

PORTARLINGTON
Demons



PORTARLINGTON DEMONS

FOOTBALL NETBALL CLUB INC

Est. 1874

**PO Box 75
Portarlinton Vic 3223
A.B.N. 15863703212
Incorporated Association No A0018895G**

CONSTITUTION AND RULES

**As adopted at the Annual General Meeting
Sunday 17th October 2021**

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PART 1 - PRELIMINARY

1. Name

The name of the incorporated association is **Portarlington Demons Football Netball Club** Incorporated (“the Club”).

2. Purposes & Rules

The purposes of the Club are:

- 2.1. to provide opportunity for players of all ages and skill level to experience the joy and benefits of playing sport, and to reach their playing potential; and
- 2.2. to provide opportunity for the local community, to come together for fun, to foster pride in our community Club, and to support the Club.
- 2.3. The Club and its Members are bound by the following Rules:
 - 2.3.1. The Associations Incorporation Reform Act 2012 (Victoria)
 - 2.3.2. This document (Club Rules) as registered with the Registrar (CAV)
 - 2.3.3. The relevant rules and regulations of any affiliated Club such as Barwon Region AFL and Netball Victoria
 - 2.3.4. Club Bylaws (Rules or policy), and Club Values, as determined by the Committee, and available on the website (Members Handbook)
 - 2.3.5. For Committee Members, the Committee Handbook, and internal policies (or any related named governing documents)

3. Financial year

The financial year of the Club is each period of 12 months ending on 30 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 7(e);

Chairperson, of a general meeting or Committee meeting, means the person chairing the meeting as required under rule 42;

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 appeal meeting means a meeting of the members of the Club convened under rule 18(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 17;

disciplinary subcommittee means the subcommittee appointed under rule 15;

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 10 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, whether in person or by proxy, 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 Associations.

PART 2 - POWERS OF CLUB

5. Powers of Club

- 5.1. Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 5.2. Without limiting subrule (1), the Club may:
 - 5.2.1. acquire, hold, and dispose of real or personal property.
 - 5.2.2. open and operate accounts with financial institutions;
 - 5.2.3. invest its money in any security in which trust monies may lawfully be invested;
 - 5.2.4. raise and borrow money on any terms and in any manner as it thinks fit;
 - 5.2.5. secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - 5.2.6. appoint agents to transact business on its behalf;
 - 5.2.7. enter into any other contract it considers necessary or desirable.
- 5.3. The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for profit organisation

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

PART 3 - MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1 – Membership

7. Classes of Membership

The Club must have at least 5 Members eligible to vote to maintain its registered status as an Incorporated Association Any person who supports the purposes of the Club is eligible for membership.

The Club shall consist of the following classes of members: -

7.1. Voting Members –

- 7.1.1. General Members
- 7.1.2. Life Members

7.2. Non-Voting Members -

- 7.2.1. Junior Members
- 7.2.2. Honorary Members
- 7.2.3. Associate Members

8. Definitions of Membership

8.1. General Members

Any person aged not less than 18 years who pays the annual subscription, or part thereof as set out in Clause 10, will be deemed to be a General Member of the Club. Such person will be entitled to the benefits and privileges of membership as are applicable from year to year during the term of Membership as set out in Clause 11.

8.2. Life Members

- 8.2.1. Any General Member who has rendered exceptional and distinguished service to the Club, may be nominated for life membership by any General Member, such nomination to be considered by a panel of not less than three existing Life Members.
- 8.2.2. The panel will be appointed by the Committee to review and evaluate the nomination. The panel's review must be completed within one month of nomination, and the recommendation must be documented in writing to the Secretary.
- 8.2.3. If the nomination is approved by the panel, such nomination will be voted on and ratified at the next Committee meeting. The Secretary will notify the nominated person of the Club's intention to present them with Life Membership.
- 8.2.4. Presentation of Life Membership will be made at the next Club presentation night. However, all rights of Life Membership will exist immediately upon approval of the nomination.
- 8.2.5. A football or netball player who has played a total of 200 senior grade games may be nominated for Life Membership by the Committee. Such player nominees must have been a registered member of the Club for the entirety of their playing years with the Club.
- 8.2.6. Nominations for such life membership will be reviewed on the achievement of the 200-game milestone and must be approved by the Committee; taking into consideration the players conduct and commitment during their playing career.
- 8.2.7. All Life Members are entitled to all the rights and privileges of the Club indefinitely, unless otherwise determined by the Club that such membership is no longer applicable.
- 8.2.8. All Life Members shall not be required to pay any annual subscription except where the Life Member is still playing football or netball in which case playing fees must be paid.

