



PORTARLINGTON
FOOTBALL NETBALL CLUB INC
Est. 1874

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

CONSTITUTION

Ratified at:
Annual General Meeting 22nd October 2023

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PART 1 - PRELIMINARY

1. Name

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

2. Purposes

The purposes of the Club are:

- 2.1. to provide opportunity for players of all ages and skill level to experience the enjoyment and benefits of playing sport, and to reach their playing potential; and
- 2.2. To foster pride in the Club’s involvement in, support of and impact on our local community;
- 2.3. To support our players, staff, sponsors, volunteers and members
- 2.4. To conform and comply with the following Statutory Requirements and Rules of Affiliated Bodies:
 - 2.4.1. The Associations Incorporation Reform Act 2012 (Victoria)
 - 2.4.2. This document (Club Constitution) as registered with the Registrar (CAV)
 - 2.4.3. The relevant rules and regulations of any affiliated organisation such as Barwon Region AFL and Netball Victoria
 - 2.4.4. Club Rules, Policies and Guidelines. These supplementary documents are deemed not to form part of the Constitution and can therefore be amended by the Board or Executive Board as and when needed.

3. Financial year

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

4. Definitions

AGM means the Annual General Meeting of the Club

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.

CAV means Consumer Affairs Victoria, responsible for administration of the Act

voting members means General Members and Life Members who are eligible to hold positions on the Board and to vote at meetings of the Club

eligible member means subject to Clause 42.2, a General Member or Life Member of the Club who are eligible to vote at general meetings of the Club

Chairperson means an independent eligible member appointed by the President to preside over the election or appointment of the President. This person cannot be a current member of the Board at the time of the election.

Returning Officer means, in the event of a ballot for any Board positions at the AGM, an independent eligible member appointed by the President to preside over such elections.

majority means more than 50% of the eligible members present at a meeting

quorum means the minimum number of Board or eligible members required at a meeting for the meeting to be held.

Rules, Guidelines and Policies means ancillary documents referred to in this Constitution that set out the detailed rules, guidelines and policies to enact the clauses of this Constitution.

SGM means a special general meeting of the Club, called at the behest of the Board or Members

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 deems 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 - MEMBERSHIP

This Part is to be read in conjunction with the Club's Rules for Membership

7. Classes of Membership

The Club must have at least five (5) eligible Voting Members (Clause 7.1) to maintain its registered status as an Incorporated Association. 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. Other non-voting classes of Members as determined by the Board from time to time

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.

8.2. Life Members

A General Member who has rendered exceptional and distinguished service to the Club, or a player who has played 200 senior games for the Club, may be nominated

for life membership by the Board and such nominations will be considered by a panel of not less than three Life Members

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.

8.4. Other Members

The Board may, from time to time, introduce other types of membership if deemed necessary.

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, Rules 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 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 subscription fees (including player registration fees if applicable) or monies are paid, and the details of the Membership are registered in the Register of Members
- 10.2. **Continuing Members** - where a person has previously been approved as per Clause 10.1 they are deemed to be a member of the club in subsequent years on the payment of all applicable subscriptions fees in full within the term of Membership
- 10.3. **Life Members** - A person who is a Life Member is deemed to be a continuing member of the Club unless the Board deems that Membership is ended
- 10.4. **Lapsed Members** – Refer Clauses 11.2, 11.3 and 11.4

11. Term of Membership

- 11.1. The term of membership for new and continuing members is a twelve (12) 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
- 11.4. During this period the member's privileges will be suspended

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 Board 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 Part 4.
- 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 of Members.

This shall include 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.

PART 4 – DISCIPLINARY ACTION AND GRIEVANCE PROCEDURES

This part is to be read in conjunction with the Club's "Rules for Disciplinary Action and Grievance Procedures"

Division 1 - 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

If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

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

17. Decision of subcommittee

The decision of the disciplinary sub-committee is binding on all parties and will be communicated in writing to the member.

18. Appeal rights

A person whose membership rights have been suspended or who has been expelled from the Club under Rules for Disciplinary Action and Grievance Procedures may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
Conduct

19. Conduct of disciplinary appeal meeting

The conduct of a disciplinary appeal meetings is as set out in the extant Rules

20. Summary Discipline

The reasons and consequences of Summary Discipline are as set out in the Club's Rules pertaining to this Part

Division 2 - Grievance procedure

21. Application

21.1. The grievance procedure in this Division applies to disputes between:

21.1.1. A member and another member;

21.1.2. A member and the Board;

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.

