

RULES OF THE

Preston Bullants Amateur Football Club Incorporated on 26 October 2015

Incorporation Number: A0093556M

ABN 19 734 789 277



30 June 2017

Table of Contents

1.	Name	4
2.	Definitions and Interpretation	4
3.	Alteration of the Rules	5
4.	Objectives	6
5.	Financial Year	6
6.	Powers of the Club	6
7.	Not for profit organisation	6
8.	Club Colours	7
9.	Management	7
10.	Membership	7
11.	Life Membership	7
12.	Register of Members	10
13.	Annual Membership Subscriptions	10
14.	Ceasing Membership	11
15.	Disciplinary Action	11
16.	Disputes and Mediation (Grievances)	12
17.	Annual General Meetings (AGM)	13
18.	Special General Meetings (SGM)	14
19.	Notice of General Meetings (AGM / SGM)	15
20.	Quorum at General Meetings (AGM / SGM)	15
21.	Presiding at General Meetings (AGM / SGM)	16
22.	Adjournment of Meetings (AGM / SGM)	16
23.	Voting at General Meetings (AGM / SGM)	16
24.	Poll at General Meetings (AGM / SGM)	17
25.	Representative, or proxy at postponed General Meeting	17
26.	Non-receipt of notice	17
27.	Right to appoint representative	17
28.	Right to appoint proxy	18
29.	Form of proxy	18
30.	Lodgement of proxy documents	18
31.	Authority given by appointment	18
32.	Manner of Determining whether Resolution Carried	19
33.	Executive of the Club	20
34.	Composition of the Committee	20
35.	Members of the Committee	21

36.	General Committee Members.....	21
37.	Vacancies	22
38.	Notice of Committee meetings.....	22
39.	Quorum for Committee Meetings	22
40.	Presiding at Committee Meetings	23
41.	Voting at Committee Meetings	23
42.	Removal of Committee Member.....	23
43.	Minutes of Meetings	24
44.	Funds	24
45.	Making and amending Policies	24
46.	Effect of Policies	25
47.	Inspection of Records	25
48.	Accounts	26
49.	Seal	26
50.	Notice to Members	26
51.	Winding Up	26
52.	Custody of Books and Records	27
53.	Club Licence	27
54.	Indemnity.....	27
55.	Trophies	28
56.	Appointment of Coaches	28
57.	Selection Committee.....	28

1. NAME

The name of the incorporated Club is “Preston Bullants Amateur Football Club”.

2. DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this Constitution unless the context requires otherwise:

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

Annual Membership Subscription means the Membership fee payable each year by each Member under rule 10;

Chairperson means the person presiding at General Meetings;

Club means “Preston Bullants Amateur Football Club”;

Constitution means rules (see below) and can be used interchangeably;

Executive means the Executive of the Club formed under rule 33;

Financial Year means the year ending on 31 October;

General Meeting means a General Meeting of Members convened in accordance with rule 15;

Member means a Member of the Club under rule 10;

Member of the Committee means a Member of the Committee under rule 34;

President means the President of the Club;

Regulations mean regulations under the Act;

Relevant Documents has the same meaning as in the Act;

Rules mean these rules including the schedules (if any) and annexure (if any);

Secretary means:

- (a) if a person holds office under these Rules as Secretary of the Club - that person; and
- (b) in any other case, the public officer of the Club;

Treasurer means the Treasurer of the Club;

Vice-President means the Vice-President of the Club.

2.2 Interpretation

In these Rules, unless the context requires otherwise:

- (i) the singular includes the plural and vice versa;
- (ii) a gender includes the other genders;
- (iii) the index (if any) and the headings are used for convenience only and do not affect the interpretation of these Rules;
- (iv) a reference to a thing includes a reference to a part of that thing;
- (v) a reference to a document includes the document as modified from time to time and any document replacing it;
- (vi) if something is to be done on a day which is not a Business Day then that thing must be done on the next or following Business Day;
- (vii) the word "person" includes a natural person and anybody or entity whether incorporated or not;
- (viii) the word "month" means calendar month and the word "year" means twelve months;
- (ix) the words "in writing" include any communication sent by letter, facsimile or email transmission;
- (x) a reference to any statute, proclamation, rule, regulation or ordinance includes any amendments, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, regulation or ordinance replacing it. A reference to a specified section, clause, paragraph, schedule or item of any statute, proclamation, rule, regulation or ordinance means a reference to the equivalent section of the statute, proclamation, rule, regulation or ordinance which is for the time being in force;
- (xi) money amounts are stated in Australian currency unless otherwise specified; and
- (xii) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted renamed or replaced or has its powers or functions removed ("defunct body"), means the agency or body which performs most closely the functions of the defunct body.

