RULES

OF

BEAUMARIS FOOTBALL

CLUB INCORPORATED

1 November 2026

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PART 1–PRELIMINARY

1. NAME

The name of the incorporated association is Beaumaris Football Club Incorporated.

2. PURPOSE

The Club is guided by the fundamental principle of "One Club", by which all members and supporters are united in pursuing its Purposes to:

(1) foster, encourage and promote participation in the Sport;

(2) provide and promote pathways for all members within an exceptional football program;

(3) engage, encourage and develop members of all ages and abilities by providing a positive football environment, fostering personal growth, and supporting each participant in whatever sporting, professional or personal path they pursue;

(4) be an integral part of the community by providing inclusive and well-rounded opportunities to succeed;

(5) enrich lives through the enjoyment of football and the Club's social activities; and

(6) create a safe and inclusive environment where everyone belongs.

3. FINANCIAL YEAR

The financial year of the Club is each period of 12 months commencing on 1 October and ending on 30 September.

4. DEFINITIONS AND INTERPRETATION

(1) In these Rules unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012 (Vic)* as amended from time to time.

Board means the body managing the Club and consisting of the Directors.

Club means Beaumaris Football Club Incorporated**.**

Code of Conduct means the standards of behaviour expected of members and other persons who are participating in activities of the Club.

Director means a member of the Board and includes any person acting in that capacity from time to time appointed in accordance with these Rules.

General Meeting means the annual or any special general meeting of the Club.

Honorary Member means a person appointed as an Honorary Member of the Club under Rule 96.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club.

Junior Playing Member means a person admitted as a member of the Club who has not attained 18 years of age and is registered to play in a competition conducted by or through the Club.

Junior Parent/Guardian Member means the parent or legal guardian of a Junior Playing Member admitted as a member of the Club.

Junior Section means all teams competing in the SMJFL (or such other competition, league or association in which those teams are affiliated from time to time).

Life Member means an individual appointed as a Life Member of the Club under Rule 95.

Member means a person who has been admitted as a member of the Club.

Playing Member means an adult person admitted as a member of the Club who is registered to play in a competition conducted by or through the Club.

Purposes means the purposes of the Club in Rule 2.

Register of Members means a register of members kept and maintained in accordance with Rule 20.

Registrar means the Registrar of Incorporated Associations appointed under the Act or any successor office.

Regulations means any rules, by-laws or regulations made by the Board under Rule 87.

RSO means a Regional Sporting Organisation being VAFA and SMJFL (or such other competition, league or association in which the Club's teams are affiliated from time to time) as the context requires.

Senior Section means all open age and under 19 teams competing in the VAFA (or such other competition, league or association in which those teams are affiliated from time to time).

SMJFL means the South Metro Junior Football League.

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.

Social Member means an adult person admitted as a member of the Club who is not registered to play in a competition conducted by or through the Club, but who wishes to participate in or support the social, community, fundraising and other activities of the Club.

Sport means the sport of Australian Rules Football.

VAFA means the Victorian Amateur Football Association.

(2) In these Rules:

(a) a reference to a function includes a reference to a power, authority and duty;

(b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

(c) words importing the singular include the plural and vice versa;

(d) words importing any gender include the other genders;

(e) references to persons include corporations and bodies politic;

(f) references to a person include the legal personal representatives, successors and permitted assigns of that person;

(g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

(3) If any provision of these Rules or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules.

(4) Except where the contrary intention appears, in these Rules, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

(5) The model constitution under the Act is expressly displaced by these Rules.

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 subrule (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; and

(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 for its Purposes.

6. NOT FOR PROFIT ORGANISATION

(1) The Club must not distribute any surplus, income or assets directly or indirectly to its members.

(2) Subrule (1) does not prevent the Club from paying a member—

(a) reimbursement for expenses properly incurred by the member; or

(b) for goods or services provided by the member—

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

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1—MEMBERSHIP

7. MINIMUM NUMBER OF MEMBERS

The Club must have at least 20 members.

8. WHO IS ELIGIBLE TO BE A MEMBER

Any person who supports the Purposes of the Club is eligible to be a member of the Club.

9. CLASSES OF MEMBERSHIP

(1) The Members of the Club shall consist of:

(a) Playing Members;

(b) Junior Playing Members;

(c) Junior Parent/Guardian Members;

(d) Social Members;

(e) Life Members; and

(f) Honorary Members.

10. APPLICATION FOR MEMBERSHIP

(1) To apply to become a member of the Club, a person must apply electronically or in such other manner and form as may be determined by the Board, stating that the person—

(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, the Code of Conduct and any Regulations.

(2) The application must —

(a) state the full name, date of birth, address, email address and telephone number (where applicable) of the applicant;

(b) in the case of a person under 18 years of age, state the full name of a parent or legal guardian of the applicant;

(c) be signed by the applicant or otherwise authorised by the applicant in a manner acceptable to the Board;

(d) in the case of a person under 18 years of age, be signed by a parent or legal guardian of the applicant or otherwise authorised in a manner acceptable to the Board; and

(e) be accompanied by the applicable joining fee.

(3) An application for membership as a Junior Parent/Guardian Member may be made in accordance with Rule 15 and, where so made, is taken to satisfy the requirements of this Rule.

11. CONSIDERATION OF APPLICATION

(1) As soon as practicable after an application for membership is received, the Board, or its authorised delegate, must decide whether to accept or reject the application.

(2) In considering an application, the Board or its authorised delegate may have regard to any matter it considers relevant to the interests, Purposes and welfare of the Club.

(3) The Board, or its authorised delegate, must notify the applicant of its decision as soon as practicable after the decision is made.

(4) If the Board, or its authorised delegate, rejects the application, it must notify the applicant and return any money accompanying the application.