8.3. Junior Members

Any person aged less than eighteen years on the 1st of January of each year who shall pay the annual subscription for a Junior Member shall become a Junior Member of the Club and shall be entitled to the benefits and privileges of Junior Membership during the year in respect of which such subscription has been paid.

8.4. Honorary Members

- 8.4.1. Any person aged not less than eighteen years who in the opinion of the Committee has achieved special public distinction by virtue of public office or otherwise or has rendered exceptional service to the Club may be elected an Honorary Member of the Club on a resolution passed by the Committee.
- 8.4.2. Any member, player, umpire or official of any club which is competing in any competition on the Club premises is deemed to be Honorary Members of the Club for the day or days on which such competition is held.
- 8.4.3. Honorary Members shall not be required to pay any subscription or financial contribution to the Club other than for goods or services supplied.

8.5. Associate Members

- 8.5.1. An Associate Member of the Club has the right to participate in Club sporting events, social events, and meetings and to any discount offers applied to Membership, from time to time, e.g., discount to Club events
- 8.5.2. Associate members of the Club may:
 - 8.5.2.1. Be any person holding a Club Membership without formal registration, or
 - 8.5.2.2. Be granted a term of Associate Membership by resolution of the Committee.

9. Roles and Responsibilities of all Members

Any Member of the Club, under any Class of Membership is required to:

- 9.1. Comply with all the provisions of the Constitution and any other applicable policies of the Club, and
- 9.2. Uphold the appropriate values and behaviours as determined by the Club from time to time when participating in any Club event, when communicating with the Club and its members and when representing the Club in any capacity, and
- 9.3. Promptly advise the Club of any changes to their details in the Register of Members
- 9.4. The rights of a Member are not transferrable
- 9.5. Membership is for the Term of Membership as set out in Clause 11 of this Division

10. New and Existing continuing Members

- 10.1. **New Members** - A person becomes a Member of the Club and is entitled to exercise his or her rights of Membership from the date when: all applicable fees (including player registration fees) or monies are paid, and the details of the Membership are registered in the Register of Members
- 10.2. **Existing Members** - where a person has previously been approved as per Clause 4.1 they are deemed to be a member of the club in subsequent years on the payment of all applicable subscriptions and fees in full within the term of Membership
- 10.3. **Life Members** - A person who is a Life Member or non-playing Honorary Member is deemed to be a continuous member of the club unless the Committee deems that Membership is ended

11. Term of Membership

- 11.1. The term of membership for new and existing members is a twelve-month term that ends on 31st December of each year
- 11.2. In addition to the twelve-month membership term the Club allows a further three (3) months from 31st December to 31st March where membership remains renewable until all applicable annual subscriptions are paid in full.
- 11.3. During the three-month extension period the membership is deemed to be a lapsed membership until the receipt by the Club of all applicable annual subscription fees are paid in full

12. Cessation or Termination of Membership

A membership is deemed to be terminated if;

- 12.1. The member has not renewed their membership within the Term of Membership as per Clause 11; or
- 12.2. The member formally resigns their membership during the term of Membership; or
- 12.3. if the Committee deems the person to be no longer suitable to be a Member because of their actions or behaviour. The termination of a Membership must be conducted in accordance with Division 2.
- 12.4. Any Membership shall cease if the member is deceased

13. Register of Members

The Secretary is responsible for recording and maintaining the Register. This includes at a minimum the Member's

- i. Full name
- ii. Registered or Postal Address
- iii. Email address and contact phone number
- iv. Class of membership
- v. Status of membership and date of commencement if relevant.

Division 2 - Disciplinary action

14. Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member;

- 14.1. Has failed to comply with these Rules; or
- 14.2. Refuses to support the purposes and values of the Club; or
- 14.3. Has engaged in conduct prejudicial to the Club.
- 14.4. Has acted in a manner that has brought the Club into disrepute.