3. ALTERATION OF THE RULES

These Rules may only be altered by special resolution of a General Meeting of the Club.

4. OBJECTIVES

The objectives of the Club are to:

- (a) maintain the Club's affiliation with the Victorian Amateur Football Association (VAFA).
- (b) abide by the rules of the VAFA.
- (c) abide by the Club's Rules.
- (d) elect an effective Committee that will preside over its Members and progress the Club, both on and off the field.
- (e) be an inclusive and welcoming environment for all players and members.
- (f) strive to participate at the highest playing level in the VAFA.

5. FINANCIAL YEAR

The financial year of the Club is each period of 12 months ending on 31 October.

6. POWERS OF THE CLUB

- (a) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its objectives.
- (b) Without limiting subrule (a), the Club may—
 - (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) enter into any other contract it considers necessary or desirable.
- (c) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7. NOT FOR PROFIT ORGANISATION

- (a) The Club must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Subrule (a) does not prevent the Club from paying a Member—
 - (i) reimbursement for expenses properly incurred by the Member; or
 - (ii) 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.

8. CLUB COLOURS

The Club colours shall be red and white (with a distinctive Bullant logo) and shall be worn by all teams representing the Club in competitive football.

9. MANAGEMENT

The Management of the Club shall be administered by the Committee. The Committee shall ensure all Members abide by the Rules.

10. MEMBERSHIP

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

The Membership of the Club shall consist of the following classes of Members:

- (a) **Fully subscribed Member** - a person who is playing at the Club and has fully paid Membership in that calendar year;
- (b) **Committee Member** - a person who is a current Committee Member in that calendar year;
- (c) **Social Member** - a person who is a supporter of the activities of the Club and has fully paid Social Membership in that calendar year.
- (d) **Life Member** - a Member appointed by the Committee under Rule 11; and
- (e) **General Member** - any person who does not fall into any of the above categories, but is involved in the Club. These include:
 - (i) Current appointed Non-Playing Coaches, who have coached in over 50% of games during a season;
 - (ii) Current appointed Game Day Assistants - A game day assistant includes a Team Manager, Water person, Runner, Boundary Umpire, Interchange steward, Goal Umpire, Scoreboard Attendant, or Timekeeper who has undertaken the role(s) in more than 50% of games during a season.

11. LIFE MEMBERSHIP

11.1 Criteria for Life Membership

This award exists to recognise the valuable contribution of individuals to the current and future existence of the Club. It is therefore only to be awarded in exceptional circumstances.

This section sets out the minimum criteria to be eligible for nomination for an award of Life Membership of the Preston Bullants Amateur Football Club that commenced in 2013 as its predecessor Club, the Northern Blues Amateur

Football Club. Service to the Northern Blues Amateur Football Club will be recognised for the purposes of considering the award of Life Membership.

Ordinarily, only **ONE** recipient should receive this award in any one year period. The Club recognises that exceptional circumstances may arise, when two worthy recipients are eligible. In this event, it will be at the discretion of the Executive Committee as to how many Life Memberships are awarded.

It should also be recognized that Life Membership may not be awarded in any particular year.

In considering the award of Life Membership an individual **should have demonstrated significant, sustained and high quality service enhancing the reputation and future of the overall Club.**

The criteria to be considered in evaluating in any nomination for Life Membership include:

(i) Length of Service - Mandatory Criteria

To be eligible for Life Membership a nominee must, if a:

- Football player, have played for 10 or more years for the Club; or
- Football player, have played 150 senior/reserves games for the Club; or
- A Committee Member, have served for 10 or more years; or
- Football Player and Committee Member, have played or served for a combined 10 or more years.