(5) The Board must provide reasons for rejecting an application.

12. ADMISSION TO MEMBERSHIP

(1) A person becomes a Member of the Club from the date, whichever is the later, on which:

(a) their application for membership has been approved by the Board or its authorised delegate; and

(b) all applicable fees have been paid.

(2) Upon admission to membership, 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.

(3) Subject to Rule 14(2), a Member is entitled to exercise the rights of membership from the date on which the person becomes a member.

13. ANNUAL SUBSCRIPTION AND FEE ON JOINING

(1) The Board must determine—

(a) the entrance fee (if any);

(b) the annual subscription for each financial year; and

(c) the date for payment of the annual subscription.

(2) In setting the entrance fee and annual subscription, the Board may distinguish between different classes of membership.

(3) The Board may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

(a) the full annual subscription; or

(b) a pro rata annual subscription based on the remaining part of the financial year; or

(c) a fixed amount determined from time to time by the Board.

(4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

(5) Life Members shall not be liable to pay an annual subscription.

(6) Honorary Members shall not be liable to pay an annual subscription.

14. GENERAL RIGHTS OF MEMBERS

(1) A Member of the Club who is entitled to vote has the right—

(a) to receive notice of General Meetings;

(b) to submit items of business for consideration at General Meetings;

(c) to attend and be heard at General Meetings;

(d) to vote at General Meetings;

(e) to stand for election to the Board;

(f) to nominate a Member for election to the Board; and

(g) to access the minutes of General Meetings and other documents of the Club as provided under Rule 83; and

(h) to inspect the Register of Members.

(2) A Member is entitled to vote if—

(a) the Member is a member other than a Junior Playing Member or an Honorary Member;

(b) more than 30 days have passed since the person became a member of the Club;

(c) the Member has paid any applicable subscription fee; and

(d) the Member's membership rights have not been suspended for any reason.

(3) Junior Playing Members and Honorary Members are entitled to:

(a) receive notice of and attend General Meetings;

(b) to inspect the Register of Members; and

(c) enjoy such other benefits and privileges as may be determined by the Board from time to time.

15. JUNIOR PARENT/GUARDIAN MEMBERS

(1) A parent or legal guardian of a person applying for, or holding, membership as a Junior Playing Member may apply to become a Junior Parent/Guardian Member.

(2) The opportunity to apply for Junior Parent/Guardian Membership must be offered by the Club at the time an application is made for Junior Playing membership.

(3) Only one parent or legal guardian from a family may be admitted as a Junior Parent/Guardian Member.

(4) By making application under this rule, the parent or legal guardian:

(a) applies to become a Junior Parent/Guardian Member of the Club;

(b) acknowledges that membership is subject to these Rules; and

(c) agrees to comply with these Rules, the Code of Conduct and Regulations, as amended from time to time.

(5) Subject to subrule (6), a parent or legal guardian who makes an application under this rule becomes a Junior Parent/Guardian Member when:

(a) the application has been approved in accordance with these Rules; and

(b) any applicable fees have been paid.

(6) A Junior Parent/Guardian Member:

(a) remains a member for so long as the person is the parent or guardian of at least one Junior Playing Member of the Club;

(b) subject to (c), has the rights and is subject to the obligations of membership specified in these Rules; and

(c) is entitled to only one vote notwithstanding that they are the parent or guardian of more than one Junior Playing Member

(7) A person who ceases to be a Junior Parent/Guardian Member may apply for admission as a Social Member or Adult Playing Member and, upon approval in accordance with these Rules, shall retain continuity of membership.

16. RIGHTS NOT TRANSFERABLE

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

17. EFFECT OF MEMBERSHIP

(1) Members acknowledge and agree that:

(a) these Rules form a contract between each of them and the Club and that they are bound by these Rules, Code of Conduct and Regulations;

(b) they shall comply with and observe these Rules, Code of Conduct and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;

(c) by submitting to these Rules, Code of Conduct and Regulations, they are subject to the jurisdiction of the Club;

(d) the Rules, Code of Conduct and the Regulations are necessary and reasonable for promoting the Purposes and the advancement and promotion of the Sport;

(e) neither membership of the Club nor these Rules gives rise to:

(i) any proprietary right of a Member in, to or over the Club or its property or assets;

(ii) any automatic right of a Member to renewal of their membership of the Club; and

(f) they are entitled to all benefits, advantages, privileges and services of Club membership; and

(g) a right, privilege or obligation of a person by reason of their membership of the Club:

(i) is not capable of being transferred or transmitted to another person; and

(ii) terminates upon the cessation of membership whether by death, resignation or otherwise.

18. 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 Club Secretary must, as soon as practicable, enter the date the person ceased to be a member in the Register of Members.

19. RESIGNING AS A MEMBER

(1) A Member may resign by notice in writing given to the Club.

(2) A Member (other than a Life Member or Honorary 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 Club 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.

20. 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) any other information determined by the Board; and

(b) for each Junior Parent/Guardian Member, the Junior Playing Member or Members to whom that membership relates; and

(c) 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.

DIVISION 2—DISCIPLINARY ACTION

21. GROUNDS FOR TAKING DISCIPLINARY ACTION

(1) 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 unbecoming of a Member or prejudicial to the interests of the Club.

22. 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 members of the disciplinary subcommittee—

(a) may be Directors, members of the Club or any other person; but

(b) must not be biased against, or in favour of, the Member concerned.

(3) The disciplinary committee may regulate its own procedures and conduct its affairs as it considers appropriate, provided that it acts in accordance with these Rules and the requirements of procedural fairness.

23. 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 25.

(2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24. 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 subrule (1), the disciplinary subcommittee may—

(a) take no further action against the Member; or

(b) subject to subrule (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 fine 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 vote is passed.