PART 5 THE BOARD

This Part is to be read in conjunction with the Club's "Rules for the Board"

Division 1 Powers of Board

22. Roles and powers

22.1. The business of the Club must be managed by or under the direction of a Board comprised of eligible members as elected at the AGM or appointed during the year.

22.2. The Board 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.

22.3. The Board may:

22.3.1. Appoint and remove any coaching staff, contractor or employee of the Club.

22.3.2. Establish sub-committees consisting of members with terms of reference it considers appropriate.

22.3.3. Establish and amend the rules, policies and guidelines of the Club from time to time, as it sees fit, and such amendments must be passed by a majority of the full Board.

23. Delegation

23.1. The Board may delegate to the Executive, a member of the Board, a sub-committee or staff, any of its powers and functions other than:

23.1.1. This power of delegation, or

23.1.2. A duty imposed on the Board by the Act or any other law

23.2. The delegation shall be subject to any conditions and limitations the Board considers appropriate

23.3. The Board may revoke a delegation wholly or in part at any time

Division 2 - Composition of Board and duties of Board members

24. Composition of Board

24.1. The Board shall consist of eligible members who are:

24.1.1. Either a General Member or a Life Member; however

24.1.2. a member is not eligible if that member has been the subject of a Disciplinary action as per Part 4 during the current year, and only if an adverse finding has been made by the Disciplinary sub-Committee.

24.2. The Board shall consist of;

24.2.1. An “Executive” made up of;

24.2.1.1. President.

24.2.1.2. Vice President.

24.2.1.3. Secretary.

24.2.1.4. Treasurer; and

24.2.2. As many general Board members as the Board determines from time to time as deemed necessary to manage the Club.

25. Executive

25.1. The Executive is comprised of;

25.1.1. the President, Vice President, Secretary, and Treasurer, and

25.1.2. from time to time other Board members deemed necessary to deal with matters before the Executive.

25.2. The Executive’s duties will be carried out in accordance with and under the direction of the Board.

25.3. The Executive will meet to:

25.3.1. deal with urgent or sensitive matters

- 25.3.2. expedite matters involving external parties, including, but not limited to, State Government, Statutory Authorities, AFL Barwon and City of Greater Geelong

26. General duties of Board Members

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

- 26.1. The Board is collectively responsible for ensuring that the Club complies with the Act and that the individual members of the Board comply also with the Act and the Constitution.
- 26.2. Board members must exercise their powers and discharge their duties:
 - 26.2.1. with reasonable care and diligence.
 - 26.2.2. In good faith in the best interests of the Club.
- 26.3. Board members must not make improper use of:
 - 26.3.1. Their position; or
 - 26.3.2. 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.

27. President

- 27.1. The President is primarily responsible for ensuring that the Club:
 - 27.1.1. sets and meets its goals and objectives,
 - 27.1.2. is administered according to the Constitution and
 - 27.1.3. complies with all legal and statutory obligations.
- 27.2. The President is at all times accountable to the Board and Members of the Club.

28. Vice President

- 28.1. The Vice President will:
 - 28.1.1. Support the President, and perform the duties of the President when the President is unavailable; and
 - 28.1.2. Perform any other duty or function assigned to the Vice President by the Constitution, or at the direction of the Board or the Executive

29. Secretary

The Secretary will perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

29.1. The Secretary will:

29.1.1. Be responsible for the preparation and publication of notices for all general meetings and Board meetings; and

29.1.2. Record Minutes of all general meetings and Board meetings; and

29.1.3. Be responsible for all relevant documents of the Club, except financial records; and

29.1.4. Be responsible for maintaining the registers of Members (including registration of playing Members) in accordance with the Rules for Registration of Members, and

29.2. 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

29.3. 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

29.4. Perform any other duty or function imposed on the Secretary by these Rules, or by Board direction.

29.5. The Secretary will notify the Registrar of their appointment within fourteen (14) days after such appointment.

30. Treasurer

This Clause to be read in conjunction with Part 7 - Financial Management and the Club's "Financial Guidelines"

30.1. The Treasurer is responsible for ensuring the Board is empowered to manage the financial affairs of the Club.

30.2. 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.

30.3. The Treasurer will perform all duties as per the Financial Guidelines established by the Board.

31. Terms of Office

31.1. The President, Vice-President, Secretary and Treasurer will be eligible to be elected for a maximum of three (3) consecutive one (1) year terms, with an option to be elected for up to a further three (3) consecutive one (1) year terms at the discretion of the full Board.