For the avoidance of doubt, the 10 year period of Service does not need to be consecutive. The 10 year Service requirement does not apply to nominees who have undertaken Coaching/Managing, Administration and General Contribution (including fund-raising and other support) roles, however, it is expected that an extended period of outstanding contribution towards the Club's objectives would be demonstrable.

(ii) General Considerations

- The general attitude, demeanour and contribution of the nominee to achievement of the Club's Objectives.
- Commitment to the principles of good sportsmanship.
- Valued leadership and good role modelling that reflects credit upon the Club.

(iii) Other Criteria which the Committee may have regard to in considering the award of Life Membership

- Having made a significant contribution to the Club in any capacity which may include Playing; Coaching/Managing; Administration; and General Contribution (including fund-raising and other support).
- Such other criteria as the Committee may determine acting reasonably.

11.2 Criteria for nominating an individual for Life Membership

- (a) Any Member can nominate a person for Life Membership of the Club.
- (b) Nomination for Life Membership must be received in writing, outlining the nominee's contribution to the Club and seconded by another Member of the Club (other than the nominee).
- (c) Written nominations must be received by the Club Secretary prior to 30 June of each year to be considered for Life Membership in that year.
- (d) Within 14 days of receiving the nomination the Club Secretary will confirm in writing the receipt of the Life Membership nomination to the nominator and outline the process going forward.
- (e) All nominations will be tabled at the first Committee meeting to be held following 30 June of each year. The Committee will review each nomination based on the 'Criteria for Life Membership' and also otherwise assess the nominees' contribution to the Club, merits of the nomination and of each individual nominee.
- (f) The Committee will vote on the nomination(s) and recommend which nomination(s) (if any) will be put to the vote at that year's Annual General Meeting (AGM).
- (g) In a year where there are more than two nominations are received the vote will be take the form of a 3, 2, 1 type vote, applicable to the number of nominations received, (same as the best on ground voting system). The Committee vote will be by secret ballot. A maximum of two nominations will be recommended to the AGM in any given year.
- (h) Where there is a tied Committee vote, the President has the casting vote.
- (i) Following the Committee vote the Secretary will, within fourteen days, send a written notification to nominating Member(s) informing them of the success or failure of their nomination.
- (j) Where there is a tied vote at the AGM the residing President has the casting vote.
- (k) Within fourteen days of a successful endorsement at the AGM a formal notification will be sent to the successful nominee(s) by the Secretary, informing them of their award and requesting they either accept or reject their Life Membership Award
- (l) Where a Life Membership has not been successful in that year, the nominee will be advised and also advised if a person's nomination will be considered in subsequent years.
- (m) A maximum two Life Memberships will be awarded in any one year.
- (n) The successful nominee(s) will be presented with a Life Membership Award and Medallion at the next Club presentation night.

11.3 Entitlements of Life Members

- (a) Life Membership Medallion.
- (b) Free entry to all Finals games.
- (c) Entry to Presidents Half Time function.
- (d) Exemption from fees associated with the Club (excluding player registration costs).
- (e) Exemption from all costs associated with social functions organised by the Club (this privilege is only extended to the Life Member-not their partner or other family Members).
- (f) Personal invitation to the Club presentation night.
- (g) Listing in the Club Web site and other official documents.
- (h) Ability to include award recognition on Curriculum Vitae.
- (i) Added to the Club Honour board.

12. REGISTER OF MEMBERS

- (a) The Secretary must keep and maintain a register of Members containing:
 - (i) the name and address of each Member;
 - (ii) the date on which each Member's name was entered in the register; and
 - (iii) each Members' class of Membership under Rule 10.
- (b) The register is available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of entries in the register.
- (d) An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when his or her name is entered in the register of Members.
- (e) A right, privilege, or obligation of a Member:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of Membership whether by failure to pay Annual Membership Subscription, death or resignation or otherwise under Rule 10.

13. ANNUAL MEMBERSHIP SUBSCRIPTIONS

- (a) The annual Membership subscription for each class of Member shall be determined by the Committee each year.

- (b) Subject to Rule 11.3(d), Life Members are exempt from annual Membership (this excludes player registration costs).
- (c) The Annual Membership Subscription, and the date for payment, may be different for each class of Member, or for different Members based on the different sporting activities which the Club participates in.
- (d) It is sufficient for the Club to advise Members of the Annual Membership Subscription for each year, and the dates for payment of the Annual Membership Subscription, by posting this information on the Club's website or other generally accepted means of electronic or other communication.