25. APPEAL RIGHTS

(1) A person whose membership rights have been suspended or who has been expelled from the Club under Rule 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.

(2) The notice of appeal must:

(a) be in writing;

(b) be addressed to the Club Secretary; and

(c) be given within 7 days after the Member receives written notice of the decision to suspend or expel the Member.

(3) A notice of appeal must state the grounds of appeal and may include any information or submissions upon which the Member relies.

(4) Upon receiving a notice of appeal, the Board must appoint an Appeal Panel in accordance with Rule 26 as soon as practicable and, in any event, within 21 days after receiving the notice.

(5) The Club Secretary must give the appellant reasonable notice of:

(a) the members of the Appeal Panel;

(b) the date, time and place of the appeal hearing; and

(c) the procedure to be followed at the appeal hearing.

(6) The suspension or expulsion remains in effect unless the Appeal Panel determines otherwise.

(7) The appeal is by way of a review of the disciplinary decision and is not a General Meeting of members.

26. CONDUCT OF DISCIPLINARY APPEAL MEETING

(1) The Board must appoint an Appeal Panel to hear and determine any appeal made under Rule 25.

(2) The Appeal Panel must comprise three (3) persons who:

(a) may be Directors, Members or independent persons;

(b) were not members of the disciplinary committee that made the original decision;

(c) have not otherwise been involved in the investigation, consideration or determination of the matter; and

(d) are free from actual or perceived bias.

(3) The Appeal Panel may regulate its own procedure, provided that the requirements of procedural fairness are observed.

(4) At the appeal hearing:

(a) the disciplinary committee, or its nominee, must be given an opportunity to explain the grounds upon which the original decision was made;

(b) the appellant must be given a reasonable opportunity to be heard and to respond to those grounds; and

(c) the Appeal Panel may consider any documents, evidence or submissions that it considers relevant.

(5) After considering the matter, the Appeal Panel may:

(a) affirm the decision;

(b) revoke the decision;

(c) vary the disciplinary sanction; or

(d) remit the matter to the disciplinary committee for reconsideration with such directions as the Appeal Panel thinks appropriate.

(6) A decision of the Appeal Panel is determined by majority vote.

(7) The Appeal Panel must provide written reasons for its decision to the appellant and the Board as soon as practicable after making its determination.

(8) Subject to any right of appeal under the rules of the RSO, the decision of the Appeal Panel is final and binding.

DIVISION 3—GRIEVANCE PROCEDURE

27. 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 the Board; or

(c) a Member and the Club.

(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.

28. 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.

29. APPOINTMENT OF MEDIATOR

(1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28, 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 Board or the Club—a person appointed or employed by the Dispute Settlement Centre of Victoria.

(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.

30. 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.

31. 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

32. ANNUAL GENERAL MEETINGS

(1) The Board must convene an Annual General Meeting of the Club to be held within 90 days after the end of each financial year.

(2) The Board may determine the date, time and place of the Annual General Meeting.

(3) The Chairperson, or in his or her absence a Director elected by the Members present, shall be chairperson of the Annual General Meeting.

(4) 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, including a summary of significant Board decisions made since the previous Annual General Meeting; 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; and

(c) to elect the members of the Board.

(5) The Annual Report of the Board on the activities of the Club during the preceding financial year must:

(a) list all teams that the Club fielded in the financial year and report on the performance of those teams;

(b) identify team and individual awards and achievements for each team; and

(c) include reports from the Board and Committees.

(6) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33. 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) The Chairperson, or in his or her absence a Director elected by the Members present, shall be chairperson of a Special General Meeting.

(4) No business other than that set out in the notice under Rule 36 may be conducted at the Special General Meeting.

34. 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 subrule (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 Club 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 subrule (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 subrule (3).

35. NOTICES OF MOTION

(1) Members entitled to vote may submit notices of motion for inclusion as special business at a General Meeting.

(2) All notices of motion must be submitted in writing to the Club no less than twelve (12) days prior to the General Meeting.

(3) Any notice of motion supported by at least 5 voting Members must be included in the notice of meeting.

36. NOTICE OF GENERAL MEETINGS

(1) The Club Secretary (or, in the case of a Special General Meeting convened under Rule 34(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 matter requiring 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.

37. PROXIES

(1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf.

(2) A Member may hold a maximum of one (1) proxy unless the chairperson in his or her absolute discretion otherwise allows.

38. USE OF TECHNOLOGY

(1) A Member not physically present at a General Meeting may participate in the meeting using 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 under subrule (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

39. QUORUM AT GENERAL MEETINGS

(1) No business may be conducted at a General Meeting unless a quorum of members is present.

(2) The quorum for a General Meeting is the presence (physically or as allowed under Rule 38) of twenty (20) Members entitled to vote.

(3) 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 34 — the meeting must be dissolved;

(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.

(4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 10) may proceed with the business of the meeting as if a quorum were present.

40. 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 subrule (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.

(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 36.

41. VOTING AT GENERAL MEETING

(1) On any question arising at a General Meeting—

(a) subject to subrule (3), each Member who is entitled to vote has one vote; and

(b) Members may vote in person or by proxy in accordance with Rule 37; and

(c) except in the case of a Special Resolution, the question must be decided on a majority of votes.

(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 to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.

(4) A Junior Playing Member or Honorary Member may speak at a General Meeting with the consent of the chairperson but is not entitled to vote.

42. SPECIAL RESOLUTIONS

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting vote in favour of the resolution.

43. DETERMINING WHETHER RESOLUTION CARRIED

(1) Subject to subrule (2), the chairperson of a General Meeting may, based on 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 (3) 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 based on 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.

