

**HURSTBRIDGE FOOTBALL & NETBALL CLUB INCORPORATED**  
**ASSOCIATION RULES**

*RATIFIED 25/02/2015*

**Associations Incorporation Reform Regulations 2012**

**Part 3**

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# Rules for the Hurstbridge Football & Netball Club Incorporated Association

## Note

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

## *PART 1—PRELIMINARY*

### 1. Name

The name of the incorporated association is "HURSTBRIDGE FOOTBALL & NETBALL CLUB Incorporated" hereafter to be referred to as the Club.  
Certificate Number A0009199Y

#### Note

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

### 2. Purposes and Objectives

- (1) The purposes and objective of the Club are:
- (a) to play sporting competitions, fielding senior, reserves and under age teams as determined by and in accordance with the necessary registration requirements of the affiliated leagues, associations and the club.
  - (b) to promote, develop and encourage Australian Rules Football and Netball within the community.
  - (c) to contribute to the community by delivering sustainable community developments, relations and sporting programs with the ultimate aim to grow, protect, preserve and promote the Club's history and traditions.
  - (d) to deliver ongoing and enhanced profitability each year which will further strengthen the Club's financial position to ensure a sustainable future.

### 3. Financial year

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

### 4. Definitions

In these Rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***associate member*** means a member referred to in rule 12(1);

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 40;

***Committee*** means the Committee having management of the business of the Club;

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

*committee member* means a member of the Committee elected or appointed under Division 3 of Part 5;

*disciplinary meeting* means a meeting of the Committee convened for the purposes of rule 20(1);

*disciplinary subcommittee* means the subcommittee appointed under rule 18;

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

*general meeting* means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

*member* means a member of the Club;

*member entitled to vote* means a member who under rule 14(2) is entitled to vote at a general meeting;

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

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

*the Registrar* means the Registrar of Incorporated Club.

## ***PART 2—POWERS OF CLUB***

### **5. Powers of Club**

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

### **6. Not for profit organisation**

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Subrule (1) does not prevent the Club from paying a member—
  - (a) Reimbursement for expenses properly incurred by the member; or
  - (b) For goods or services provided by the member— if this is done in good faith on terms no more favourable than if the member was not a member.

#### **Note**

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

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

### ***Division 1—Membership***

#### **7. Minimum number of members**

The Club must have at least 5 members.

#### **8. Who is eligible to be a member**

Any person who supports the purposes and objectives of the Club is eligible for membership.

To apply for membership approach a committee member.

## 9. Application for membership

- (1) To apply to become a member of the Club approach a committee member and state verbally that the person—
  - (a) wishes to become a member of the Club; and
  - (b) supports the purposes and objectives of the Club; and
  - (c) agrees to comply with these Rules.
- (2) The application—
  - (a) may be accompanied by a joining fee.

### Note

The joining fee is the fee determined by the Club under rule 13.

## 10. Consideration of membership

- (1) The committee member grants provisional membership.
- (2) Any objections to a person's membership must be raised soon as practicable after a membership is received, the executive committee may accept or reject the membership.
- (3) No reason need be given for the rejection of an application.
- (4) Any fees payed must be returned.
- (5) Life membership may be awarded after a **unanimous** vote is passed by the executive committee and one of the following conditions are met—
  - (a) a period of 10 years unpaid service to the club not including playing records; or
  - (b) 15 years paid service to the club; or
  - (c) 15 years open age playing career; or
  - (d) 250 club open age club games.

### Note

Eligibility for life membership does not automatically entitle the person to life membership.

## 11. New membership

- (1) If an application for membership is approved by the Executive Committee Member—
  - (a) the Secretary must, as soon as practicable, enter the name, address and email of the new member, in the register of members.
- (2) A person becomes a member of the Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, on which—
  - (a) the person pays the joining fee.

## **12. Associate members**

- (1) Associate members of the Club include—
  - (a) either a parent or guardian of an underage registered member who pays the prescribed additional registration fee as set by the Junior Sub Committee.

## **13. Annual subscription and fee on joining**

- (1) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or
  - (b) a fixed amount determined from time to time by the Club.
- (2) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## **14. General rights of members**

- (1) Club membership shall consist of the following categories:
    - (a) Life Members shall be—
      - (i) those members subject to clause 10.
    - (b) Fully paid financial members shall be—
      - (i) those members who have paid the prescribed fee as per clause 13.1; or
      - (ii) a financial sponsor.
    - (c) Associate members shall be—
      - (i) either a parent or guardian of an underage registered member who pays the prescribed additional registration fee as set by the Junior Sub Committee.
    - (d) Under age registered members shall be—
      - (i) all under age financial players.
  - (2) A member of the Club who is entitled to vote has the right—
    - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by Rule 66; and
    - (b) to submit items of business for consideration at a general meeting; and
    - (c) to attend and be heard at general meetings; and
    - (d) to vote at a general meeting; and
    - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 67.
  - (3) The following members are entitled to vote as long as the member's membership rights are not suspended for any reason—
    - (a) Life Members.
    - (b) Fully paid financial members.
    - (c) Associate members.
-



## **15. Ceasing membership**

- (1) The membership of a person ceases when un-financial, expulsion or death.
- (2) A member is taken to have ceased membership if—
  - (a) the member's annual subscription is more than 12 months in arrears; or
  - (b) un-financial
  - (c) expulsion
  - (d) death

## **16. Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the address for notice last given by the member;
    - (iii) if the member is an associate member, a note to that effect;
    - (iv) any other information determined by the Committee.