15. Disciplinary subcommittee

- 15.1. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- 15.2. If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member
- 15.3. The members of the disciplinary subcommittee may be Committee members, members of the Club or anyone else; but must not be biased against, or in favour of, the member concerned

16. Notice to Member

Before disciplinary action is taken against a member, the Secretary must give written notice to the member stating that the Club proposes to take disciplinary action against the member, stating;

- 16.1. The grounds for the proposed disciplinary action; and
- 16.2. Specifying the date, place, and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
- 16.3. Advising the member that he or she may do one or both of the following:
 - 16.3.1. Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting.
 - 16.3.2. Give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- 16.4. Setting out the member's appeal rights under rule 18.
 - 16.4.1. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

17. Decision of subcommittee

- 17.1. At the disciplinary meeting, the disciplinary subcommittee must;
 - 17.1.1. give the member an opportunity to be heard; and
 - 17.1.2. consider any written statement submitted by the member.
- 17.2. After complying with subrule (17.1), the disciplinary subcommittee may:
 - 17.2.1. take no further action against the member; or
- 17.3. Subject to subrule (3):
 - 17.3.1. Reprimand the member; or
 - 17.3.2. Suspend the membership rights of the member for a specified period; or
 - 17.3.3. Expel the member from the Club.
- 17.4. The disciplinary subcommittee may not fine the member.
- 17.5. The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

18. Appeal rights

- 18.1. A person whose membership rights have been suspended or who has been expelled from the Club under rule 19 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 18.2. The notice must be in writing and given:
 - 18.2.1. To the disciplinary subcommittee immediately after the vote to suspend or expel the person, is taken; or
 - 18.2.2. To the Secretary not later than 48 hours after the vote.
- 18.3. If a person has given notice under subrule (18.2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 18.4. Notice of the disciplinary appeal meeting must be given to each member of the Club who is entitled to vote as soon as practicable and must:
 - 18.4.1. Specify the date, time, and place of the meeting, and state:
 - 18.4.2. The name of the person against whom the disciplinary action has been taken; and
 - 18.4.3. The grounds for taking that action; and
 - 18.4.4. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

19. Conduct of disciplinary appeal meeting

At a disciplinary appeal meeting:

- 19.1. No business other than the question of the appeal may be conducted; and
- 19.2. The Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- 19.3. The person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 19.4. After complying with subrule (19.1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 19.5. A member may not vote by proxy at the meeting.
- 19.6. The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

20. Summary Discipline

- 20.1. Notwithstanding the provisions of Rules 14 to 19 above in the event that any member of the Committee of the Club shall witness any member behave in the Club premises in a violent, disorderly, abusive, or offensive manner or has reasonable grounds to believe on the information of a member that any member has immediately or shortly prior to such information so behaved he may without

prejudice to any other provisions of this rule order the offending member to leave the Club premises forthwith

20.2. Such member shall thereupon leave the Club premises and not be re-admitted thereto for the duration of the day concerned.

20.3. If such a member shall refuse to leave after being ordered the said member of the Committee after advising such member of the existence and effect of this rule may remove him/her or cause him/her to be removed with such reasonable force as may be necessary

Division 3 - Grievance procedure

21. Application

21.1. The grievance procedure set out in this Division applies to disputes under these Rules between:

21.1.1. A member and another member;

21.1.2. A member and the Committee;

21.1.3. A member and the Club.

21.2. 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. Parties must attempt to resolve the dispute

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

23. Appointment of mediator

23.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 22, the parties must, within ten (10) days:

23.1.1. Notify the Committee of the dispute; and

23.1.2. Agree to or request the appointment of a mediator; and

23.1.3. Attempt in good faith to settle the dispute by mediation.

23.2. The mediator must be

23.2.1. A person chosen by agreement between the parties; or

23.2.2. In the absence of agreement;

23.2.2.1. If the dispute is between a member and another member—a person appointed by the Committee; or

23.2.2.2. If the dispute is between a member and the Committee or the Club a person appointed or employed by the Dispute Settlement Centre of Victoria.

23.3. A mediator appointed by the Committee may be a member or former member of the Club; but in any case, must not be a person who

23.3.1. Has a personal interest in the dispute; or

23.3.2. Is biased in favour of or against any party.

24. Mediation process

The mediator to the dispute, in conducting the mediation, must;

- 24.1. Give each party every opportunity to be heard; and
- 24.2. Allow due consideration by all parties of any written statement submitted by any party; and
- 24.3. Ensure that natural justice is accorded to the parties throughout the mediation process.
- 24.4. The mediator must not determine the dispute.