44. 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) the financial statements submitted to the members in accordance with Rule 32(3)(b)(ii); and

(c) a certificate signed by two Directors certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and

(d) 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 & COMMITTEES

DIVISION 1—POWERS OF BOARD

45. ROLE AND POWERS

(1) The business of the Club must be managed by or under the direction of a 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 committees and subcommittees consisting of members with terms of reference it considers appropriate.

(4) In addition to such other powers as are expressly conferred on the Board in these Rules, the Board shall be responsible for:

(a) strategy;

(b) governance and compliance;

(c) whole-of-club finances;

(d) sponsorships and strategic partnerships;

(e) reputation and stakeholder engagement;

(f) major risk management;

(g) the appointment and removal of:

(i) coaches for the Senior Section;

(ii) captains and vice captains in the Senior Section; and

(iii) the Senior and Youth Football Director.

(5) Subject to these Rules, Committees remain responsible for day-to-day football operations within their respective Sections.

46. MAJOR TRANSACTIONS REQUIRING MEMBER APPROVAL

(1) The Board must not enter, approve, or commit the Club to transactions which require the approval of Members in accordance with this Rule.

(2) The prior approval of Members:

(a) by ordinary resolution is required for any Major Transaction; and

(b) by Special Resolution is required for:

(i) the creation of any mortgage, charge, security interest or other encumbrance over substantially all of the Club's assets; or

(ii) the sale, transfer, lease, licensing, disposal or other dealing with a Major Asset.

(3) For the purposes of this Rule:

Major Asset means any asset or group of related assets having a value exceeding 20% of the Club's net assets as shown in the financial statements of the most recently completed financial year.

Major Transaction means any transaction where the proposed:
(a) borrowing or financing arrangement; or
(b) capital expenditure, whether incurred through a single transaction or a series of related transactions,
exceeds 20% of the Club's total annual revenue as shown in the financial statements for the most recently completed financial year.

(4) A Director with a material personal interest in a Major Transaction must disclose that interest and must not vote on, or participate in, the Board's consideration of the transaction except as permitted by these Rules or applicable law.

47. DELEGATION

(1) The Board may delegate to a member of the Board, a committee, 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.

DIVISION 2—COMPOSITION OF BOARD AND DUTIES OF MEMBERS

48. COMPOSITION OF BOARD

(1) The Board consists of Directors who shall hold the following positions —

(a) Chairperson;

(b) Senior Section President;

(c) Junior Section President;

(d) Club Secretary;

(e) Treasurer; and

(f) Two (2) ordinary Directors.

49. GENERAL DUTIES

(1) As soon as practicable after being elected or appointed to the Board, each Director 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 Directors comply with these Rules.

(3) The Board shall:

(a) set objectives, define policy and develop strategic direction;

(b) maintain good governance and introduce ethical standards into daily activities;

(c) ensure the Committees provide satisfactory leadership, planning, Club control and succession planning;

(d) consider and approve the annual financial budget of the Club;

(e) monitor the performance of each Committee;

(f) monitor the performance of the Club against the agreed goals;

(g) ensure current plans and actions provide for the Club's continuity;

(h) manage communication with members and other stakeholders including sponsors and the RSO;

(i) manage risks;

(j) emphasise and concentrate on long-term goals; and

(k) undertake a regular review of the Club's finances.

(4) In addition to any duties imposed by these Rules, the Board must perform any other duties imposed from time to time by resolution at a General Meeting.

(5) The Board must appoint from amongst its members a Director responsible for child safety, member protection and integrity matters.

(6) The Director appointed under subrule (6) is responsible for overseeing the Club's compliance with applicable child safety, safeguarding, member protection and integrity obligations and reporting material issues to the Board.

50. CHAIRPERSON

(1) The Chairperson is responsible for:

(a) providing leadership to the Board and facilitating the effective discharge of its responsibilities;

(b) promoting and overseeing implementation of the Club's strategic direction and objectives;

(c) promoting effective communication between the Board, Committees and Members;

(d) representing the Club in its dealings with the RSO, government bodies, sponsors, community stakeholders and other external parties;

(e) promoting good governance, ethical conduct and compliance with these Rules; and

(f) such other functions as determined by the Board from time to time.

(2) The Chairperson has no authority to direct Committees, staff, coaches or volunteers except pursuant to a resolution of the Board or authority expressly conferred under these Rules.

(3) The Board may elect one Director as Deputy Chair, who shall perform the functions of the Chairperson during any vacancy in that office or during any period in which the Chairperson is unable to act.

51. CLUB 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.

(2) The Club Secretary must—

(a) maintain the Register of Members in accordance with Rule 20; and

(b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in Rule 79(3), all books, documents and securities of the Club; 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 Club Secretary by these Rules.

(3) The Club must notify the Registrar of the appointment of the Club Secretary as required by the Act.

52. CLUB TREASURER

(1) The Club Treasurer 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;

(c) prepare a budget for the financial operation of the Club (including in respect of the Junior and Senior Sections) and present that budget to the Board for approval;

(d) monitor the financial performance of the Club including liaising with the Senior and Junior Committees;

(e) provide written monthly reports to the Board on the financial status of the Club;

(f) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and

(g) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and

(h) make any payments authorised by the Board or by a general meeting of the Club from the Club's funds.

(2) The Treasurer must ensure that at least one other Director has access to the accounts and financial records of the Club.

(3) The Board may appoint a Deputy Treasurer to assist in the discharge of the Treasurer's function. The Deputy Treasurer shall report to the Treasurer.

DIVISION 3—ELECTION OF DIRECTORS AND TENURE OF OFFICE

53. WHO IS ELIGIBLE TO BE A DIRECTOR

A Member is eligible to be elected or appointed as a Director if the Member—

(1) is 18 years of age or over; and

(2) is entitled to vote at a General Meeting.