14. CEASING MEMBERSHIP

- (a) The membership of a person ceases on resignation, expulsion or death.
- (b) A Member may resign from the Club in writing to the Secretary at which time:
 - (i) the Member ceases to be a Member; and
 - (ii) the Secretary must remove the former Member from the register of Members noting the date on which the former Member ceased to be a Member.
- (c) A Member's Membership may lapse if the Member has not paid his or her Annual Membership Subscription within the time for payment determined by the Committee. The Secretary may remove the former Member from the register of Members on or after the date for payment has passed, noting the date on which the former Member ceased to be a Member.

15. DISCIPLINARY ACTION

- (a) Subject to these Rules, if the Committee (or specifically appointed Disciplinary Subcommittee) is of the opinion that a Member has refused to comply with these Rules, or refuses to support the objectives of the Club or has engaged in conduct prejudicial to the interests or reputation of the Club, the Committee (or specifically appointed Disciplinary Subcommittee) may by resolution:
 - (i) caution and/or reprimand the Member; and/or
 - (ii) suspend that Member from Membership of the Club for a specified period; or
 - (iii) expel that Member from the Club.
- (b) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee may appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.

- (c) The members of the Disciplinary Subcommittee—
 - (i) may be Committee Members, Members of the Club or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.
- (d) Before the Committee (or specifically appointed Disciplinary Subcommittee) can suspend or expel a Member that Member shall be given reasonable notice of the grounds of the proposed disciplinary action against him and shall be afforded the opportunity to make a written or verbal submission to the Committee (or specifically appointed Disciplinary Subcommittee).
- (e) A Member who is suspended or expelled may by notice in writing as hereinafter provided require the Committee's (or specifically appointed Disciplinary Subcommittee's) decision to be reviewed at a General Meeting called for that purpose and the Member shall be entitled to make further written or verbal submissions to the Members at the meeting which shall by resolution affirm, vary or overturn the decision of the Committee (or specifically appointed Disciplinary Subcommittee). Such General Meeting shall be convened by the Committee not later than one month after service of such notice.
- (f) Any Member whom the Committee has determined to expel shall remain a Member under suspension for a period of seven days thereafter. If upon the expiration of the said period he or she shall have failed to give notice in writing to the Secretary requiring the Committee's decision to be reviewed at a General Meeting as aforesaid he or she shall thereupon cease to be a Member but if he or she shall have so given notice as aforesaid he shall continue to be a Member under suspension until the resolution of the said General Meeting as aforesaid. Upon any such Member ceasing to be a Member the Secretary shall forthwith remove his or her name from the register of Members.
- (g) No Member under suspension shall be entitled to exercise any of the rights and privileges of the Club during the period of his or her suspension.

16. DISPUTES AND MEDIATION (GRIEVANCES)

- (a) The grievance procedure set out in this rule applies to disputes under these Rules between:
 - (i) a Member and another Member; or
 - (ii) a Member and the Committee
 - (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 to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

- (d) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Club; or
 - (B) in the case of a dispute between a Member and the Committee or the Club, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (f) A Member of the Club can be a mediator.
- (g) The mediator cannot be a Member who is a party to the dispute.
- (h) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute.
- (k) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

17. ANNUAL GENERAL MEETINGS (AGM)

- (a) The Committee may determine the date, time and place of the Annual General Meeting of the Club but to be held no later than 28th November of each year or as otherwise required by the VAFA.
- (b) The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (c) The ordinary business of the Annual General Meeting shall be:
 - (i) to receive and adopt the minutes of previous Annual General Meeting;
 - (ii) President's address - outlining report of the Committee for the preceding year;

- (iii) to receive and approve from the Committee reports upon the transactions of the Club during the last preceding Financial Year;
- (iv) to receive and consider the financial statement submitted by the Club in accordance with VAFA requirements; and
- (v) to elect Members to the Committee of the Club for the following year.
- (d) The Annual General Meeting may conduct any other business of which notice has been given in accordance with these Rules.
- (e) All Members are entitled to attend and vote at the Annual General Meeting.