### *Division 2—Disciplinary action*

## **17. Grounds for taking disciplinary action**

- (1) The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—
  - (a) has failed to comply with these Rules; or
  - (b) refuses to support the purposes of the Club; or
  - (c) has engaged in conduct prejudicial to the Club.

## **18. Disciplinary subcommittee**

- (1) If the executive committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the executive committee will hear the matter and determine what action, if any, to take against the member.
- (2) The members of the executive committee —
  - (a) must not be biased against, or in favour of, the member concerned.

## **19. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Club proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the executive committee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the executive committee at that meeting;
    - (ii) give a written statement to the executive committee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no later than 14 days, before the disciplinary meeting is held.

## **20. Decision of executive committee**

- (1) At the disciplinary meeting, the executive committee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the executive committee may—
  - (a) take no further action against the member; or
  - (b) subject to sub rule (3)—
    - (i) reprimand the member; or
    - (ii) may be subject to financial reimbursement; or
    - (iii) suspend the membership rights of the member for a specified period; or
    - (iv) expel the member from the Club.
- (3) The suspension of membership rights or the expulsion of a member by the executive committee under this rule takes effect immediately after the vote is passed.

### *Division 3—Grievance procedure*

#### **21. Application**

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

#### **22. Mediation process**

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

#### **23. Failure to resolve dispute by mediation**

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

## ***PART 4—GENERAL MEETINGS OF THE ASSOCIATION***

### **24. Annual general meetings**

- (1) The Committee must convene an annual general meeting of the Club to be held within 3 months after the end of each financial year.
- (2) The Committee may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows—
  - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - (ii) the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
- (4) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

### **25. Special general meetings**

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 27 may be conducted at the meeting.

#### **Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 27 and the majority of members at the meeting agree.

## **26. Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 20 financial members.
- (2) A request for a special general meeting must—
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3)—
  - (a) must be held within 1 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

## **27. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 26(3), the members convening the meeting) must give to each member of the Club—
  - (a) at least 14 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 7 days' notice of a general meeting in any other case.
  - (c) by means listed under 66(1).
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
    - (iii) comply with rule 26(2).

## **28. Proxies**

- (1) There will be no proxy votes.

## **29. Use of technology**

- (1) There will be no use of technology for voting or participation in an AGM or SGM.

## **30. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically) of 20+ members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 26—the meeting must be dissolved;
    - (i) The quorum for a special general meeting convened by, or at the request of, members is the presence (physically) of 20+ members entitled to vote.

### **Note**

If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 26.

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

## **31. Adjournment of general meeting**

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

### **Example**

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

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 27.

### **32. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) In the event of two or more nomination for an executive committee position there shall be—
  - (a) two impartial scrutineers to be appointed; and
  - (b) a secret ballot conducted; and
  - (c) a simple majority vote in order.

### **33. Special resolutions**

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

#### **Note**

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

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

### **34. Determining whether resolution carried**

- (1) The Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

### **35. Minutes of general meeting**

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

## ***PART 5—COMMITTEE***

### ***Division 1—Powers of Committee***

### **36. Role and powers**

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

### **37. Delegation**

- (1) The executive committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.
  - (c) Provided that it shall at all time to review or revoke any action of the committee, a subcommittee or staff.
- (2) The delegation may be in writing and may be subject to the conditions and limitations the executive committee considers appropriate.



- (3) The executive committee may, in writing, revoke a delegation wholly or in part.
- (4) The executive committee must delegate the following responsibilities-
  - (a) advertising and appointment of senior coaches on or before the 30<sup>th</sup> September, so as to act within the best interest of the Club, subject to suitable applicants.
- (5) The executive committee may delegate the following responsibilities-
  - (a) the appointment of a football manager, to handle the day to day operations of the football department. (Roles and responsibilities to be outlined further)

*Division 2—Composition of Committee and duties of members*

**38. Composition of Committees**

- (1) The executive committee consists of—
    - (a) Club President; and
    - (b) Senior Vice President; and
    - (c) Junior Vice President; and
    - (d) Club Secretary; and
    - (e) Assistant Secretary; and
    - (f) Club Treasurer; and
    - (g) Assistant Treasurer; and
  - (2) The senior subcommittee consists of—
    - (a) Club President; and
    - (b) Senior Vice President; and
    - (c) Two other executive positions; and
    - (d) Other position by appointment
  - (3) The junior subcommittee consists of—
    - (a) Junior Vice President; and
    - (b) Two other executive positions; and
    - (c) Other position by appointment
  - (4) A social subcommittee may be established for the propose of arranging social activities and fundraising for the club.
-

### **39. General Duties**

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

**Note**

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

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- (7) The committees are –
  - (a) responsible for keeping accurate records and results.
  - (b) to attend to all publicity, advertising and correspondence in the name of the Club.
  - (c) to insure all players and members are financial.
- (8) Both senior and junior subcommittees shall be responsible for the appointment of all respective team officials.