54. NOMINATIONS

(1) An eligible member of the Club may—

(a) nominate himself or herself; or

(b) with the member's consent, be nominated by another Member,

for election to a position on the Board that is due to be elected at the relevant Annual General Meeting.

(2) Nominations for election must be:

(a) received by the Club Secretary no later than fourteen (14) days prior to the Annual General Meeting; and

(b) seconded by a Member.

(3) A person whose term of office has not expired is not required to be nominated or re-elected at an Annual General Meeting.

55. POSITIONS TO BE DECLARED VACANT

(1) At the Annual General Meeting, and after the annual report and financial statements of the Club have been received, the chairperson of the meeting must declare positions on the Board vacant and hold elections for those positions in accordance with Rules 56 to 58.

(2) Subject to Rules 56, separate elections must be held for each of the following Board positions—

(a) Chairperson;

(b) Senior Section President;

(c) Junior Section President;

(d) Club Secretary;

(e) Club Treasurer; and

(f) Two (2) ordinary Directors.

56. ELECTION OF DIRECTORS

(1) Board positions shall be elected for a term of two (2) years, subject to these Rules.

(2) To provide for continuity and staggered terms of office, the positions on the Board shall be elected in the following two-year cycle:

(a) **Year 1:** Chairperson, Junior Section President, Club Secretary and one (1) ordinary Director;

(b) **Year 2:** Senior Section President, Club Treasurer and one (1) ordinary Director.

(3) Following the completion of Year 2, the election cycle recommences with Year 1.

(4) The term of office of a Director elected under this rule commences at the conclusion of the Annual General Meeting at which the person is elected and expires at the conclusion of the Annual General Meeting held two (2) years later.

(5) Where more than one candidate is nominated for a position, the election for that position must be conducted in accordance with Rule 57.

(6) Where only one candidate is nominated for a position, that candidate shall be deemed elected to the position.

(7) Where there is no candidate for a position, a casual vacancy results and may be filled in accordance with Rule 60.

(8) On his or her election, the new Chairperson may take over as chairperson of the meeting.

57. 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 may conduct the ballot:

(a) in person;

(b) by secure electronic means; or

(c) by a combination of in-person and secure electronic voting.

(6) Where a ballot is conducted by secure electronic means, the Returning Officer must ensure that:

(a) each eligible voter is authenticated before being permitted to vote;

(b) each eligible voter may cast only one vote for each position;

(c) the secrecy of each vote is maintained;

(d) voting records are protected from unauthorised access, alteration or disclosure;

(e) a verifiable audit trail is maintained; and

(f) the voting system remains available and accessible throughout the voting period.

(7) If the ballot is for a single position, the voter must cast one vote for the candidate of their choice.

(8) If the ballot is conducted to elect more than one person to office:

(a) the voter may vote for up to the number of candidates to be elected; and

(b) a ballot recording more votes than the number of positions available shall be informal and not counted.

(9) Subject to subrule (8)(b), each valid vote cast for a candidate counts as one vote for that candidate.

(10) At the close of voting, the Returning Officer must count the votes and declare elected the candidate, or in the case of multiple positions, the candidates receiving the highest number of valid votes.

(11) The Returning Officer must prepare and retain a record of the election result, including the number of votes cast for each candidate, for a period of not less than 12 months.

(12) If the Returning Officer cannot declare a result because two or more candidates have received an equal number of votes and the tie affects the outcome:

(a) a further secret ballot must be conducted between those candidates; or

(b) with the written agreement of all tied candidates, the Returning Officer may determine the result by lot.

(13) The Board may adopt procedures, not inconsistent with these Rules, governing the operation of secure electronic voting systems, provided that any such procedures:

(a) preserve voter anonymity;

(b) provide equal voting rights to all eligible members; and

(c) are published to members before the election.

58. TERM OF OFFICE

(1) A Director elected under Rule 56 holds office for two (2) years, commencing at the conclusion of the Annual General Meeting at which the member is elected and ending at the conclusion of the Annual General Meeting held two (2) years later, subject to these Rules and the Act.

(2) A Director may be re-elected for further terms without limitation.

(3) A General Meeting of the Club may—

(a) by ordinary resolution remove a Director from office; and

(b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.

(4) A Director who is the subject of a proposed resolution under subrule (3)(a) may make representations in writing to the Club Secretary or Chairperson (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.

(5) The Club 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 resolution is to be proposed.

59. VACATION OF OFFICE

(1) A Director may resign from the Board by written notice addressed to the Board.

(2) A person ceases to be a Director if he or she—

(a) ceases to be a member of the Club; or

(b) fails to attend three (3) consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 71; or

(c) otherwise ceases to be a Director by operation of section 79 of the Act.

60. FILLING CASUAL VACANCIES

(1) The Board may appoint an eligible member of the Club to fill a position on the Board that becomes vacant before the expiry of the term for which the former Director was elected.

(2) A person appointed under subrule (1) holds office only for the remainder of the term of the Director whose position became vacant and, subject to Rule 58, is then eligible for election for a subsequent full term.

(3) If a position becomes vacant less than six (6) months before the Annual General Meeting at which that position is next due to be elected, the Board may, but is not required to, fill the casual vacancy.

(4) If the position of Club Secretary becomes vacant, the Board must appoint an eligible member to the position within fourteen (14) days after the vacancy arises.

(5) A person appointed to fill a casual vacancy does not alter the established two-year election cycle for that position.

(6) The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

61. 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 Chairperson, or in his or her absence, a Director elected by the other Directors present, shall be chairperson of any Board meetings.

(3) A special Board meeting may be convened by the Chairperson or by any four (4) Directors.

62. NOTICE OF MEETINGS

(1) Notice of each Board meeting must be given to each Director no later than seven (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.

63. URGENT MEETINGS

(1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 62 provided that as much notice as practicable is given to each Director 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.