25. 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 CLUB

26. Annual general meetings

- 26.1. The Committee must convene an annual general meeting of the Club to be held on the third Sunday in October each year.
- 26.2. The Committee may determine the time and place of the annual general meeting.
- 26.3. The ordinary business of the annual general meeting is as follows;
 - 26.3.1. To confirm the minutes of the previous annual general meeting and of any special general meetings held since then;
 - 26.3.2. To receive and consider:
 - 26.3.3. The annual report of the Committee on the activities of the Club during the preceding financial year; and
 - 26.3.4. The financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
 - 26.3.5. To elect the members of the Committee;
 - 26.3.6. To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 26.4. The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

27. Special general meetings

- 27.1. Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 27.2. The Committee may convene a special general meeting whenever it thinks fit.
- 27.3. No business other than that set out in the notice under Rule 29 may be conducted at the meeting.

28. Special general meetings held at request of members

- 28.1. The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (28.2) by at least 10% of the total number of members.
- 28.2. A request for a special general meeting must;
 - 28.2.1. Be in writing; and
 - 28.2.2. State the business to be considered at the meeting and any resolutions to be proposed; and
 - 28.2.3. Include the names and signatures of the members requesting the meeting; and
 - 28.2.4. Be given to the Secretary.
- 28.3. 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.
- 28.4. A special general meeting convened by members under subrule (28.3)
 - 28.4.1. Must be held within three (3) months after the date on which the original request was made; and
 - 28.4.2. May only consider the business stated in that request.
- 28.5. The Club must reimburse all reasonable expenses incurred by the members convening a Special general meeting under subrule (28.3).

29. Notice of general meetings

- 29.1. The Secretary (or, in the case of a special general meeting convened under Rule 28, the members convening the meeting) must give to each member of the Club
 - 29.1.1. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - 29.1.2. At least 14 days' notice of a general meeting in any other case.
- 29.2. The notice must—
 - 29.2.1. Specify the date, time, and place of the meeting; and
 - 29.2.2. Indicate the general nature of each item of business to be considered at the meeting; and
- 29.3. If a special resolution is to be proposed;
 - 29.3.1. State in full the proposed resolution; and
 - 29.3.2. State the intention to propose the resolution as a special resolution; and
 - 29.3.3. Comply with Rule 30(5).
- 29.4. This rule does not apply to a disciplinary appeal meeting.

30. Proxies

- 30.1. A member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting.
- 30.2. The appointment of a proxy must be in writing and signed by the member making the appointment.

- 30.3. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the member in any matter as they see fit.
- 30.4. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- 30.5. Notice of a general meeting given to a member under Rule 34 must;
 - 30.5.1. State that the member may appoint another member as a proxy for the meeting; and
 - 30.5.2. Include a copy of any form that the Committee has approved for the appointment of a proxy.
- 30.6. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- 30.7. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

31. Use of technology

- 31.1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member, and the members present at the meeting to communicate with each other clearly and simultaneously.
- 31.2. For the purposes of this Part, a member participating in a general meeting as permitted under subrule (31.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

32. Quorum at general meetings

No business may be conducted at a general meeting unless a quorum of members is present.

- 32.1. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 31 of twenty members entitled to vote.
- 32.2. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting;
 - 32.2.1. In the case of a meeting convened by, or at the request of, members under Rule 23 the meeting must be dissolved;
- 32.3. In any other case:
 - 32.3.1. The meeting must be adjourned to a date not more than 21 days after the adjournment: and
 - 32.3.2. 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.
- 32.4. If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the

meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

33. Adjournment of general meeting

- 33.1. 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.
- 33.2. Without limiting subrule (33.1), a meeting may be adjourned;
 - 33.2.1. If there is insufficient time to deal with the business at hand; or
 - 33.2.2. To give the members more time to consider an item of business.
- 33.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 33.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with Rule 29.

34. Voting at general meetings

On any question arising at a general meeting—

- 34.1. Subject to subrule (34.3), each member who is entitled to vote has one vote: and
- 34.2. Members may vote personally or by proxy; and
- 34.3. Except in the case of a special resolution, the question must be decided on a majority of votes.
- 34.4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 34.5. 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.
- 34.6. This rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 19.

35. Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

36. Determining whether resolution carried

- 36.1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - 36.1.1. Carried; or
 - 36.1.2. Carried unanimously; or
 - 36.1.3. Carried by a particular majority; or
 - 36.1.4. Lost: and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 36.2. If a poll (where votes are cast in writing) is demanded by three or more members on any question:
- 36.2.1. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - 36.2.2. The Chairperson must declare the result of the resolution on the basis of the poll.
- 36.3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 36.4. A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

37. Minutes of general meeting

- 37.1. The Committee must ensure that minutes are taken and kept of each general meeting.
- 37.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 37.3. In addition, the minutes of each annual general meeting must include;
- 37.3.1. The names of the members attending the meeting; and
 - 37.3.2. Proxy forms given to the Chairperson of the meeting under Rule 35(6); and
 - 37.3.3. The financial statements submitted to the members in accordance with Rule 26(3)(b)(ii); and
 - 37.3.4. 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
 - 37.3.5. 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

38. Roles and powers

- 38.1. The business of the Club must be managed by or under the direction of a committee.
- 38.2. The Committee may exercise all the powers of the Club except those powers that the Constitution or the Act require to be exercised by general meetings of the members of the Club.
- 38.3. The Committee may:
- 38.3.1. Appoint and remove a manager.
 - 38.3.2. Establish sub-committees consisting of members with terms of reference it considers appropriate.

39. Delegation

- 39.1. The Committee may delegate to a member of the Committee, a sub-committee, or staff, any of its powers and functions other than:
- 39.2. This power of delegation; or
- 39.3. A duty imposed on the Committee by the Act or any other law.
- 39.4. The delegation must be in writing and may be subject to any conditions and limitations the Committee considers appropriate
- 39.5. The Committee may, in writing, revoke a delegation wholly or in part at any time

Division 2 Composition of Committee and duties of members

40. Composition of Committee and duties of members

- 40.1. The Committee shall consist in total of between ten (10) and fourteen (14) Members who are eligible/or voting members.
- 40.2. The number of Committee members may be varied by the Committee from time to time and any proposed change is to be communicated to Members at least fourteen (14) days prior to an AGM in order to call for nominations.
- 40.3. After the Annual General Meeting, the composition of the Committee cannot be changed until the following Annual General Meeting; however, the membership of the Committee can be changed as per Clause 66.
- 40.4. The Committee shall consist of;
 - 40.4.1. President.
 - 40.4.2. Vice President.
 - 40.4.3. Secretary.
 - 40.4.4. Treasurer; and
 - 40.4.5. Up to ten (10) general Committee members as decided by the Committee and communicated to the members fourteen (14) days prior to the Annual General Meeting
- 40.5. Each of the general Committee members may be responsible for at least one other defined portfolio. Examples of these portfolios are Football Manager, Netball Manager, Junior Football Manager, Marketing Manager, Social Manager, etc.
- 40.6. The Committee may elect an Executive Committee comprising of at least the President, Vice President, Secretary and up to two others.

41. General duties

All Committee members must Act in the best interest of the Club and its members at all times

- 41.1. As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with the Constitution and the Act.
- 41.2. The Committee is collectively responsible for ensuring that the Club complies with the Act and that the individual members of the Committee comply also with the Act and the Constitution.

- 41.3. Committee members must exercise their powers and discharge their duties:
 - 41.3.1. with reasonable care and diligence.
 - 41.3.2. In good faith in the best interests of the Club.
- 41.4. Committee members must not make improper use of:
 - 41.4.1. Their position; or
 - 41.4.2. Information acquired by virtue of holding their position in order to gain an advantage for themselves or any other person or to cause any detriment to the Club.
- 41.5. In addition to any duties imposed by the Constitution, a committee member must perform any other duties assigned from time to time by resolution at a general meeting.
- 41.6. Committee Members are responsible and accountable for performing the duties as set out in their portfolio and/or their position description.
- 41.7. The Executive Committee duties will be carried out in accordance with and under the direction of the Committee

42. President

- 42.1. The President is primarily responsible for ensuring that the Club;
 - 42.1.1. sets and meets its goals and objectives,
 - 42.1.2. is administered according to the Constitution and
 - 42.1.3. complies with all legal and statutory obligations.
- 42.2. The President is at all times accountable to the Members and Committee of the Club.

