

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

MODEL RULES
For an
INCORPORATED
ASSOCIATION

Associations Incorporation Reform Regulations 2012

Part 3

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Model Rules for an Incorporated Association
Ferntree Gully Eagles Football and Netball Club Inc.
10th May 2018

Note

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules.

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

PART 1—PRELIMINARY

1 Name

The name of the incorporated association is "Ferntree Gully Eagles Football and Netball Club Incorporated".

Note

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

2 Purposes The purposes of the association (therein to be known as the Club) are ô

- to field a team / teams in the Australian Rules Football and Netball competition organised / auspiced by the Eastern Football League (EFL) and/or other Leagues or Associations;
- to field a team / teams in the Australian Rules Football and Netball competition organised / auspiced by other special interest Leagues and/or Associations (such as Football Integration Development Association (F.I.D.A.));
- to promote the interest of Australian Rules Football and Netball (including through Auskick and Junior Football) in the Ferntree Gully district; and
- to provide an inclusive and safe social and sporting environment for the local community.

3 Financial year

The financial year of the Club is each period of 12 months as determined by the League in which the Club is competing ending on 30 September (Corporate Affairs).

4 Definitions

In these Rules ô

Absolute majority, of the Board, means a majority of the Board 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 14(1).

Board means the Board of the Club as constituted in rule 44.

Board member means a person elected as a member of the Board of the Club.

Board member Inclusion means *the member of the Board with responsibility for ensuring the interests of all abilities and girls receive due representation on Board.*

Chairperson, means the person elected as Chair of the Board of the Club.

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 46.

Club Secretary means the person engaged by the Board to carry out the duties and functions of Secretary of the Club.

Committee means the Senior Division or Junior Division Committee having operational management of the business of the Club.

Committee meeting means a meeting of the Junior or Senior Division Committees held in accordance with these Rules.

Committee member means a member of the Junior or Senior Division Committee elected or appointed under Division 1 of Part 6.

Disciplinary appeal meeting means a meeting of the members of the Club convened under rule 23(3).

Disciplinary meeting means a meeting of the Board convened for the purposes of rule 22.

Disciplinary subcommittee means the subcommittee appointed under rule 20.

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.

Junior Division means the Junior Division Committee and other such related organisational and operational arrangements necessary to field or operate junior football teams, all abilities teams, girls' football teams and Auskick activities as defined by the League in which the Club competes

Member means a member of the Club.

Member entitled to vote means a member who under rule 13(2) is entitled to vote at a general meeting;

Senior Division means the Senior Division Committee and other such related organisational and operational arrangements necessary to field or operate senior football teams, women's football teams and Netball teams as defined by the League in which the Club competes.

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 ASSOCIATION

5 Powers of Association

- (1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub rule (1), the Club may
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;

- (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) The Club will abide by the Rules and By-Laws; and those of any other special interest Leagues and/or Associations (such as Football Integration Development Association (F.I.D.A.) in which the club is participating).

6 Not for profit organisation

- (1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub rule (1) does not prevent the Club from paying a memberô
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the memberô

If this is done in good faith on terms no more favourable than if the member was not a member.

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Club must have at least 5 members.

8 Who is eligible to be a member?

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

9 Application for membership

- (1) To apply to become a financial member of the Club, a person must submit a written application to the Board stating that the personô
- (a) wishes to become a member of the Club; and
 - (b) supports the purposes of the Club; and
 - (c) agrees to comply with these Rules.
- (2) The applicationô
- (a) must be signed by the applicant; and
 - (b) may be accompanied by the joining fee.

Note

The joining fee is the fee (if any) determined by the Club under rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New membership

- (1) If an application for membership is approved by the Board^ô
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting; and
 - (b) the Club Secretary must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person becomes a member of the Club and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which^ô
 - (a) the Board approves the person's membership; or
 - (b) the person pays the joining fee.

12 Annual subscription and fee on joining

- (1) The Board shall determine the annual subscription (if any) for the following financial year at a time of its choosing.