64. 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.

65. USE OF TECHNOLOGY

(1) A Director who is not physically present at a Board meeting may participate in the meeting using technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other.

(2) For the purposes of this Part, a Director participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

66. QUORUM

(1) No business may be conducted at a Board meeting unless a quorum is present.

(2) The quorum for a Board meeting is the presence (in person or as allowed under Rule 65) of any four (4) of the Directors holding office.

(3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—

(a) in the case of a special meeting—the meeting lapses;

(b) in any other case—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 62.

67. VOTING

(1) On any question arising at a Board meeting, each Director present at the meeting has one vote.

(2) A motion is carried if a majority of Directors present at the meeting vote in favour of the motion.

(3) Subrule (2) does not apply to any motion or question which 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.

68. CIRCULATING RESOLUTIONS

(1) The Board may pass a resolution without a Board meeting if:

(a) notice of the proposed resolution is given to all Directors entitled to vote on the resolution; and

(b) an absolute majority of Directors holding office signify their approval of the resolution in writing or by electronic communication, including by email or any electronic platform approved by the Board.

(2) A Director may signify approval of a resolution by:

(a) signing a written document containing the resolution;

(b) signing a counterpart of that document; or

(c) communicating approval by email or other electronic means that clearly identifies the Director and the resolution.

(3) A resolution passed under this Rule is taken to have been passed at a meeting of the Board held on the date upon which the last approval necessary to pass the resolution is received.

(4) A circulating resolution may not be used:

(a) to appoint a Director to fill a casual vacancy; or

(b) in relation to any matter which a majority of Directors require to be considered at a Board meeting.

(5) The Club Secretary must record the text of the resolution and the approvals received in the minutes of the next Board meeting.

69. CONFLICT OF INTEREST

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

(2) The Director—

(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—

(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.

70. 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—

(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 69.

71. LEAVE OF ABSENCE

(1) The Board may grant a Director 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 Director to seek the leave in advance.

DIVISION 5—COMMITTEES

72. FORMATION OF COMMITTEES

(1) The Board is responsible for the formation of, and providing direction and governance to:

(a) A Senior Committee representing the Senior Section; and

(b) A Junior Committee representing the Junior Section.

73. ROLE OF THE SENIOR AND JUNIOR COMMITTEES

(1) The purpose of each of the Senior Committee and Junior Committee is to:

(a) manage the football operations of their respective Section, including team administration, player support, and game-day operations;

(b) assist the Board in implementing Club policies and ensuring alignment with the Club's Purposes;

(c) provide structured support to coaches, team managers and volunteers; and

(d) report to the Board on matters affecting the performance, welfare and administration of their Section.

(2) The Committees shall foster and develop the playing of football within the Club and manage the day-to-day duties associated with football including:

(a) annual planning;

(b) player registration;

(c) collection of membership subscriptions;

(d) property management;

(e) appointment of team officials and other match or competition related roles;

(f) ensuring all requirements of the RSO are fulfilled;

(g) fund raising to ensure the financial viability of the Club;

(h) operating within the financial delegations approved by the Board;

(i) maintaining proper financial records relating to their respective operations; and

(j) player welfare activities.

(3) The Committees shall operate within the policy and governance framework provided by the Board including:

(a) adhering to all policies, rules, directions and delegations provided by the Board; and

(b) reporting to the Board in the manner and frequency determined by the Board.

(4) The Committees may not enter the Club into any financial agreement or undertaking without the approval of the Board.

73A. Specific Roles and Responsibilities – Senior Committee

(1) The Senior Committee is responsible for:

(a) assisting the Treasurer in the preparation of a financial budget for the operation of the Senior Section;

(b) the day-to-day financial management of the Senior Section within the approved budget;

(c) recommending the appointment of Senior Section coaches, assistant coaches and team officials and their remuneration (if any);

(d) managing player recruitment, retention and welfare initiatives within the Senior Section;

(e) liaising with the Senior and Youth Football Director with the implementation of coaching philosophies and game plans across Senior teams; and

(f) overseeing team administration including selection procedures, training schedules and match-day logistics.

73B Specific Roles and Responsibilities - Junior Committee

(1) The Junior Committee is responsible for:

(a) assisting the Treasurer in the preparation of a financial budget for the operation of the Junior Section;

(b) the day-to-day financial management of the Junior Section within the approved budget;

(c) recommending the appointment of Junior Section coaches, assistant coaches and team officials;

(d) overseeing player development, pathways and welfare consistent with junior football frameworks;

(e) liaising with parents, volunteers and age-group coordinators to ensure effective operation of teams; and

(f) liaising with the Senior and Youth Football Director with the implementation of coaching philosophies and game plans across Junior teams.

74. COMMITTEE STRUCTURES

(1) The Senior and Junior Committees shall each comprise:

(a) such number of persons as may be approved by the Board. A Committee member must be a Member to serve on a committee, provided the Board is satisfied the person is suitable for the role; and

(b) at least one (1) Director unless the Board determines otherwise.

(2) The Board may appoint, remove or replace members of each Committee at its discretion.

(3) The Board may at any time:

(a) dissolve a committee;

(b) modify its delegated powers;

as the Board considers appropriate for the effective management of the Club.

75. COMMITTEE GOVERNANCE

(1) In the conduct of Committee meetings:

(a) each Committee shall meet as often as required to carry out its responsibilities;

(b) a Director shall chair committee meetings, or in their absence a committee member elected by those present; and

(c) a Committee may regulate its own meeting procedures to the extent they are not inconsistent with these Rules or any Board direction.

(2) A Committee must not:

(a) incur expenditure unless authorised under the Club budget or by the Board;

(b) make or amend Club policy;

(c) appoint or dismiss coaches without Board approval; or

(d) take any action inconsistent with the Purposes or the decisions of the Board.