43. Vice President

- 43.1. Supports the President, and perform the duties of the President when the President is unavailable; and
- 43.2. Performs any other duty or function assigned to the Vice President by the Constitution, or by Committee direction or by Committee Bylaws.

44. Secretary

- 44.1. The Secretary will perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 44.2. The Secretary will:
 - 44.2.1. Be responsible for the preparation and publication of notices for all general meetings and Committee meetings; and
 - 44.2.2. Record Minutes of all general meetings and Committee meetings; and
 - 44.2.3. Be responsible for all relevant documents of the Club, except financial records; and
 - 44.2.4. Be responsible for maintaining the registers of Members (including registration of playing Members) in accordance with the Rules for Registration of Members, and

- 44.3. Keep custody of all books, documents, and securities of the Club in accordance with Rules for Management of Funds; Rules for Custody and inspection of books and records; and all bylaws and Member's handbooks; and
- 44.4. Subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of general meetings and other books and documents; and
- 44.5. Perform any other duty or function imposed on the Secretary by these Rules, or by Committee Direction or by Committee Bylaws.
- 44.6. The Secretary will notify the Registrar of their appointment within fourteen (14) days after such appointment.

45. Treasurer

- 45.1. The Treasurer is responsible for ensuring the Committee is empowered to manage the financial affairs of the Club.
- 45.2. The Treasurer is responsible for the stewardship of the accounting functions of the Club and is thereby responsible for the management and protection of the Club's cash management, financial security, and control of capital.
- 45.3. The Treasurer must;
 - 45.3.1. ensure that all financial transactions are recorded in the Club's accounts in a timely manner and
 - 45.3.2. produce the Club's financial reports for presentation to the Committee, to the members at the annual general meeting,
 - 45.3.3. Comply with all financial reporting obligations contained in the Constitution and the Incorporated Associations legislation.
- 45.4. The Treasurer will perform all duties as per Part 6 Financial Matters.

Division 3 - Election of Committee members and tenure of office

46. Who is eligible to be a Committee member?

- 46.1. A member is eligible to be elected or appointed as a committee member if the member:
 - 46.1.1. Is 18 years or over; and
 - 46.1.2. Is entitled to vote at a general meeting

47. Positions to be declared vacant

- 47.1. This rule applies to all annual general meetings of the Club, after the annual report and financial statements of the Club have been received.
- 47.2. The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with Rules 48 to 51.

48. Nominations

- 48.1. Not less than fourteen days prior to the annual general meeting, in the Notice to call for nominations to the Committee prior to the Annual General Meeting (Rule 26), the Secretary will:
 - 48.1.1. Call for nominations for all vacant positions, including any new positions arising from any proposed changes to the composition of the Committee and
 - 48.1.2. Clearly outline the process for the nominations and elections.
- 48.2. At the meeting, if there are not enough nominations to fill all Committee positions, an eligible Member of the Club may;
 - 48.2.1. with the Member's consent, be nominated by another Member; or
 - 48.2.2. nominate himself or herself
- 48.3. A Member may be nominated for more than one position and will be eligible for election to any other position for which an election is yet to be held if he/she fails to be elected to an earlier position that they may have been nominated for.
- 48.4. A current Committee Member may re-nominate to continue on the Committee in any role.

49. Election of President etc.

- 49.1. Should there be more one nomination, at the annual general meeting, separate elections must be held for each of the following positions:
 - 49.1.1. President
 - 49.1.2. Vice President
 - 49.1.3. Secretary
 - 49.1.4. Treasurer.
- 49.2. If only one member has been nominated for the position, the Returning Officer will call that a member in the room move that the nominated member be appointed and then ask for a second then the membership will be asked to vote and decide by majority
- 49.3. If more than one member has been nominated, a ballot must be held in accordance with rule 51
- 49.4. On their election, the new President may take over as Chairperson of the meeting.

50. Election of General Committee Members

- 50.1. The annual general meeting must elect a minimum of eight and up to ten ordinary other members of the Committee to hold office for the next year.
- 50.2. A single election may be held to fill all of those positions.
- 50.3. If the number of members nominated for these positions 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.
- 50.4. If the number of members nominated exceeded the number to be elected, a ballot must be held in accordance with Rule 51.

