to have relinquished their position on the Board.
- l. A position on the Board occupied by a sitting Board member becomes immediately vacant if that Board member:
 - i. ceases to be a Member;
 - ii. is convicted of any indictable offence;
 - iii. is found, under a process contained in these Rules or the Code of Conduct, to have breached in a material manner a provision of these Rules, the Code of Conduct or any other rules or regulations of the Club;
 - iv. becomes bankrupt; and
 - v. resigns their position by notice in writing given to the Board and with such notice being acknowledged as received by the Secretary.
- m. The Board may resolve to remove a Board member from the Board of the Club if:

- i. the Board is reasonably satisfied that the relevant Board member has breached his or her duties and obligations in these Rules or at law; and
 - ii. the Board is reasonably satisfied that the relevant Board member has engaged in a breach of the Code of Conduct.
- n. Any resolution to remove a Board member from the Board must be unanimous and is subject to the rules in relation to voting at Board meetings contained in rule 27.

22. EXECUTIVE

- a. The Board shall annually elect the following officers of the Board (who may already hold the office and be re-elected) within 1 week of the annual general meeting:
 - i. President;
 - ii. Vice President;
 - iii. Treasurer; and
 - iv. Secretary.
- b. The four officers of the Board must be Board members at the time of his or her election in accordance with rule 22.a.
- c. The four officers of the Board elected in accordance with rule 22.a shall be known as the Executive.
- d. The Executive may meet as required to ensure the proper administration of the Club.
- e. A member of the Executive may resign his or her position by notice in writing given to the Board, with such notice being acknowledged as received by the Secretary.

23. NOMINATION FOR THE BOARD

- a. Members are eligible to be elected or appointed as a Board member if:
 - i. they are 18 years or over;
 - ii. they have been a member of the Club for a period of 3 years or more;
 - iii. they satisfy the requirements outlined in rule 9.a; and
 - iv. they are not a paid employee of the Club.
- b. By no later than 45 days prior to the date of the annual general meeting, the Secretary must cause notice to be given of the closing date of nominations for the Board election by publication on the Club's official website or other means that is generally accessible by the public.

- c. Any person seeking election to the Board must adhere to the following procedure:
 - i. The nominee candidate must obtain the relevant nomination form applicable to the Board election from the Secretary (**Nomination Form**).
 - ii. The Nomination Form must be signed by 2 Members who satisfy the requirements outlined in rule 9.a.
 - iii. The nominee candidate must sign the Nomination Form and certify they comply with rule 23.a of these Rules.
 - iv. The Nomination Form must be received together with any ancillary documents prescribed in the Nomination 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 relevant annual general meeting.
 - v. Failure to lodge completed Nomination Form in the time prescribed will render the nomination null and void.

24. NOMINATIONS COMMITTEE

- a. The nominations committee of the Club comprises of:
 - i. the President of the Club;
 - ii. the Secretary of the Club; and
 - iii. one Member who is neither a member of the Board, or employed by the Club and who the Board has determined is 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 whilst performing their duties on the nominations committee.
- b. Any correctly completed Nomination Form received by the prescribed closing date must be forwarded by the Secretary to the nominations committee.
- c. If requested by the nominations committee, each candidate must be available to attend an interview with members of the nominations committee, not later than is at least 21 days prior to the date set for the relevant annual general meeting.
- d. Failure to attend an interview with the nominations committee as per rule 24.c will render the nomination null and void.
- e. The nominations committee will report to the Board on the suitability of each candidate for nomination for election as a Board member 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 Board member of the Club.