13 General rights of members

- (1) A member of the Club who is entitled to vote has the right^ô
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote at a general meeting; and
 - (e) to have access to the minutes of general meetings and other documents of the Club as provided under rule 97; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if^ô
 - (a) the member is a financial member and or Life Member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Club; and
 - (c) the member's membership rights are not suspended for any reason;
 - (d) they are a current serving committee member; or
 - (e) they are the parent or guardian of an associate member..

14 Associate members

- (1) Associate members of the Club include
 - (a) any members under the age of 18 years; and
 - (b) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

15 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

16 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

17 Resigning as a member

- (1) A member may resign by notice, in writing, given to the Club.
- (2) A member is taken to have resigned if
 - (a) the member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

18 Register of members

- (1) The Club Secretary must keep and maintain a register of members that includes
 - (a) for each current member
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the date of becoming a member;
 - (iv) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Board; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note:

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

19 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

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Club; or
- (c) has engaged in conduct prejudicial to the Club.

20 Disciplinary subcommittee

- (1) 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.
- (2) The disciplinary subcommittee
 - (a) may consist of Board members, members of the Club or other persons appointed by the Board; but
 - (b) must not be biased against, or in favour of, the member concerned.

21 Notice to member

- (1) Before disciplinary action is taken against a member, the Club Secretary must give written notice to the member
 - (a) stating that the Club proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
 - (d) advising the member that he or she may do one or both of the following
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the disciplinary subcommittee must
 - (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub rule (1), the disciplinary subcommittee may recommend to the Board that the Club:
 - (a) take no further action against the member; or
 - (b) subject to sub rule (3)
 - (i) reprimand the member; or

- (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Club.
- (3) The disciplinary subcommittee may not recommend fining the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the Board vote is passed.

23 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 22 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given to
- (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (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 to
- (a) specify the date, time and place of the meeting; and
 - (b) state to
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) 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.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting to
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub rule (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.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between
 - (a) a member and another member;
 - (b) a member and a Divisional Committee;
 - (c) a member and a Joint Committee; or
 - (c) a member and the Club (Board).
- (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.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between them within the time required by rule 26, the parties must within 10 days
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement
 - (i) if the dispute is between a member and another member a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Club (Board) a person appointed or employed by Community Clubs Victoria, the Dispute Settlement Centre of Victoria or other independent person or organisation.
- (3) A mediator appointed by the Board may be a member or former member of the Club but in any case must not be a person who
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

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

29 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

30 Annual general meetings

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

31 Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 33 and the majority of members at the meeting agree.

32 Special general meeting held at request of members

- (1) The Board must convene a special general meeting if a request to do so is made in accordance with sub rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the meeting; and
 - (d) be given to the Secretary.
- (3) If the Board does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub rule (3)

- (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub rule (3).

33 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Club
- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note:

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has not 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 the member has signed that.
- (5) Notice of a general meeting given to a member under rule 33 must
- (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless the Club receives it no later than 24 hours before the commencement of the meeting.

35 Use of technology

- (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 clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

36 Quorum at Annual and General Meetings

- (1) No business may be conducted at an Annual General Meeting or at a General Meeting unless a quorum of members is present.
- (2) The quorum for an Annual General Meeting is the presence (physically, by proxy or as allowed under rule 35) of 50% of the elected Board plus a further 12 Members entitled to vote.
- (4) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 35) of 50% of the elected Board.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting
 - (a) in the case of a meeting convened by, or at the request of, members under rule 32
 - the meeting must be dissolved;
Note: If a meeting convened by, or at the request of, members is dissolved under this sub rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 32.
 - (b) in any other case
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (6) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
 - (2) Without limiting sub rule (1), a meeting may be adjourned
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
Example: The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.
 - (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
-

- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

38 Voting at general meeting

- (1) On any question arising at a general meeting
- (a) subject to sub rule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes;
 - (d) paid-up Club members and Club Life Members are entitled to a vote; and
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

39 Special resolutions

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

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

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

40 Determining whether resolution carried

- (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
- (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost
- and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question
- (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.

- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 34(6); and
 - (c) the financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD
Division 1—Powers of the Board

42 Role and powers

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

43 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Sub-Committees

The Board may from time to time appoint such sub-committees as it deems necessary to conduct affairs (such as financial and social or such other acts).

All monies raised by any such sub-committee shall be either paid into the Club Official Bank Account or into such Sub-Committees Bank Account as authorised by the Board. Paper accounts and records are to be kept and presented to the Board.

No monies to be spent without the approval of the Board.

All sub-committees shall report to the Board.

Club Policies

The Board is responsible for the introduction, approval and implementation of Club Policies as required.

Division 2—Composition of Board and duties of Directors

44 Composition of The Board

The Board of the Club shall comprise

- (a) One Chairperson;
- (b) Two Deputy Chairpersons (being the Presidents of the Senior and Junior Division Committees);
- (c) One Board member with accounting qualifications to be Director Finance;
- (d) One Board member for inclusion; and
- (e) Two general Board members.

Note: The positions of Chairperson, Finance Director and the two general members are to be independent members, that is neither they nor their family or business must have any current or recent (last 3 years) business dealings or have held a paid position with the Club.

Note: To be eligible for election to the position of Director Finance the nominee should ideally possess CPA or CA qualifications in addition to being independent.

45 General Duties

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

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

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

46 Chair of Board Meetings

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

47 Secretary

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

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

- (2) The Club Secretary must
 - (a) maintain the register of members in accordance with rule 18; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 48(2), all books, documents and securities of the Club in accordance with rules 41 and 65; and
 - (c) 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
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Director Finance

- (1) The Director Finance must
 - (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club ; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Club from the Club's funds; and
 - (d) ensure cheques are signed by at least 2 Committee members of whom one will be the Treasurer (or in their absence, the President) and one other: and
 - (e) Present periodic financial reports consistent with the financial records referred to in Rule 48 (2) (a) to each meeting of the Board
- (2) The Director Finance must
 - (a) ensure that the financial records of the Club are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Club and their certification by the Board prior to their submission to the annual general meeting of the Club.
- (3) The Director Finance must ensure that at least one other committee member has access to the accounts and financial records of the Club.

Division 3—Election of Board members and tenure of office

49 Who is eligible to be a Board member?

A person is eligible to be elected or appointed as a Board member if the person

- (a) is 18 years or over; and
- (b) for the positions of Chairman, Director Finance and general member satisfies the independence requirements in accordance with rule 44 .

50 Positions to be declared vacant

- (1) This rule applies to
 - (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board that are due to be vacated vacant and hold elections for those positions in accordance with rules 53 and 54.

51 Nominations

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

52 Term of Office.

- (1) Board members hold office for the following terms
 - (a) Chairperson holds office for a three-year period;
 - (b) Deputy Chairpersons x 2 are appointed annually;
 - (c) Director Inclusion holds office for a two-year period;
 - (d) Director Finance holds office for a two-year period
 - (d) General members hold office for a two-year period.

Note: The term of office for the initial General members appointed immediately after the formation of the Club shall be staggered such that one shall be appointed for a one year term and the other for a two year term to ensure continuity of experience and knowledge. After the initial appointment both general members shall be appointed for two year terms.

- (2) A Board member may be re-elected.
- (3) A general meeting of the Club may
 - (a) by special resolution remove a Board member from office; and
 - (b) seek the conduct of an election to appoint an eligible candidate to fill the vacant position in accordance with this Division. The incoming Board member can only be appointed for the remainder of the term of the original member.
- (4) A member who is the subject of a proposed special resolution under sub rule (3)(a) may make representations in writing to the Secretary or Chairperson of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- (5) The Secretary or the Chairperson 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 Election of members

- (1) At the annual general meeting, separate elections must be held for each of the following positions: -

- (a) one general Board member;
- (b) the Director Inclusion; and
- (c) the Director Finance every second year; and
- (d) the Chairperson every third year.

