



**RULES
OF
BEAUMARIS FOOTBALL
CLUB INCORPORATED**

31 July 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", being a coalescence of all members and supporters unified in the objective of achieving its purposes:

- (a) To foster, encourage and promote participation in the Sport.
- (b) To provide a pathway for members to participate in junior football through to senior football.
- (c) To do all things necessary to further the interest of:
 - (i) amateur football and to participate and remain a successful member club of the VAFA;
 - (ii) junior football and to participate and remain a successful member club of the SMJFL,and such other leagues, associations, and competitions with which the Club may be affiliated from time to time.
- (d) To remain a respected and integral part of the community by providing opportunities and facilities for all members of the community to participate in the activities of the Club.
- (e) To develop and maintain friendly relationships and co-operation with other football clubs, and other sporting and community bodies generally.
- (f) To conduct social functions for the enjoyment of members and their guests.

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 this Constitution 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 and ethical obligations approved by the Board, compliance with which is required of members in connection with the activities and purposes 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 this Constitution.

Financial Year means (unless determined otherwise by the Board) the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.

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

Honorary Member means an individual appointed as an Honorary Member of the Club under clause 97

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 Member means a registered member of the Club who has not attained 18 years of age.

Junior Parent/Guardian Member means the parent or legal guardian of a Junior Member nominated in accordance with clause 15.

Junior Section means all junior 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 clause 96.

Member means a member of the Club.

Purposes means the purposes of the Club in clause 2.

Register means a register of members kept and maintained in accordance with clause 19.

Regulations means any rules, by-laws or regulations made by the Board under clause 86.

RSO means the Regional Sporting Organisation being VAFA and SMJFL as the context requires.

Rules means this Constitution.

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.

Sport means the sport of Australian Rules Football.

VAFA means 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 this Constitution 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 this Constitution.
 - (4) Except where the contrary intention appears, in this Constitution, 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 this Constitution.

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 (including any surplus) 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 for membership.

9. APPLICATION FOR MEMBERSHIP

- (1) To apply to become a member of the Club, a person must submit an application in such 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 and Code of Conduct.
- (2) The application—
 - (a) Must 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, must state the full name of a parent or legal guardian of the applicant;
 - (c) must 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, must signed by a parent or legal guardian of the applicant or otherwise authorised in a manner acceptable to the Board; and
 - (e) must be accompanied by the joining fee.
- (3) Any person who registers to play football with the Club is deemed to have made an application for membership of the Club and that application must comply with subrules (1) and (2).

10. 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) The Board, or its authorised delegate, must notify the applicant of its decision as soon as practicable after the decision is made.
- (3) If the Board, or its authorised delegate, rejects the application, it must notify the applicant and return any money accompanying the application.
- (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, 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—
 - (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 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.

13. 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 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 79; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—

- (a) the Member is a member other than a Junior Member or an Honorary Member;
- (b) more than 30 business days have passed since the person became a member of the Club; and
- (c) the member's membership rights are not suspended for any reason.

14. JUNIOR PARENT/GUARDIAN MEMBERS

- (1) The Board may admit as a member the parent or legal guardian of a Junior Member who is nominated in accordance with this clause and upon payment of the prescribed fee.
- (2) Each Junior Member may have only one (1) Junior Parent/Guardian Member nominated at any given time, unless otherwise determined by the Board.
- (3) The nomination, change or removal of a Junior Parent/Guardian Member may be made in the manner determined by the Board.
- (4) The Board may limit the number of Junior Parent/Guardian Members entitled to vote per family unit or Junior Member to one (1).

15. RIGHTS NOT TRANSFERABLE

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

16. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- (1) this Constitution forms a contract between each of them and the Club and that they are bound by this Constitution, the Code of Conduct and the Regulations;
- (2) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Board or other entity with delegated authority;
- (3) by submitting to this Constitution, the Code of Conduct and the Regulations, they are subject to the jurisdiction of the Club;
- (4) the Constitution, the Code of Conduct and the Regulations are necessary and reasonable for promoting the Purposes and particularly the advancement and promotion of the Sport;
- (5) neither membership of the Club nor this Constitution gives rise to:
 - (a) any proprietary right of Members in, to or over the Club or its property or assets;
 - (b) any automatic right of a Member to renewal of their membership of the Club.
- (6) they are entitled to all benefits, advantages, privileges and services of Club membership; and
- (7) a right, privilege or obligation of a person by reason of their membership of the Club:
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death, resignation or otherwise.