25. ELECTION OF BOARD MEMBERS

- a. If, after consideration of the suitability of each candidate for nomination for election as a Board member in accordance with rule 24.e, the number of nominations endorsed by the Board for election to the Board is less than or equal than the number of vacancies to be filled on the Board at the time of the relevant annual general meeting, the persons nominated shall be deemed to be elected at the relevant annual general meeting.
- b. If, after consideration of the suitability of each candidate for nomination for election as a Board member in accordance with rule 24.e, the number of nominations endorsed by the Board for election to the Board exceeds the number of vacancies to be filled on the Board at the time of relevant annual general meeting, a secret ballot shall be held during the annual general meeting.
- c. If a secret ballot is required:
 - i. the Chairperson of the meeting must appoint a Member to act as returning officer to conduct the secret ballot;
 - ii. the returning officer must not be a candidate nominated for the position;
 - iii. before the secret ballot is taken, each candidate may make a short speech in support of their election;
 - iv. 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;
 - v. and 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;
 - vi. and the ballot is for more than one position, the voter must write on the ballot paper the name of each candidate for whom they wish to vote with the number of names not exceeding the vacant positions;
 - vii. 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;
 - viii. and 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; and
 - ix. and no agreement is reached, then the returning officer shall conduct a further ballot for the position to decide which candidate is to be elected.

26. DUTIES OF THE BOARD

- a. Each Board member must become familiar with these Rules and the Act as soon as practicable after being elected or appointed.

- b. The Board is responsible for ensuring the Club complies with the Act and that individual members of the Board comply with these Rules.
- c. The duty of the Board is to:
 - i. control and manage the business and affairs of the Club;
 - ii. exercise all such powers and functions outlined in these Rules; and
 - iii. 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.
- d. The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than:
 - i. this power of delegation; and
 - ii. a duty imposed on the Board by the Act or any other law.
- e. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- f. The Board may, in writing, revoke a delegation wholly or in part.
- g. Board members must exercise their powers and discharge their duties in good faith in the best interests of the Club and for proper purpose with reasonable care and diligence.
- h. 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).

27. BOARD MEETINGS

- a. The Board shall meet at least once a month with reasonable notice given.
- b. Five members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- c. 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.
- d. At meetings of the Board the President or in his or her 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.
- e. Matters requiring a decision by the Board shall be determined on a show of hands or, if demanded by a Board member, by a poll taken in such manner as the person presiding at the meeting may determine.

- f. Each Board member present at a meeting is entitled to one vote.
- g. In the event of a tied decision, the person presiding over the meeting may exercise a second or casting vote.
- h. Voting by proxy is not permitted.
- i. 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.
- j. A Board member who:
 - i. has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board; or
 - ii. is the subject of a matter being considered at a Board meeting,

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.
- k. Rule 27.j does not apply to the Board considering matters relating to the election of the Executive in accordance with rule 22.a.
- l. A Board member not physically present at a meeting of the Board may be permitted to participate and vote in the meeting by the use of technology that allows that Board member, and the Board members present at the meeting, to clearly and simultaneously communicate with each other.
- m. The Board must ensure that minutes are taken and kept of each Board meeting and that they record:
 - i. the names of the persons in attendance at the meeting;
 - ii. the business considered at the meeting;
 - iii. any resolution on which a vote is taken and the result of the vote; and
 - iv. any material personal interest disclosed by a member of the Board.

28. CIRCULATING RESOLUTION

- a. The Board may pass a resolution without a meeting being held, if the majority of Board members entitled to vote on the resolution sign a document containing a statement they support.
- b. 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.
- c. A fully signed copy of the resolution document must be forwarded by the Secretary to the Board as soon as practicable after the circular resolution is passed.

29. SECRETARY

- a. The Secretary must perform any duty or function required under this Constitution or specified under the Act.
- b. The Secretary may, in writing, delegate any duty or function required under this Constitution or specified under the Act to any employee or volunteer of the Club.
- c. The Secretary must:
 - i. maintain the register of Members;
 - ii. keep custody of all books, documents and securities of the Club; and
 - iii. provide Members with access to the register of members, the minutes of general meetings and other books and documents.
- d. The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.
- e. 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 these Board meetings.