51. Ballot.

- 51.1. If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as Returning Officer to conduct the ballot.
- 51.2. The Returning Officer must not be a member nominated for the position
- 51.3. Before the ballot is taken, each candidate may make a short speech in support of their election.
- 51.4. The election must be by secret ballot.
- 51.5. The Returning Officer must give a ballot paper for
 - 51.5.1. Each member present in person; and
 - 51.5.2. Each proxy appointed by a member.
- 51.6. The voter must indicate on the ballot paper a tick (√) by the name of the candidate for whom they wish to vote.
- 51.7. If the ballot is for more than one position the voter must indicate on the ballot paper a tick (√) by the name of each candidate for whom they wish to vote.
- 51.8. The voter must not indicate on the ballot paper a tick (√) by names of more candidates than the number to be elected.
- 51.9. Ballot papers that do not comply with subrule (51.7)(b) are not to be counted.
- 51.10. Each ballot paper on which the name of a candidate has been indicated by a tick (√) counts as one vote for that candidate.
- 51.11. 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.
- 51.12. If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must;
 - 51.12.1. Conduct a further election for the position in accordance with subrules (51.4) to (51.10) to decide which of those candidates is to be elected; or
 - 51.12.2. With the agreement of those candidates, decide by lot which of them is to be elected.
- 51.13. At the end of the elections, the new President takes over the Chair as Chairperson of the meeting.

52. Term of Office

- 52.1. Subject to subrule (52.3) and Rule 53, a committee member holds office until the positions of the Committee are declared vacant prior to the next annual general meeting.
- 52.2. A committee member may be re-elected
- 52.3. A general meeting of the Club may by special resolution
 - 52.3.1. remove a committee member from office; and
 - 52.3.2. elect an eligible member of the Club to fill the vacant position in accordance with this Division.
- 52.4. A member who is the subject of a proposed special resolution under subrule (3) 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.

52.5. 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.

53. Vacation of office

53.1. A committee member may resign from the Committee by written notice addressed to the Committee.

53.2. A person ceases to be a committee member if he or she

53.2.1. Ceases to be a member of the Club; or

53.2.2. Fails to attend three (3) consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under Rule 64; or

53.2.3. Otherwise ceases to be a committee member by operation of section 78 of the Act.

54. Filling casual vacancies

54.1. The Committee may appoint an eligible member of the Club to fill a position on the Committee that

54.1.1. Has become vacant under Rule 53; or

54.1.2. Was not filled by election at the last annual general meeting.

54.2. If the position of Secretary becomes vacant, the Committee must appoint a member to the position within fourteen (14) days after the vacancy arises.

54.3. Rule 52 applies to any committee member appointed by the Committee under subrule (1) or (2).

54.4. The Committee may continue to act despite any vacancy in its membership.

Division 4 - Meetings of Committee

55. Meetings of Committee

55.1. The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.

55.2. The date, time, and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Club at which the members of the Committee were elected.

55.3. The President will chair all Committee meetings. In the absence of the President, the Vice-President will chair the meetings

56. Notice of meetings

56.1. Notice of each committee meeting must be given to each committee member no later than seven (7) days before the date of the meeting.

56.2. Notice may be given of more than one committee meeting at the same time.

- 56.3. The notice must state the date, time, and place of the meeting.
- 56.4. If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 56.5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

57. Urgent meetings

- 57.1. In cases of urgency, a meeting can be held without notice being given in accordance with Rule 56 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 57.2. Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- 57.3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

58. Procedure and order of business

- 58.1. The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- 58.2. The order of business may be determined by the members present at the meeting.

59. Use of technology

- 59.1. A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member, and the committee members present at the meeting to communicate with each other clearly and simultaneously.
- 59.2. For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (59.1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

60. Quorum

- 60.1. No business may be conducted at a Committee meeting unless a quorum is present.
- 60.2. The quorum for a committee meeting is the presence (in person or as allowed under Rule 71) of a majority of the committee members holding office.
- 60.3. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting
 - 60.3.1. in the case of a special meeting—the meeting lapses;
 - 60.3.2. in any other case—the meeting must be adjourned to a date no later than fourteen (14) days after the adjournment and notice of the time, date, and place to which the meeting is adjourned must be given in accordance with Rule 56.

61. Voting

- 61.1. On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- 61.2. A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- 61.3. Subrule (61.2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 61.4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 61.5. Voting by proxy is not permitted.