18. SPECIAL GENERAL MEETINGS (SGM)

- (a) In addition to the Annual General Meeting, other General Meetings may be held in the same year.
- (b) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (c) The Committee may convene a Special General Meeting whenever it thinks fit.
- (d) The Committee must, on the request in writing of Members representing not less than 10 per cent of the total number of Members, convene a Special General Meeting of the Club.
- (e) The request for a Special General Meeting must:
 - (i) state the business of the meeting and any resolutions proposed; and
 - (ii) be signed by the Members requesting the meeting; and
 - (iii) be sent to the address of the Secretary.
- (f) If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (g) If a Special General Meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.
- (h) All Members are entitled to attend and vote at a Special General Meeting.

19. NOTICE OF GENERAL MEETINGS (AGM / SGM)

- (a) The Secretary of the Club, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each Member of the Club (except any Junior Members), a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- (b) Notice may be posted on the Club's website or other forms of electronic media generally accessible by Members, and must be sent by prepaid post, fax or email to each Member (excluding any Junior Members) to the address for that Member appearing in the register of Members or his or her validly appointed Proxy.
- (c) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (d) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.

20. QUORUM AT GENERAL MEETINGS (AGM / SGM)

- (a) No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- (b) At least 15 Members must be in attendance including greater than 50% of the Executive Committee in order to constitute a quorum for the conduct of the business of a General Meeting.
- (c) If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a meeting convened upon the request of Members - the meeting must be dissolved; and
 - (ii) in any other case - the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- (d) 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 personally present (being not less than 3) shall be a quorum.

21. PRESIDING AT GENERAL MEETINGS (AGM / SGM)

- (a) The Secretary shall preside as Chairperson at each General Meeting of the Club.
- (b) If the Secretary is absent from a General Meeting, or is unable to preside, the Members present must elect one of their number to preside as Chairperson.

22. ADJOURNMENT OF MEETINGS (AGM / SGM)

- (a) The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 19.
- (d) Except as provided in Rule 22(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

23. VOTING AT GENERAL MEETINGS (AGM / SGM)

- (a) Upon any question arising at a General Meeting of the Club, a Member has one vote only.
- (b) All votes must be given personally or by proxy.
- (c) Except in the case of a special resolution, the question must be decided on a majority of votes.
- (d) A special resolution is passed if not less than 75% of Members voting at a general meeting (whether in person or proxy) vote in favour of the resolution.
- (e) 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.
- (f) A Member is not entitled to vote at a General Meeting unless all moneys due and payable by the Member to the Club have been paid.
- (g) Voting will be by a show of hands except when a secret ballot is demanded by a majority of those entitled to vote.
- (h) A Member may vote by proxy if the Member obtains a form of proxy from the Secretary of the Club provided:
 - (i) It is signed by the Member and the proxy and is lodged with the Secretary at least 30 minutes prior to the scheduled commencement of the Meeting; and

- (ii) Any one Member cannot act as proxy for more than 10 Members or more than 10% of the Members (whichever is the lesser) on any one occasion.

24. POLL AT GENERAL MEETINGS (AGM / SGM)

- (a) If at a meeting a poll on any question is demanded by not less than 7 Members, it must 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.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

25. REPRESENTATIVE, OR PROXY AT POSTPONED GENERAL MEETING

Where:

- (a) by the terms of an instrument appointing a Representative, proxy or attorney that appointed person is authorised to attend and vote at a General Meeting on behalf of the appointing Member to be held on a specified date or at a General Meeting or General Meetings to be held on or before a specified date; and
- (b) the date for the meeting is postponed to a date later than the date specified in the instrument,

then that later date is substituted for the date specified in the instrument appointing that appointed person, unless the appointing Member notifies the Secretary in writing to the contrary at least 48 hours before the time at which the postponed meeting is to be held.

26. NON-RECEIPT OF NOTICE

The non-receipt of a notice convening, cancelling or postponing a General Meeting by, or the accidental omission to give a notice of that kind to, a person entitled to receive it, does not invalidate any resolution passed at the General Meeting or at a postponed meeting or the cancellation or postponement of the meeting.