30. TREASURER

- a. The Treasurer must:
 - i. present periodic financial statements of the Club for consideration by the Board;
 - ii. cause to receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
 - iii. ensure all moneys received are paid into the account of the Club within 5 Business Days after receipt;
 - iv. make any payments authorised by the Board or by a general meeting of the Club from the Clubs funds;

- v. ensure accounts held by the Club have at least 2 Board members as signatories;
 - vi. ensure the financial records of the Club are kept in accordance with the Act; and
 - vii. coordinate the preparation of the annual financial statements of the Club for submission to the annual general meeting.
- b. The Treasurer may, in writing, delegate any duty or function required under these Rules or specified under the Act to any employee or volunteer of the Club.

31. GENERAL MANAGER

- a. A General Manager of the Club may be appointed by the Board for such period and such remuneration and conditions as the Board may determine.
- b. The General Manager 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.
- c. The General Manager 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.
- d. The General Manager is not a member of the Board but may attend Board meetings at the discretion of the Board.
- e. The General Manager shall:
 - i. develop a plan to implement the policies and directions of the Board;
 - ii. be responsible for the implementation of the policies and directions that are established or developed by the Board. In implementing such policies, the General Manager will follow any directions or specific resolutions of the Board;
 - iii. 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;
 - iv. 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;
 - v. may request a Board meeting via the Secretary in case of urgent business;
 - vi. 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;

- vii. 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;
- viii. perform such other tasks, address such matters, and do such other things, as are reasonably required by the Board from time to time; and
- ix. the Board may authorise the General Manager 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.

32. NOTICES

- a. A notice may be served by or on behalf of the Club upon any Member by:
 - i. handing to the Member personally; or
 - ii. sending it by post, or email to the Member at his address shown in the Register of Members.
- b. Where a document is properly addressed, pre-paid and posted or transmitted by email 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.

33. RECORD KEEPING, ACCESS AND COMMON SEAL

- a. Records are to be kept by the Secretary or Treasurer in a system that is accessible by the Club.
- b. A Member may, on reasonable notice, request to inspect the:
 - i. Register of Members;
 - ii. minutes of general meetings; and
 - iii. financial records, books, securities and any other relevant documents of the Club, including minutes of Board meetings.
- c. 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.
- d. The Common Seal of the Club shall be kept in the custody of the Secretary.
- e. 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 and the Secretary of the Club.

34. SOURCE AND MANAGEMENT OF FUNDS

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

35. TEAMS, COLOURS, COACH & MATCH COMMITTEE

- a. 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.
- b. This uniform shall be worn at all matches.
- c. The Board may approve an alternative jumper for a special occasion which may not be the colours as referred to in rule 35.a.
- d. The match committee shall consist of whomever the Senior Coach so desires (**Match Committee**).
- e. The Senior Coach shall be appointed by the Board upon such terms and conditions as the Board may deem fit.
- f. 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.

36. LIQUOR LICENSING PROVISIONS

- a. 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.
- b. The Board may determine the terms and conditions upon which patrons 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.
- c. A patron may be denied entry to the premises of the Club or be required to leave the premises of the Club if the visitors' conduct or presence on the premises of the Club has previously been or is considered to be objectionable or prejudicial to the interests of the Club.

37. SUPPLY OF LIQUOR

- a. Supply of liquor will be to patrons of the Club who are carrying identification whilst on the licensed premises.
- b. All patrons must comply with any relevant rules of the Club whilst on the licensed premises, including the Code of Conduct.
- c. 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, as amended.
- d. 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.

38. INDEMNITY

- a. Subject to these Rules, a Board member shall not be personally liable for any claims, loss or damage arising out of, or in relation to, his or her performance or non-performance of his or her duties and obligations as a Board member of the Club, unless the claims, loss or damage is due to that Board member's fraud and/or wilful misconduct.
- b. Each Board member appointed pursuant to these Rules shall be indemnified by the Club against all claims, loss and damage arising from the proper exercise of his or her duties and obligations as a Board member of the Club, unless the claims, loss or damage is due to that Board member's fraud and/or wilful misconduct.

39. WINDING UP OR CANCELLATION OF THE CLUB

- a. The Club must have at least 5 Members and proceedings to wind the Club up will be implemented if the number of Members falls below 5.
- b. The Club may also be wound up voluntarily by special resolution.
- c. 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.
- d. 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.