62. Conflict of interest

- 62.1. 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.
- 62.2. The member
 - 62.2.1. Must not be present while the matter is being considered at the meeting; and
 - 62.2.2. Must not vote on the matter.
- 62.3. This rule does not apply to a material personal interest
 - 62.3.1. That exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - 62.3.2. That the member has in common with all, or a substantial proportion of, the members of the Club.

63. Minutes of Meeting

- 63.1. The Committee must ensure that minutes are taken and kept of each committee meeting.
- 63.2. The minutes must record the following
 - 63.2.1. The names of the members in attendance at the meeting.
 - 63.2.2. The business considered at the meeting.
 - 63.2.3. Any resolution on which a vote is taken and the outcome result of the vote, e.g., passed or not passed
 - 63.2.4. Any material personal interest disclosed under rule 74.

64. Leave of Absence

- 64.1. The Committee may grant a Committee member leave of absence from Committee meetings for a period not exceeding three (3) months.
- 64.2. The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

PART 6 - FINANCIAL MATTERS

65. Source of funds

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.

66. Management of funds

- 66.1. The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all the Club's revenue is deposited.
- 66.2. Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 66.3. The Committee may authorise the Finance Director to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 66.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two (2) Committee members.
- 66.5. All funds of the Club must be deposited into the financial account of the Club no later than five (5) working days after receipt.
- 66.6. With the approval of the Committee, the Finance Director 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.

67. Financial Records

- 67.1. The Club must keep financial records that;
 - 67.1.1. Correctly record and explain its transactions, financial position, and performance; and
 - 67.1.2. Enable financial statements to be prepared as required by the Act.
- 67.2. The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 67.3. The Finance Director must keep in their custody, or under their control
 - 67.3.1. The financial records for the current financial year; and
 - 67.3.2. Any other financial records as authorised by the Committee.

68. Financial statements

- 68.1. For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 68.2. Without limiting subrule (68.1), those requirements include:
 - 68.2.1. The preparation of the financial statements.
 - 68.2.2. If required, the review or auditing of the financial statements.
 - 68.2.3. The certification of the financial statements by the Committee.

68.2.4. The submission of the financial statements to the annual general meeting of the Club.

68.2.5. The lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements, and fee.

68.3. The Accounts of the Club shall be prepared in accordance with the Australian Accounting Standards, be certified annually by two (2) Committee members and be reviewed by an independent accountant who holds a current practicing certificate.

PART 7 - GENERAL MATTERS

69. Registered address

The registered address of the Club is:

69.1. Portarlinton Recreation Reserve, Boat Road, Portarlinton or P. O. Box 75, PORTARLINGTON, VIC 3223; and

69.2. The address may be determined from time to time by resolution of the Committee; or if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

70. Notice requirements

70.1. Any notice required to be given to a member or a committee member under these Rules may be given

70.1.1. By handing the notice to the member personally; or

70.1.2. By sending it by post to the member at the address recorded for the member on the register of members; or

70.1.3. By email, other electronic or facsimile transmission including SMS.

70.2. Subrule (70.1) does not apply to notice given under rule 57.

70.3. Any notice required to be given to the Club or the Committee may be given-

70.3.1. By handing the notice to a member of the Committee; or

70.3.2. By sending the notice by post to the registered address; or

70.3.3. By leaving the notice at the registered address; or

70.4. If the Committee determines that it is appropriate in the circumstances-

70.4.1. By email to the email address of the Club or the Secretary; or

70.4.2. By facsimile transmission to the facsimile number of the Club.

71. Custody and inspection of books and records

71.1. Members may on request inspect free of charge

71.1.1. The register of members.

71.1.2. The minutes of general meetings.

71.2. Subject to subrule (2), the financial records, books, securities, and any other relevant document of the Club, including minutes of Committee meetings.

- 71.3. 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.
- 71.4. The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- 71.5. Subject to subrule (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.
- 71.6. 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:
- 71.6.1. Its membership records.
 - 71.6.2. Its financial statements.
 - 71.6.3. Its financial records.
 - 71.6.4. Records and documents relating to transactions, dealings, business, or property of the Club.

72. Winding up and cancellation

- 72.1. The Club may be wound up voluntarily by special resolution.
- 72.2. 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.
- 72.3. 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 which is not carried on for the profit or gain of its individual members.
- 72.4. The body to which the surplus assets are to be given must be decided by special resolution.

73. Alteration of Rules

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