27. RIGHT TO APPOINT REPRESENTATIVE

- (a) Each Voting Member is entitled to appoint an individual as their Representative to attend General Meetings, provided that the Voting Member has not appointed a proxy under Rule 28, and to exercise the powers of the Voting Member in relation to resolutions to be passed without meetings.
- (b) A Voting Member may appoint more than one Representative but only one Representative may exercise the Voting Member's powers at any one time.

- (c) In addition to each Voting Member's appointed Representative, each Voting Member shall be entitled to appoint one further representative to attend meetings on their behalf but not vote.

28. RIGHT TO APPOINT PROXY

- (a) A Voting Member entitled to attend a General Meeting of the Club is entitled to appoint a person as their proxy to attend the meeting in their place.
- (b) A proxy may be revoked by the appointing Member at any time by notice in writing to the Committee.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.

29. FORM OF PROXY

The instrument appointing a proxy may be in form determined by the Committee from time to time provided it is signed by the Member making the appointment and clearly identifies the person appointed as the Member's proxy.

30. LODGEMENT OF PROXY DOCUMENTS

- (a) A proxy may vote at a General Meeting or adjourned or postponed meeting (as the case may be) only if the instrument appointing the proxy, and the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Committee:
 - (i) at the office, the facsimile number at the office or at such other place, facsimile number or electronic address specified for that purpose in the notice of meeting; and
 - (ii) at least 48 hours before the scheduled commencement time for the meeting or adjourned or postponed meeting (as the case may be) at which the person named in the instrument proposes to vote. The scheduled commencement time is as specified in the notice of meeting.
- (b) An undated proxy is taken to be dated on the day that it is received by the Committee.

31. AUTHORITY GIVEN BY APPOINTMENT

- (a) Unless the terms of the appointment specify to the contrary, an appointment by a Voting Member confers authority on a proxy, attorney or Representative:
 - (i) to agree to a General Meeting being convened by shorter notice than is required by this Constitution;

- (ii) to speak to any proposed resolution; and
 - (iii) to demand or join in demanding a poll on any resolution.
- (b) Unless the terms of the appointment specify to the contrary, even if the instrument of appointment refers to specific resolutions and directs the proxy, attorney or Representative on how to vote on those resolutions, the appointment is taken to confer authority:
 - (i) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (ii) to vote on any procedural motion; and
 - (iii) to act generally at the meeting.
- (c) Unless the terms of the appointment specify to the contrary, if the instrument of appointment refers to a specific meeting to be held at a specified time or venue and the meeting is postponed or adjourned or changed to another venue, then the appointment confers authority to attend and vote:
 - (i) at the postponed or adjourned meeting; or
 - (ii) at the new venue.
- (d) An appointment of a proxy may be a standing proxy – that is, the appointment under the proxy remains valid until it is revoked by the Voting Member that made the appointment.
- (e) The instrument appointing a proxy may provide for the Chairperson to act as proxy in the absence of any other appointment or if the person or persons nominated fails or fail to attend the meeting.
- (f) The instrument appointing a proxy may direct the manner in which the proxy is to vote in respect of a particular resolution.
- (g) If a proxy is appointed to vote on a particular resolution by more than one Voting Member and the instruments appointing the proxy direct the proxy to vote on the resolution in different ways, then the proxy must not vote on a show of hands taken on the resolution.

32. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a General Meeting of the Club is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and

- (b) an entry to that effect in the minute book of the Club, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

33. EXECUTIVE OF THE CLUB

- (a) The day-to-day affairs of the Club shall be managed by the Executive of the Club.
- (b) The Executive of the Club and the 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.
- (c) The Executive of the Club shall be constituted by:
 - (i) President;
 - (ii) Vice-President;
 - (iii) Football Operations Manager;
 - (iv) Treasurer; and
 - (v) Secretary.
- (d) The Members of the Committee may also appoint other Members of the Committee to the Executive of the Club.
- (e) In the event of a casual vacancy in any position on the Executive of the Club, the Committee may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- (f) The Executive shall meet as required in order to manage the day-to-day affairs of the Club, and report to the Committee on its activities at each Committee meeting.
- (g) The Committee shall meet at least 10 times each year.

34. COMPOSITION OF THE COMMITTEE

The Committee consists of—

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and

(d) a Treasurer; and

(e) ordinary members (if any) elected under Rule 17 or otherwise appointed under Rule 35.