17. 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.

18. 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.

19. 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 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

20. 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 prejudicial to the Club.

21. 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 Board members, members of the Club or anyone else; but
 - (b) must not be biased against, or in favour of, the member concerned.

22. 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.

23. 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.

24. APPEAL RIGHTS

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 23 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—
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

- (b) to the Club Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (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—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (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.

25. CONDUCT OF DISCIPLINARY APPEAL MEETING

- (1) At a disciplinary appeal meeting—
 - (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 subrule (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

26. 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;
 - (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.

27. 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.

28. APPOINTMENT OF MEDIATOR

- (1) If the parties to a dispute are unable to resolve the dispute between themselves 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 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.

29. 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.

30. 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

31. 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 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; and
 - (c) to elect the members of the Board and Committees.
- (4) The Annual Report of the Board on the activities of the Club during the preceding financial year should:
 - (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;
 - (c) include reports from the Board and Committees.
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

32. 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 35 may be conducted at the meeting.

33. 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).

34. NOTICES OF MOTION

Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the Club no less than twelve (12) days (excluding receiving date and meeting date) prior to the general meeting.

35. NOTICE OF GENERAL MEETINGS

- (1) The Club Secretary (or, in the case of a special general meeting convened under rule 33(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 36.
- (3) This rule does not apply to a disciplinary appeal meeting.

36. PROXIES

A member may not appoint another member as his or her proxy to vote and speak on his or her behalf.

37. 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 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.

38. 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 37) of ten (10) 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 33— 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.

39. 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.

40. 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 must vote personally; 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 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 25.

41. 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.

42. DETERMINING WHETHER RESOLUTION CARRIED

- (1) Subject to subrule (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.

43. 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 31(3)(b)(ii); and
 - (c) 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
 - (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

44. 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) sponsorship;
 - (b) coterie groups; and
 - (c) the appointment of coaches and the director of coaching.

45. 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

46. COMPOSITION OF BOARD

The Board consists of—

- (a) The Club President, who shall act as Chairman of the Board;
- (b) The Club Secretary;
- (c) The Treasurer;
- (d) Vice President, Seniors;
- (e) Vice President, Juniors; and
- (f) Two (2) ordinary Directors.

47. 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 position—
so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- (6) 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 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.
- (7) 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.

48. CHAIRPERSON

- (1) Subject to subrule (2), the Club President or, in the Club President's absence, the Club Secretary is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Club President and the Club Secretary are both 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.

49. 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 19; 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 Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

50. TREASURER

- (1) The 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 Board member 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 BOARD MEMBERS AND TENURE OF OFFICE

51. WHO IS ELIGIBLE TO BE A BOARD MEMBER

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

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

52. POSITIONS TO BE DECLARED VACANT

At the annual general meeting of the club, and after the annual report and financial statements of the Club have been received, the Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 53 to 55.

53. 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 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.

54. ELECTION OF BOARD MEMBERS

- (1) At the annual general meeting, separate elections must be held for each of the following positions—
 - (a) Club President;
 - (b) Club Secretary;
 - (c) Treasurer;
 - (d) Vice President, Senior Section;
 - (e) Vice President, Junior Section; and
 - (f) Two (2) ordinary Directors.
- (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 55.
- (4) On his or her election, the new Club President may take over as Chairperson of the meeting.

55. 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 each member present in person.
- (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 subrule (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 subrule (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 subrules (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.

56. TERM OF OFFICE

- (1) Subject to subrule (3) and rule 57, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.
- (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) 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 subrule (3)(a) may make representations in writing to the Club Secretary or Club President (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 Club President may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

57. VACATION OF OFFICE

- (1) A Board member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board member if he or she—
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 68; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

58. FILLING CASUAL VACANCIES

- (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 57; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Club Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 56 applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

DIVISION 4—MEETINGS OF BOARD

59. MEETINGS OF BOARD

- (1) The Board must meet at least 6 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 Club President or by any 4 members of the Board.

60. 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.

61. URGENT MEETINGS

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 60 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.

62. 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.

63. USE OF TECHNOLOGY

- (1) A Board member who is not physically present at a Board 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 Board meeting as permitted 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.

64. 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 63) of any four (4) of the Board members 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 60.

65. 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) 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.