31.2. Notwithstanding Clause 31.1, any eligible member of the Club may nominate for any position in any year

32. Leave of Absence

32.1. The Board may grant a member leave of absence from meetings for a period not exceeding three (3) months.

32.2. The Board 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.

33. Vacation of office

33.1. A Board member may resign from the Board by written notice

33.2. A person ceases to be a Board member if they

33.2.1. Cease to be a member of the Club; or

33.2.2. Fail to attend three (3) consecutive Board meetings (other than special or urgent committee meetings) without leave of absence under Clause 32, or

33.2.3. Otherwise cease to be a Board member by operation of section 78 of the Act.

34. Filling of casual vacancies

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

34.1.1. Has become vacant under Clause 33; or

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

PART 6—MEETINGS OF THE BOARD AND THE CLUB

This Part is to be read in conjunction with the Club’s “Rules for Meetings”

Division 1 Meetings of the Board

35. Meetings of Board

The Board must meet at least four (4) times in each calendar year, the dates, times and places to be determined by the Board

36. Notice of meetings

Notice of each Board meeting must be given to each Board member prior to each meeting.

37. Agenda

An Agenda must be distributed to each Board member within two (2) working days of the date of the meeting.

38. Urgent meetings

In cases of urgency, a meeting of the Executive can be held without notice.

39. Procedure and order of business

39.1. The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.

39.2. The order of business may be determined by the members present at the meeting.

40. Proxies

A Board member may appoint another Board member as their proxy to vote and speak on their behalf at a Board meeting.

41. Use of technology

A Board member who is not physically present at a committee meeting may 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 in real time.

42. Quorum

No business may be conducted at a Board meeting unless a quorum is present. The quorum for a general meeting of the Board is the presence physically, or by proxy or by technology as allowed under Clauses 40 and 41, of a majority of the Board members holding office

43. Voting

43.1. On any question arising at a Board meeting, each committee member present at the meeting has one vote.

43.2. A motion is carried if a majority of members present at the meeting, including those under Clause 40 and 41, vote in favour of the motion.

44. Conflict of interest

A Board member who has a material personal interest in a matter being considered at a meeting must disclose the nature and extent of that interest to the Board.

45. Minutes of Meeting

The Board must ensure that minutes are taken and kept of each meeting.

Division 2 – Annual General Meeting

46. Annual general meetings

46.1. The Board must convene an Annual General Meeting (“AGM”) of the Club to be held no later than 31st October of each year or a date otherwise agreed.

46.2. The Board will determine the time and place of the AGM and communicate that to the Members.

46.3. Notice of the AGM must be provided to all eligible members no later than twenty one (21) days prior to the date of the meeting

46.4. The ordinary business of the AGM is as follows;

46.4.1. To confirm the minutes of the previous AGM and of any special general meetings held during the year;

46.4.2. To receive and consider:

46.4.2.1. The annual report of the President and Board on the activities of the Club during the preceding financial year; and

46.4.2.2. The audited financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

- 46.4.3. To elect or re-elect the members of the Board for the following year in accordance with the Club's "Rules for the Board";
- 46.4.4. To ratify any proposed changes to the Constitution
- 46.4.5. To confirm or vary the amounts (if any) of the annual subscription and joining fee.
- 46.5. The AGM may also conduct any other business of which notice has been given in accordance with the "Rules for Meetings".

Division 3 – Eligibility, Nominations and Elections for the Board

47. Eligibility for Election to Board

- 47.1. A member is eligible to be elected or appointed as a Board member if the member is:
 - 47.1.1. A General Member; or
 - 47.1.2. A Life member
- 47.2. A member is not eligible if that member has been the subject of a Disciplinary action under Part 4 during the current year, and only if an adverse finding has been made by the Disciplinary sub-Committee.

48. Nominations

- 48.1. Any eligible member may nominate for any role on the Board
- 48.2. Not less than fourteen (14) days prior to the AGM, in the Notice to call for nominations to the Board prior to the AGM, the Secretary will:
 - 48.2.1. Advise of all positions for which an incumbent Board member has renominated
 - 48.2.2. Notwithstanding Clause 48.2.1, call for nominations for any existing or vacant positions, including any new positions arising from any proposed changes to the composition of the Board, and
 - 48.2.3. Clearly outline the process for the nominations and elections.