35. MEMBERS OF THE COMMITTEE

- (a) Subject to these Rules, each Member of the Committee shall hold office for not less than twelve months until the Annual General Meeting next after the date of election but is eligible for re-election.
- (b) In the event of a casual vacancy occurring in the office of a General Committee Member who had been elected, the Committee may appoint a Member to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

36. GENERAL COMMITTEE MEMBERS

- (a) Nominees for election as a General Committee Member must:
 - (i) be paid-up Members of the Club validly included on the Register of Members;
 - (ii) submit a nomination in writing, signed by one Member of the Club and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination) in the form determined by the Committee; and
 - (iii) deliver their nomination form to the Secretary of the Club not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill all General Committee Member positions on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (c) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (d) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held for the election of General Committee Members at the Annual General Meeting in such manner as the Committee may direct.

37. VACANCIES

A Member of the Committee ceases to hold that position (including any position on the Executive) if the Member:

- (a) ceases to be a Member of the Club; or
- (b) becomes a bankrupt;
- (c) is convicted of an indictable criminal offence;
- (d) resigns from office by notice in writing given to the Secretary; or
- (e) in the case of a Member of the Executive, ceases to be a Member of the Committee.

38. NOTICE OF COMMITTEE MEETINGS

- (a) Written notice of each Committee meeting must be given to each Member of the Committee at least 7 business days before the date of the meeting.
- (b) Written notice must be given to Members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
- (c) A special meeting of the Committee shall be held if either the President or 3 Members of the Committee request in writing that such a meeting be held. The meeting shall be held as soon as possible after the request provided that in the absence of agreement by a majority of the Committee to the contrary at least 3 days' notice is given and shall consider only those matters for which it was specifically requested. The notice of such meeting may be given by telephone, facsimile, email or in person.

39. QUORUM FOR COMMITTEE MEETINGS

- (a) A quorum of at least 4 Committee Members is required for the conduct of the business of a meeting of the Committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present:
 - (i) in the case of a special meeting - the meeting lapses;
 - (ii) in any other case - the meeting shall stand adjourned to the same place and the same time and day in the following week.

- (d) The Committee may act notwithstanding any vacancy on the Committee.
- (e) A Committee Member who is not physically present at a Committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (f) A Committee Member participating in a Committee Meeting as permitted under subrule (e) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

40. PRESIDING AT COMMITTEE MEETINGS

At meetings of the Committee:

- (a) The Secretary shall preside as Chairperson at each Committee Meeting of the Club; or
- (b) if the Secretary is absent, or are unable to preside, the Members present must choose one of their number to preside.

41. VOTING AT COMMITTEE MEETINGS

- (a) Questions arising at a meeting of the Committee, or at a meeting of any Sub-Committee, shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (b) Each Member present at a meeting of the Committee, or at a meeting of any Sub-Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

42. REMOVAL OF COMMITTEE MEMBER

- (a) The Club in General Meeting may, by ordinary resolution, remove any Member of the Committee before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.
- (b) A Member who is the subject of a proposed resolution referred to in Rule (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.
- (c) 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.
- (d) The Committee has the power to remove any Committee Member from such position upon their failure to attend three consecutive meetings, unless a

reasonable excuse is provided by the said Member. Committee Members must lodge an apology for each meeting from which they are absent.

43. MINUTES OF MEETINGS

The Secretary of the Club must keep minutes of the resolutions and proceedings of each General Meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

44. FUNDS

- (a) The Treasurer of the Club must:
 - (i) account for all moneys due to the Club and make all payments authorised by the Club; and
 - (ii) keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Members of the Committee.
- (c) The funds of the Club shall be derived from entrance fees, Annual Membership Subscriptions, donations, fundraising, sponsorships and such other sources as the Committee determines.
- (d) The financial activities of each Sub-Committee form part of the Club's financial activities. Each Sub-Committee must report on its financial activities to the Treasurer as the Treasurer requires.

45. MAKING AND AMENDING POLICIES

- (a) The Committee may from time to time make policies:
 - (i) that are required to be made under these Rules; and
 - (ii) which it considers are necessary or desirable for the control, administration and management of the Club's affairs and may amend, repeal and replace those policies.
- (b) The Club in General Meeting may amend, repeal or replace any policy made by the Committee without affecting the validity of acts or decisions made by the Committee or anyone authorised to act pursuant to that policy.