### **40. President and Vice-President**

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

#### **41. Secretary**

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

**Example**

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

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 16; and
  - (b) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**Note**

The Club does not have a common seal.

#### **42. Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
  - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee or by a general meeting of the Club from the Club's funds; and
  - (d) ensure cheques are signed by at least 2 executive committee members.
- (2) The Treasurer must—
  - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Club and their certification by the Committee prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Club.

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

#### **43. Who is eligible to be a Committee member**

- (1) A member is eligible to be elected or appointed as a committee member if the member—
  - (a) is 18 years or over; and
  - (b) is entitled to vote at a general meeting.

#### **44. Positions to be declared vacant**

- (1) This rule applies to—
  - (a) any annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 45 to 48.

#### **45. Nominations**

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

#### **46. Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
  - (a) Club President; and
  - (b) Senior Vice President; and
  - (c) Junior Vice President; and
  - (d) Club Secretary; and
  - (e) Assistant Secretary; and
  - (f) Club Treasurer; and
  - (g) Assistant Treasurer; and
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 48.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **47. Election of ordinary members**

- (1) The number of ordinary members of the Committee (if any) it wishes to hold office for the next year. Nominations will be called from the floor.
- (2) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 48.
- (4) A seniors players representative maybe elected by the players and have the power to sit and vote on the relevant subcommittee.

#### **48. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint 2 members to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
  - (a) each member present in person; and
- (6) A ballot for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (7) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (8) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (9) 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—
  - (a) conduct a further election for the position to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

##### **Examples**

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

#### **49. Term of office**

- (1) A committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Club may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub rule (3) (a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **50. Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Club; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without notice to the committee; or
  - (c) otherwise ceases to be a committee member by operation of section 68 of the Act.

**Note**

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

#### **51. Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that—
  - (a) has become vacant; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 49 applies to any committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

## *Division 4—Meetings of Committees*

### **52. Meetings of Committees**

- (1) The Committees must meet at least 4 times in each year at the dates, times and places determined by the Committees.
- (2) The date, time and place of the first committees meeting must be determined by the members of the Committees as soon as practicable after the annual general meeting of the Club at which the members of the Committees were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the executive Committee.

### **53. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the special meeting is the business for which the meeting is convened.
- (6) Notice shall be given by means listed in rule 66(1).

### **54. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 53 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) In cases of an emergency where the full executive committee is not available, the president and two other executive committee members shall act together for and on behalf of the Club.
- (3) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (4) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### **55. Procedure and order of business**

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

## **56. Use of technology**

- (1) There will be no use of technology in regard to participating in committee meetings.

## **57. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment.

## **58. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (4) Voting by proxy is not permitted.
- (5) All coaches have the right to attend all the relevant subcommittee meetings with voting rights.

## **59. Conflict of interest**

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

## **60. Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;



## ***PART 6—FINANCIAL MATTERS***

### **61. Source of funds**

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

### **62. Management of funds**

- (1) The executive committee to be responsible for the financial affairs of the Club.
- (2) The Club (both senior and junior departments) must open accounts with the same financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (3) There shall be where possible joint accounts between senior and junior departments of the Club.
  - (a) One account will be for the purpose of developing and encouraging the ongoing participation of footballers within the Club and will be derived from equal contributions from junior and senior funds.
  - (b) The second account shall be for shared expenses and income of the Club.
  - (c) The third account shall be for the purpose of developing and improving the Club rooms and facilities for members and will be derived from equal contributions from junior and senior funds.
- (4) The Committee may authorise the Treasurer and Assistant Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit with the requirement of approval by two signatories of the account.
- (5) All cheques, must be signed by 2 signatories of the Club.
- (6) The Treasurer and Assistant Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **63. Financial records**

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

#### **64. Financial statements**

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

### ***PART 7—GENERAL MATTERS***

#### **65. Registered address**

- (1) The registered address of the Club is—
  - (a) the address determined from time to time by resolution of the executive committee; or
  - (b) if the executive committee has not determined an address to be the registered address—the postal address of the Secretary.

#### **66. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these Rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by leaving the notice at the registered address; or
  - (d) by email or facsimile transmission; or
  - (e) by phone and verbal communication; or
  - (f) by notice on the Club website and or Social media.
- (2) Any notice required to be given to the Club or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate—
    - (i) by email to the email address of the Club or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Club.

## **67. Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—
  - (a) the minutes of general meetings;
  - (b) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings.
- (2) The executive committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

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

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

## **68. Winding up and cancellation**

- (1) The Club may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Club, the surplus assets of the Club must not be distributed to any members or former members of the Club.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Club and beneficial to the Hurstbridge Community and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

## **69. Alteration of Rules**

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

### **Note**

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