49. Elections

- 49.1. Elections will be conducted at all AGMs of the Club, following the presentation of the annual report and tabling of financial statements of the Club.
- 49.2. The President will step down from chairing the meeting and an independent Chairperson will be appointed to conduct the elections.
- 49.3. Elections for the Executive and general Board positions will be conducted in accordance with Clauses 50 to Clause 52.

50. Election of Executive.

- 50.1. If a current Executive member is the sole nomination for their Executive position, the Chairperson will call for a member in the room to move that the nominated member be appointed, ask for a second, then ask the membership present to vote, and the appointment must be passed by a majority of those present
- 50.2. Should there be more than one nomination for any of the Executive positions at the AGM, separate elections must be held for each of the following:

- 50.2.1. President
- 50.2.2. Vice President
- 50.2.3. Secretary
- 50.2.4. Treasurer.

50.3. If more than one member has nominated, a ballot must be held in accordance with Clause 52

50.4. At the conclusion of the election of the Executive, the Chairperson will hand over to the President to conduct the election of general Board members

51. Election of General Board Members

51.1. The AGM must elect or appoint an eligible member to fill any of the general Board member positions, to hold office for the following year.

51.2. A single election may be held to fill all of those positions.

51.3. If the number of members nominated for these positions is less than or equal to the number to be elected, the President of the meeting shall declare each of those members to be elected to the position.

51.4. If the number of members nominated exceeded the number to be elected, a ballot must be held in accordance with Clause 52.

52. Ballot.

52.1. If a ballot is required for the election for a position, an independent Returning Officer must be appointed to conduct the ballot.

52.2. The Returning Officer must not be a member nominated for the position

Division 4 – Special General Meetings of the Club

53. Special general meetings convened by the Board

53.1. Any general meeting of the Club, other than an AGM or a Disciplinary appeal meeting, is a Special General meeting (“SGM”).

53.2. The Board may convene an SGM whenever it deems it necessary.

53.3. No business, other than that set out in the notice under Clause 55, may be conducted at the meeting.

54. Special general meetings convened at request of eligible members

The Board must convene an SGM if a request to do so is made by at least ten percent (10%) of the total number of eligible members in accordance with the Rules for Meetings.

55. Notice of special general meetings

The Secretary, (or in the case of an SGM convened under Clause 54, the members convening the meeting) must give notice to each member of the Club stating the date and time of the meeting and the matter(s) to be dealt with.

56. Proxies

A member may appoint another member as their proxy to vote and speak on their behalf at an SGM.

57. Use of technology

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 in real time.

58. Quorum at special general meetings

No business may be conducted at an SGM unless a quorum of members is present.

The quorum for any SGM is the presence; physically, or as allowed under Clauses 56 and 57, of twenty (20) eligible members

59. Conduct of special general meetings

The conduct of an SGM will be in accordance with Rules for Meeting and includes:

59.1. Voting at an SGM

59.2. Special resolutions

PART 7 - FINANCIAL MANAGEMENT

This Part to be read in conjunction with Club's "Financial Guidelines"

60. Source of funds

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

61. Management of funds

The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited

62. Financial Records

62.1. The Club must keep financial records that;

62.1.1. Correctly record and explain its transactions, financial position and performance; and

62.1.2. Enable financial statements to be prepared as required by the Act.

62.2. The Club must retain the financial records for seven (7) years after acceptance of the Audited Financial Report at the AGM

62.3. The Treasurer must keep in secure custody under their control

62.3.1. The financial records for the current financial year; and

62.3.2. Any other financial records as authorised by the Board

63. Financial statements

63.1. For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.

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

PART 8 - GENERAL MATTERS

64. Registered address

The registered address of the Club is:

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

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

65. Notice requirements

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

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

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

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

66. Custody and inspection of books and records

66.1. Members may on request inspect free of charge

66.1.1. The register of members.

66.1.2. The minutes of general meetings.

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

66.3. The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.

66.4. The Board must on request make copies of these rules available to members and applicants for membership free of charge.

66.5. 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.

66.6. 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:

66.6.1. Its membership records.

66.6.2. Its financial statements.

66.6.3. Its financial records.

66.6.4. Records and documents relating to transactions, dealings, business, or property of the Club.

67. Winding up and cancellation

67.1. The Club may be wound up voluntarily by special resolution.

67.2. 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.

67.3. 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.

67.4. The body to which the surplus assets are to be given must be decided by special resolution.

68. Alteration of Constitution

Alterations to this Constitution may only be approved by special resolution of a general meeting of the Club, including the AGM.