Note: The respective Presidents of the Senior and Junior Division Committees will fill the Deputy Chair positions

- (2) A single election may be held to fill all of those positions.
- (3) If the number of nominees for the vacant positions is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those nominees to be elected to the position.
- (4) If the number of nominees exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example:

If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) 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.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must
 - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or

- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

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

55 Vacation of office

- (1) A Board member may resign from the Board by written notice addressed to the Committee.
- (2) A person ceases to be a Board member if he or she
 - (a) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 66; or
 - (b) otherwise ceases to be a committee member by operation of section 78 of the Act.

56 Filling casual

- (1) The Board may appoint an eligible member of the Club to fill a position on the Board that
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Board member appointed by the Board under sub rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

57 Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (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.
- (3) Special Board meetings may be convened by the Chairperson or by any 3 members of the Board.

58 Notice of meetings

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

59 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

60 Procedure and order of business

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

61 Use of technology

- (1) 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 Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

- (1) No business may be conducted at a Board Meeting unless a quorum of members is present.
- (2) The quorum for a Meeting is the presence of more than 50% of the elected Board Members.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting^o
 - (a) in the case of a special meeting^o the meeting lapses;
 - (b) in any other case^o the meeting must be adjourned to a date no later than 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 59.

63 Voting

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question that is required by these Rules to be passed by an absolute majority of the Board.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

64 Conflict of interest

- (1) A Board 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 Board.
- (2) The member^o
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note: Under section 81(3) of the Act, if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest^o
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

65 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following^o
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 65.

66 Leave of absence

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

PART 6— SENIOR AND JUNIOR DIVISION COMMITTEES

Division 1—Divisional Committee members and duties

67 Composition of Senior and Junior Division Committees

Each Committee consists of^o

- (a) One President;
- (b) Two Vice-Presidents at a minimum;
- (c) One Secretary;
- (d) One Treasurer; and
- (e) A minimum of five (5) ordinary members, some of whom will assume roles of assistant secretary, assistant treasurer, and any other roles as determined by the Committee.

68 General Duties

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

- (2) The Committees are collectively responsible for ensuring that the Club complies with the Act and that individual members of the Committee comply with these Rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties
 - (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of
 - (a) their position; or
 - (b) information acquired by virtue of holding their position

so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

- (6) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

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

69 President and Vice-Presidents

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

70 Divisional Secretaries

- (1) The Secretary of each Divisional Committee must perform any duty or function required under these rules.
- (2) The Secretary must
 - (a) maintain the register of Divisional members and provide such details to the Club Secretary to ensure compliance with rule 18; and
 - (b) keep custody of all books, documents and securities of the respective Junior or Senior Division; and
 - (c) subject to the Act and these Rules, provide members with access to the minutes of Committee meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.

71 Treasurers

- (1) The Treasurer of each Divisional Committee must
 - (a) receive all moneys paid to or received by the committee and issue receipts for those moneys in the name of the Club; and
 - (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee, the Board or by a general meeting of the Club from the Club's funds; and

- (d) ensure cheques are signed by at least 2 Committee members ó one of whom will be the Treasurer (or in their absence, the President) and one other.
- (2) The Treasurer mustô
 - (a) ensure that the financial records of the Division are kept in accordance with the Act; and
 - (b) assist in the preparation of the financial statements of the Club and their certification by the Committee and then Board prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Division.

Division 2—Election of Divisional Committee members and tenure of office

72 Who is eligible to be a Committee member?

A member is eligible to be elected or appointed as a committee member if the memberô

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting.

73 Positions to be declared vacant

- (1) This rule applies toô
 - (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 74 to 77.

74 Nominations

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

75 Election of President Etc.

- (1) At the annual general meeting, separate elections must be held for each of the following positionsô
 - (a) President;
 - (b) Vice-Presidents;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

- (3) If more than one member is nominated, a ballot must be held in accordance with rule 77.

76 Election of ordinary members

- (1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 77.

77 Ballot

- (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.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to
 - (a) each member present in person; and
 - (b) each proxy appointed by a member.

Example: If a member has been appointed the proxy of 5 other members, the member must be given 6 ballot papers

- o one for the member and one each for the other members.

- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position
 - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) 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.
- (11) If the returning officer is unable to declare the result of an election under rule 77 (10) because 2 or more candidates received the same number of votes, the returning officer must
 - (a) conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

78 Term of office

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

79 Vacation of office

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 91; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

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

80 Filling casual vacancies

- (1) The Committee may appoint an eligible member of the Club to fill a position on the Committee that
 - (a) has become vacant under rule 79; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 79 applies to any committee member appointed by the Committee under sub rule (1) or (2).
- (4) The Committee may continue to act despite any vacancy in its membership.

Division 3—Meetings of Committees

81 Meetings of Committee

- (1) Each Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- (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.

- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

82 Notice of meetings

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

83 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 82 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

84 Procedure and order of business

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

85 Use of technology

- (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 clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

86 Quorum

- (1) No business may be conducted at a Committee Meeting unless a quorum of members is present.
- (2) The quorum for a Committee Meeting is the presence (physically, by proxy or as allowed under rule 85) of 50% of the elected Committee.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting^ô
 - (a) in the case of a special meeting^ô the meeting lapses;
 - (b) in any other case^ô the meeting must be adjourned to a date no later than 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 82.

87 Voting

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub rule (2) does not apply to any motion or question that is required by these Rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

88 Conflict of interest

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member^ô
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest^ô
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Club is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Club.

89 Minutes of meeting

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- (2) The minutes must record the following^ô
 - (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 88.

90 Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (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 7—FINANCIAL MATTERS

91 Source of funds

- (1) The funds of the Club may be derived from entrance fees, membership fees, annual subscriptions, donations, sponsorships, fund-raising activities, grants, interest and any other sources as the Board determines from time to time.
- (2) At the time of formation of the Ferntree Gully Football and Netball Club (the Club) existing funds held in the form of trust or investment accounts, by either the former junior

or senior club, are to remain preserved for purposes associated with the operations of the respective junior or senior division, subject to the approval of the Board, until such time as these funds are exhausted.

- (3) Funds received after the formation of the Ferntree Gully Football and Netball Club (the Club) will be utilised in accordance with the policies and directions determined by the Board from time to time and /or conditions attached to any sponsorship or other financial arrangement entered into by the Club..

92 Management of funds

- (1) 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.
- (2) Subject to rule 91(2) and any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.
- (3) The Board may authorise the Director Finance to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members ó one of whom will be the Director Finance (or in their absence, the Chairperson) and one other.
- (5) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- (6) With the approval of the Board, the Director Finance 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.

93 Financial records

- (1) The Club must keep financial records that
 - (a) correctly record and explain its transactions, financial position and performance; and
 - (b) enable financial statements to be prepared as required by the Act.
- (2) The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Director Finance must keep in his or her custody, or under his or her control
 - (a) the financial records for the current financial year; and
 - (b) any other financial records as authorised by the Board.

94 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Board are met.
- (2) Without limiting sub rule (1), those requirements include
 - (a) the preparation of the financial statements;
 - (b) the accounts of the Club shall be reviewed by an independent Accountant, who shall not be a member of the Club; and a statement of receipts and expenditure by the Director Finance shall be submitted with a report at the Annual General Meeting of the Club;
 - (c) the certification of the financial statements by the Board;

- (d) the submission of the financial statements to the annual general meeting of the Club;
- (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 8—GENERAL MATTERS

95 Registered address

The registered address of the Club isô

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered addressô the postal address of the Club Secretary.

96 Notice requirements

- (1) Any notice required to be given to a member or a committee member under these Rules may be givenô
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub rule (1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Club or the Board may be givenô
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstancesô
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

97 Custody and inspection of books and records

- (1) Members may on request inspect free of chargeô
 - (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to sub rule (2), the financial records, books, securities and any other relevant document of the Club, including minutes of Board meetings.

Note: See note following rule 18 for details of access to the register of members.

- (2) 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.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub rule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.

(5) For purposes of this rule

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

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

98 Winding up and cancellation

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

99 Alteration of Rules

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

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

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