



RULES FOR THE BOARD

1. General Provisions of these Rules

- 1.1. These Rules are to be read in conjunction with the Club's Constitution Part 5
- 1.2. References to "Part", "Division" or "Clause" in this document are references to the relevant sections of the Constitution.
- 1.3. References to "Rules" and "subrule(s)" in this document refer to the clauses contained within this document

Division 1 Powers of the Board

2. Roles and powers

- 2.1. The business of the Club must be managed by or under the direction of a Board comprised of eligible members elected at the AGM or appointed during the year.
- 2.2. 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.
- 2.3. The Board may:
 - 2.3.1. Appoint and remove any coaching staff, contractors or employee of the Club
 - 2.3.2. Establish sub-committees consisting of members with terms of reference it considers appropriate.
 - 2.3.3. 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

3. Delegation

- 3.1. 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:
- 3.2. This power of delegation; or
- 3.3. A duty imposed on the Board by the Act or any other law.
- 3.4. The delegation must be in writing and may be subject to any conditions and limitations the Board considers appropriate
- 3.5. The Board may, in writing, revoke a delegation wholly or in part at any time

Division 2 Composition of Board

4. Composition of Board

- 4.1. The Board shall consist of eligible members who are:
 - 4.1.1. Either a General Member or a Life Member.
 - 4.1.2. A member is not eligible if that member has been the subject of a Disciplinary action as per Part 3 Division 2 during the current year, and only if an adverse finding has been made by the Disciplinary sub-Committee.
- 4.2. The Board shall consist of;
 - 4.2.1. An Executive made up of
 - 4.2.1.1. President.
 - 4.2.1.2. Vice President.
 - 4.2.1.3. Secretary.
 - 4.2.1.4. Treasurer; and
 - 4.2.2. As many general Board members as the Board determined from time to time as deemed necessary to manage the Club.
- 4.3. Any proposed change to the number of general Board members is to be determined from year to year by the Board, and communicated to the members fourteen (14) days prior to the AGM
- 4.4. Elections or re-elections for positions on the Executive, are to held at the AGM and passed by a majority vote of the members present or by proxy
- 4.5. General members of the Board are to be re-elected or elected by a majority vote of the members present at the AGM or by proxy
- 4.6. After the AGM, the composition of the Board cannot be changed until the following AGM; however, the membership of the Board can be changed as per Rule 15.

Division 3 Duties of Executive and Board

5. Executive

- 5.1. The Board will form an Executive comprising of;
 - 5.1.1. the President, Vice President, Secretary, and Treasurer, and
 - 5.1.2. Any other member of the Board or the Club deemed necessary to deal with the matter(s) at hand
- 5.2. The Executive duties will be carried out in accordance with and under the direction of the Board.
- 5.3. The Executive will meet to:
 - 5.3.1. deal with urgent or sensitive matters
 - 5.3.2. expedite matters involving external parties such as AFL Barwon, City of Greater Geelong
- 5.4. The Executive may invite other Board members, Club members or relevant external parties to its meetings to expedite decision making
- 5.5. Minutes of Executive meetings must be recorded by the Secretary

- 5.6. Decisions of the Executive must be ratified at the next general Board meeting or urgent meeting
- 5.7. The Executive duties will be carried out in accordance with and under the direction of the whole Board

6. General duties

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

- 6.1. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with the Constitution and the Act.
- 6.2. 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.
- 6.3. Board members must exercise their powers and discharge their duties:
 - 6.3.1. with reasonable care and diligence.
 - 6.3.2. In good faith in the best interests of the Club.
- 6.4. Board members must not make improper use of:
 - 6.4.1. Their position; or
 - 6.4.2. 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.
- 6.5. In addition to any duties imposed by the Constitution, a Board member must perform any other duties assigned from time to time by the President or by resolution at a general meeting.
- 6.6. Board Members are responsible and accountable for performing the duties assigned to them by the President

7. President

- 7.1. The President is primarily responsible for ensuring that the Club;
 - 7.1.1. sets and meets its goals and objectives,
 - 7.1.2. is administered according to the Constitution and
 - 7.1.3. complies with all legal and statutory obligations.
- 7.2. The President is at all times accountable to the Members and Board of the Club.

8. Vice President

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

9. Secretary

- 9.1. The Secretary will perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 9.2. The Secretary will:
 - 9.2.1. Be responsible for the preparation and publication of notices for all general meetings and Board meetings; and

- 9.2.2. Record Minutes of all general meetings and Board meetings; and
- 9.2.3. Be responsible for all relevant documents of the Club, except financial records; and
- 9.2.4. Be responsible for maintaining the registers of Members (including registration of playing Members) in accordance with the Rules for Registration of Members, and
- 9.3. 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
- 9.4. 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
- 9.5. Perform any other duty or function imposed on the Secretary by these Rules, or by Board direction.
- 9.6. The Secretary will notify the Registrar of their appointment within fourteen (14) days after such appointment.