(3) Each Committee must provide minutes or written summaries of its meetings to the Board as required;

(4) The chairperson of each Committee (or their nominee) must attend Board meetings when requested;

(5) The Committees must promptly escalate to the Board any matter involving:

(a) significant risk;

(b) potential breach of RSO or Club policies;

(c) disputes requiring Board involvement; or

(d) matters outside their delegated authority.

DIVISION 6 – SENIOR AND YOUTH FOOTBALL DIRECTOR

76. SENIOR AND YOUTH FOOTBALL DIRECTOR

The Senior and Youth Football Director shall be responsible for the appointment, management and training of coaches (save for the head coach) and coaching directors in the Junior and Senior Sections but must consult with the Senior and Junior Committees and act only with their approval.

PART 6—FINANCIAL MATTERS

77. SOURCE OF FUNDS

(1) Income and property of the Club may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

(2) The income and property of the Club shall be applied solely towards the promotion of the Purposes.

(3) Except as prescribed in these Rules or the Act:

(a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise to any Member or Director; and

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any Member who holds any office of the Club.

(4) Nothing in subrule 77(3) shall prevent payment in good faith to any Member for:

(a) any services rendered to the Club whether as an employee, director or otherwise;

(b) goods supplied to the Club in the ordinary and usual course of operation;

(c) interest on money borrowed from any Member;

(d) rent for premises demised or let by any Member to the Club; or

(e) any out-of-pocket expenses incurred by a Member on behalf of the Club;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm’s length in a similar transaction.

78. MANAGEMENT OF FUNDS

(1) The Club must open and maintain 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 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 Treasurer 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 two (2) Directors.

(5) Expenditure of funds by electronic means must be approved by two (2) Directors.

(6) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.

(7) With the approval of the Board, the Treasurer 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.

79. 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 Treasurer 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.

80. FINANCIAL STATEMENTS

(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.

(2) Without limiting subrule (1), those requirements include—

(a) preparation of the financial statements;

(b) if required, the review or auditing of the financial statements;

(c) certification of the financial statements by the Board;

(d) submission of the financial statements to the Annual General Meeting;

(e) lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

(3) Financial statements must use an accrual accounting method and clearly convey the Club's performance and position for the relevant financial year.

PART 7—GENERAL MATTERS

81. COMMON SEAL

(1) The Club may have a common seal, as determined by the Board.

(2) If the Club has a common seal—

(a) the name of the Club must appear in legible characters on the common seal;

(b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two (2) Directors; and

(c) the common seal must be kept in the custody of the Club Secretary.

82. REGISTERED ADDRESS

The registered address of the Club is—

(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 address—the postal address of the Club Secretary.

83. NOTICE REQUIREMENTS

(1) Any notice required to be given to a Member or a Director under these Rules may be given—

(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) Subrule (1) does not apply to notice given under Rule 61.

(3) Any notice required to be given to the Club or the Board may be given—

(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 circumstances—

(i) by email to the email address of the Club or the Club Secretary; or

(ii) by facsimile transmission to the facsimile number of the Club.

84. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

(1) Members may on request inspect free of charge—

(a) the Register of Members;

(b) the minutes of General Meetings;

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

(2) The Board may refuse to permit a Member to inspect records of the Club that relate to confidential, personal, employment, commercial or legally privileged 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 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.

(5) For purposes of this rule—

relevant document 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.

85. 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.

86. ALTERATION OF RULES

(1) These Rules may only be altered by Special Resolution of a General Meeting of the Club.

(2) The Club must lodge any alteration of these Rules with the Registrar as required by the Act, and the alteration takes effect in accordance with the Act.

87. REGULATIONS

(1) The Board may formulate, issue, adopt, interpret and amend Regulations for the proper advancement, management and administration of the Club, the advancement of the Purposes and the Sport. Such Regulations must be consistent with these Rules and any policy directives of the Board.

(2) The Regulations:

(a) must be maintained in a register by the Club Secretary and be available for inspection by the Members; and

(b) must not limit Members' rights under Rule 14.

(3) All Regulations are binding on the Club and its Members.

(4) Amendments, alterations, interpretations or other changes to Regulations shall be advised to Members by such means as are determined and approved by the Board from time to time. All changes are binding on all Members.

88. STATUS AND COMPLIANCE OF CLUB

The Club may not, without approval by Special Resolution:

(1) resign, disaffiliate or otherwise seek to withdraw from its RSO; and

(2) merge with any other club or sporting association.

89. INDEMNITY

The Club shall indemnify its Directors, employees, agents, committee members (and any person co-opted to assist any of them) and volunteers out of its property against all actions, suits, demands, damages, costs or expenses howsoever incurred by them or for which they or any of them may be or become liable in consequence of any act or omission in the bona fide discharge of their powers, functions or duties, except in the case of willful misconduct.

90. AUDITOR

(1) A properly qualified auditor or auditors shall be appointed by the Club in General Meeting.

(2) The auditor's duties shall be regulated in accordance with the Act, the *Corporations Act 2001 (Cth)* and generally accepted principles and/or any applicable code of conduct.

(3) The auditor may be removed by the resolution of the Members.

(4) The accounts of the Club shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

PART 8—CLUB OPERATIONS

91. BUSINESS NAME

The business and affairs of the Club shall be conducted under the business name "Beaumaris Football Club Inc".

92. CLUB COLOURS

(1) The colours of the Club shall be royal blue and gold.

(2) The Club's playing uniform shall be a royal blue jumper with gold sash and royal blue socks.

(3) The Board is authorised to approve an alternative playing uniform from time to time to comply with the RSO's rules regarding 'jumper clashes', and for special events or occasions.