46. EFFECT OF POLICIES

A Policy:

- (a) is subject to these Rules;
- (b) must be consistent with these Rules;
- (c) when in force, is binding on all Members and has the same effect as a provision in these Rules; and
- (d) may be overruled if a resolution to that effect is passed by the Members at a General Meeting.

47. INSPECTION OF RECORDS

- (a) Members may on request inspect free of charge—
 - (i) the register of members;
 - (ii) the minutes of general meetings;
 - (iii) subject to subrule (b), the financial records, books, securities and any other relevant document of the Club, including minutes of Committee meetings; and
 - (iv) Rules and Policies.
- (b) The 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.
- (c) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (d) Subject to subrule (b), 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.
- (e) 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—
 - (i) its membership records;
 - (ii) its financial statements;
 - (iii) its financial records;
 - (iv) records and documents relating to transactions, dealings, business or property of the Club.

48. ACCOUNTS

- (a) The Committee will ensure that proper accounting and other records are kept and will distribute copies of financial statements as required by the Act.
- (b) A properly qualified auditor or auditors may be appointed by the Committee and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act or as directed by the Committee.

49. SEAL

- (a) The Club may have a common seal.
- (b) If the Club has a common seal:
 - (i) the common seal of the Club must be kept in the custody of the Secretary.
 - (ii) the common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Members of the Committee or, of one Member of the Committee and of the public officer of the Club.

50. NOTICE TO MEMBERS

Except for the requirement in Rule 19, any notice that is required to be given to a Member, by on behalf of the Club, under these Rules may be given by:

- (a) delivering the notice to the Member personally; or
- (b) delivery via social media, i.e. Facebook or twitter; or
- (c) email, if the Member has provided an email address.

51. WINDING UP

- (a) The Club may be wound up voluntarily by special resolution.
- (b) 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.
- (c) In the event of the Club being wound up or the cancellation of the incorporation of the Club, the assets of the Club must be disposed of in accordance with the provisions of the Act and any court order made under section 133 of the Act. Any amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another

organisation with similar purposes which is not carried on for the profit or gain of its individual Members.

- (d) The body to which the surplus assets are to be given must be decided by special resolution.

52. CUSTODY OF BOOKS AND RECORDS

- (a) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.

53. CLUB LICENCE

- (a) No Member or employee of the Club shall be entitled to receive payment of any amount by way of commission or allowance from the receipts of the Club for the sale and disposal of liquor.
- (b) Any visitor to the Club must not be supplied with liquor in the premises of the Club unless the visitor is a guest in the company of a Member of the Club.
- (c) No person shall:
 - (i) be admitted as an honorary or temporary Member of the Club;
or
 - (ii) be exempt from the obligation to pay the Annual Membership Subscription

unless the person is of a class specified in these Rules and admission or exemption is in accordance with these Rules.

- (d) As the Club is one primarily for sporting purposes, it is acceptable that a person under the age of 18 years to be admitted to Membership of the Club.
- (e) The Club shall keep a register of guests attending the premises of the Club.

54. INDEMNITY

- (a) Members of the Committee are indemnified from all claims and liability incurred by the Committee Member arising in the course of acting in good faith in the performance of his or her duties.
- (b) The indemnity in subrule (a) will not apply where any claim or liability related to the performance of his or her duties is due to the Committee Member's negligent act or omission, wilful misconduct, fraud or other breach of law.

55. TROPHIES

- (a) The number of trophies presented by the Club shall be determined by the Executive.
- (b) The “Most Courageous” trophy for the Senior team shall be a perpetual trophy named after *WR Ruthven VC*.

56. APPOINTMENT OF COACHES

- (a) The Executive shall appoint the Coaches after they have received, reviewed and interviewed all worthy applicants.
- (b) Re-appointment of incumbent Coaches may be implemented without inviting new applicants if the Executive Committee is unanimous in its decision to do so.

57. SELECTION COMMITTEE

- (a) The Coaching Panel shall form the Selection Committee together with any other nominee(s) of the Executive Committee.
- (b) Prior to each season the Selection Committee shall submit its preferred candidates for all Captaincy positions to the Executive Committee for endorsement or otherwise.