10. Treasurer

- 10.1. The Treasurer is responsible for ensuring the Board is empowered to manage the financial affairs of the Club.
- 10.2. 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.
- 10.3. The Treasurer must;
 - 10.3.1. ensure that all financial transactions are recorded in the Club's accounts in a timely manner and
 - 10.3.2. produce the Club's financial reports for presentation to the Board, to the members at the annual general meeting,
 - 10.3.3. Comply with all financial reporting obligations contained in the Constitution and the Incorporated Associations legislation.
- 10.4. The Treasurer will perform all duties as per Part 7 Financial Matters.

11. Terms of Office

- 11.1. 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.
- 11.2. A Board member may nominate for another position on the Board and, if elected to that position, the term of their appointment will commence on being elected

12. Leave of Absence

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

13. Vacation of office

- 13.1. A Board member may resign from the Board by written notice addressed to the Board.
- 13.2. A person ceases to be a Board member if he or she
 - 13.2.1. Ceases to be a member of the Club; or
 - 13.2.2. Fails to attend three (3) consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 12; or
 - 13.2.3. Otherwise ceases to be a Board member by operation of section 78 of the Act.

14. Filling casual vacancies

- 14.1. The Board may appoint an eligible member of the Club to fill a position on the Board that
 - 14.1.1. Has become vacant under Rule 13; or
 - 14.1.2. Was not filled by election at the last annual general meeting.
- 14.2. If the position of President or Secretary becomes vacant, the Board must appoint a current Board member, or other eligible member, to the position within fourteen (14) days after the vacancy arises and must advise the membership of this change.
- 14.3. The Board may make such an appointment on a temporary basis while it considers whether to advertise for or seek out another candidate for the position, before ratifying the appointment.
- 14.4. Rule 11 applies to any Board member appointed by the Board under subrule (1) or (2).
- 14.5. Subject to Rule 14.2 The Board may continue to act despite any other vacancy in its membership.

Division 2 – Eligibility for, Nominations and Election of Board members

15. Eligible Members for Election to Board

- 15.1. A member is eligible to be elected or appointed as a Board member if the member is:
 - 15.1.1. A General Member; or
 - 15.1.2. A Life member
- 15.2. A member is not eligible if that member has been the subject of a Disciplinary action as per Part 3 Division 2 during the current year, and only if an adverse finding has been made by the Disciplinary sub-Committee.

16. Nominations

- 16.1. Any eligible member may nominate for any role on the Board
- 16.2. 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:
 - 16.2.1. Advise of all positions for which an incumbent Board member has renominated

16.2.2. Notwithstanding Rule 16.2.1, 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

16.2.3. Clearly outline the process for the nominations and elections.

17. Elections

17.1. 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.

17.2. The President will step down from chairing the meeting and an independent Chairperson will be appointed to conduct the elections.

17.3. Elections for the Executive positions will be conducted in accordance with Rule 18.

17.4. Elections for general Board members will be conducted in accordance with Rule 19

18. Election of Executive.

18.1. If a current Executive member is the sole nomination for their current 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

18.2. Should there be more than one nomination for the Executive positions at the AGM, separate elections must be held for each of the following:

42.1.1. President

42.1.2. Secretary

42.1.3. Treasurer.

18.3. If more than one member has nominated, a ballot must be held in accordance with Clause 20.

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

19. Election of General Board Members

19.1. 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.

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

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

19.4. If the number of members nominated exceeded the number to be elected, a ballot must be held in accordance with Clause 20.

20. Ballot.

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

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

20.3. 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.

- 20.4. The voter must not indicate on the ballot paper a tick (√) by names of more candidates than the number to be elected.
- 20.5. Ballot papers that do not comply with subrule (51.7)(b) are not to be counted.
- 20.6. Each ballot paper on which the name of a candidate has been indicated by a tick (√) counts as one vote for that candidate.
- 20.7. 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.
- 20.8. 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;
 - 20.8.1. 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
 - 20.8.2. With the agreement of those candidates, decide by lot which of them is to be elected.

21. Division 4 - Meetings of Board

This Division to read in conjunction with The Rules for Meetings

22. Meetings of Board

- 22.1. The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- 22.2. The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
- 22.3. The President will chair all Board meetings. In the absence of the President, the Vice-President will chair the meetings