93. CLUB LOGO

The Club logo shall be a shark.

94. HONOUR BOARDS

The honour boards shall be displayed in the Club's rooms.

95. LIFE MEMBERSHIP

(1) The Club may recognise exceptional service to the Club by conferring Life Membership on a Member.

(2) The Board must establish and maintain a Life Membership Subcommittee to:

(a) develop and maintain Life Membership nomination and assessment criteria for approval by the Board;

(b) receive and evaluate Life Membership nominations;

(c) make recommendations to the Board regarding nominations for Life Membership; and

(d) undertake any other function delegated to it by the Board in connection with Life Membership.

(3) The Life Membership Subcommittee shall comprise five (5) persons appointed by the Board all of whom must be Life Members. To the extent reasonably practicable, the composition of the Life Membership Subcommittee should reflect the diversity of the Club's membership and activities.

(4) If fewer than five Life Members are available or willing to serve, the Board may appoint such former office bearers, past presidents or other persons as it considers appropriate to fill vacancies on the Life Membership Subcommittee. The Life Membership Subcommittee shall elect a member as its chairperson.

(5) The Board may approve a Life Membership Policy regulating:

(a) nomination procedures;

(b) eligibility requirements;

(c) assessment criteria;

(d) nomination forms and supporting material;

(e) the conduct of the Life Membership Subcommittee; and

(f) any other matter relating to the consideration of Life Membership nominations.

(6) All nominations for Life Membership must be submitted and considered in accordance with the Life Membership Policy.

(7) In assessing a nomination for Life Membership, regard may be had to such matters as the Life Membership Subcommittee considers relevant, including:

(a) the nominee's legacy and lasting benefit to the Club;

(b) the nature and extent of the nominee's contribution to the Club;

(c) leadership, commitment and service;

(d) the impact of the nominee's contribution on the Club; and

(e) length of service.

(8) The Life Membership Subcommittee must determine whether a nominee satisfies the criteria for Life Membership and whether the nomination should be recommended to the Board.

(9) The Life Membership Subcommittee may recommend a nominee for Life Membership to the Board only if at least four (4) members of the Life Membership Subcommittee vote in favour of the recommendation.

(10) The Board may confer Life Membership upon a nominee recommended by the Life membership Subcommittee by a resolution passed by not less than seventy-five per cent (75%) of Directors present and voting.

(11) Upon the passing of a resolution under subrule (10), the nominee becomes a Life Member and the Board must cause the conferral of Life Membership to be recorded in the Register of Members.

96. HONORARY MEMBERSHIP

(1) The granting of Honorary Membership shall be made only by resolution of the Board.

(2) A person granted Honorary Membership must (in the opinion of the Board) be contributing significantly to the activities or promotion of the Sport at the Club.

97. LIQUOR LICENCE

(1) The Board shall maintain a liquor licence for the Club and comply with the *Liquor Control Reform Act 1998 (Vic)* (as amended from time to time) and all directions of Liquor Control Victoria or successor body.

(2) The Board shall not permit payment to any officer or servant of the Club by way of commission or allowance from receipts of the Club for the sale and disposal of liquor.

(3) A visitor to the Club will not be supplied with liquor in the Club premises unless:

(a) the visitor is a guest in the company of a Member of the Club; or

(b) the visitor is a member of a club competing against the Beaumaris Football Club on the day of the visitor’s entry to the Club’s premises.

(4) The Club must maintain a register of guests attending the Club premises in accordance with the requirements of the *Liquor Control Reform Act 1998 (Vic)* and any licence conditions.

98. TRANSITIONAL PROVISIONS

(1) Upon the adoption of these Rules, all persons who were members of the Club immediately prior to its adoption are deemed to be Members under these Rules and retain all rights and obligations of membership.

(2) All office bearers and members of the Committee of Management holding office immediately prior to the adoption of these Rules continue in office until the next Annual General Meeting unless they earlier resign, are removed, or otherwise vacate office in accordance with these Rules.

(3) The Committee of Management in office immediately before the adoption of these Rules:

(a) is deemed to constitute the Board for the purposes of these Rules until the next Annual General Meeting unless they earlier resign, are removed, or otherwise vacate office in accordance with these Rules; and

(b) must as soon as practicable and no later than 30 days after the adoption of these Rules elect by ordinary resolution a Director who shall be Chairperson of the Board.

(4) All committees, subcommittees, appointments, delegations, authorisations and resolutions in effect immediately before the adoption of these Rules continue in force to the extent that they are not inconsistent with these Rules.

(5) All policies, rules, by-laws and regulations of the Club (by whatever name) in force at the date of the approval of these Rules (as long as such rules, by-laws or regulations are not inconsistent with or have been replaced by, these Rules) shall be deemed to be Regulations and shall continue to apply and be in operation.

(6) Any act, decision or proceeding commenced before the adoption of these Rules remains valid and may be continued and completed as if these Rules had been in force at the time the act, decision or proceeding occurred.

99. TRANSITIONAL PROVISION — INTRODUCTION OF TWO-YEAR STAGGERED TERMS

(1) Notwithstanding Rules 55, 56 and 58, the first election conducted following the adoption of these Rules shall establish the two-year election cycle.

(2) At that election:

(a) the Chairperson, Junior Section President, Club Secretary and (1) ordinary Director shall be elected for a term of two (2) years; and

(b) the Senior Section President, Treasurer and one (1) ordinary Director shall be elected for a term of one (1) year.

(3) Following the first election:

(a) the positions referred to in subrule (2)(b) shall next be elected for a two-year term; and

(b) thereafter all positions shall be elected in accordance with the two-year cycle specified in Rule 56.

(4) The purpose of this transitional provision is to establish the staggered two-year election cycle so that the positions on the Board do not all become vacant at the same annual general meeting.