66. CONFLICT OF INTEREST

- (1) A Board member 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 member—
 - (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.

67. 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 66.

68. 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.

DIVISION 5—COMMITTEES

69. 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;
 - (b) A Junior Committee representing the Junior Section; and
 - (c) A House Committee.

70. 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 its 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 team officials and other match or competition related roles;
 - (f) liaison with and providing support to the House Committee including contributing to the staffing of the House Committee;
 - (g) ensuring all requirements of the RSO are fulfilled;
 - (h) fund raising to ensure the financial viability of the Club;
 - (i) operating within the financial delegations approved by the Board;
 - (j) maintaining proper financial records relating to respective operations; and
 - (k) player welfare activities.
- (3) The Committees shall operate within the policy and governance framework provide 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.

70A. Specific Roles and Responsibilities – Senior Committee

- (5) 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 Director of Coaching 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.

70B Specific Roles and Responsibility - Junior Committee

- (6) 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 Director of Coaching with the implementation of coaching philosophies and game plans across Junior teams.

71. 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 need not 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.

72. 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 this Constitution 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 chair 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.

73. ROLE OF THE HOUSE COMMITTEE

- (1) The primary purpose of the House Committee is to manage, operate and promote the social and football facilities utilised by the Club.
- (2) The House Committee shall:
- (a) run the bar;
 - (b) promote and develop social functions;
 - (c) foster and support the fund-raising activities of the Club;
 - (d) maintain the buildings in good repair;
 - (e) operate within the financial delegations approved by the Board; and
 - (f) maintain proper financial records relating to respective operations.
- (3) The House Committee shall operate within the policy and governance framework provide 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 House Committees may not enter the Club into any financial agreement or undertaking without the approval of the Board.

74. HOUSE COMMITTEE STRUCTURE

- (1) The House Committee shall be comprised of:
- (a) A Director (Chairman); and
 - (b) Members appointed by the Board in such number as it may determine.

DIVISION 6 – DIRECTOR OF COACHING

75. DIRECTOR OF COACHING

The Director of Coaching shall be responsible for:

- (a) the appointment of captains and vice captains of teams in the Senior Section;
- (b) the appointment, management and training of coaches and other sub-ordinate coaching directors in the Junior and Senior Sections, but must consult with the Senior and Junior Committees; and
- (c) instructing coaches on the implementation of game style and training techniques.

PART 6—FINANCIAL MATTERS

76. SOURCE OF FUNDS

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

77. 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) Board members.
- (5) Expenditure of funds by electronic means must be approved by two (2) Board members.
- (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.

78. 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.

79. 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) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (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.
- (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

80. 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 Board members; and
 - (c) the common seal must be kept in the custody of the Club Secretary.

81. 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.

82. NOTICE REQUIREMENTS

- (1) Any notice required to be given to a member or a Board member 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.

83. 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 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 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.

84. 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.

85. ALTERATION OF RULES

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

86. 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 this Constitution and any policy directives of the Board.
- (2) All Regulations are binding on the Club and all Members.
- (3) All clauses, rules, by-laws and regulations of the Club (by whatever name) in force at the date of the approval of this Constitution (as long as such clauses, rules, by-laws or regulations are not inconsistent with or have been replaced by, this Constitution) shall be deemed to be Regulations and shall continue to apply and be in operation.
- (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. The Club shall take reasonable steps to distribute such changes to Members. All changes are binding on all Members.

87. STATUS AND COMPLIANCE OF CLUB

The Club may not, without approval by special resolution:

- (a) resign, disaffiliate or otherwise seek to withdraw from its RSO; and
- (b) merge with any other club or sporting association.

88. INDEMNITY

The Club shall indemnify its Directors, employees, agents, committee members (and any person co-opted to assist any of them) 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 or functions, except in the case of willful misconduct.

89. INCOME

- (1) Income and property of the Association shall be:
 - (a) derived from such sources; and
 - (b) managed in such manner;
as the Board determines from time to time subject always to the Act and this Constitution.
- (2) The income and property of the Club shall be applied solely towards the promotion of the Purposes.
- (3) Except as prescribed in this Constitution 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 clause 89(3) shall prevent payment in good faith to any Member for:
- (a) any services actually 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.

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 Board.
- (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 Committee. 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 Subcommittee 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 clause 95(10), the nominee becomes a Life Member and the Board must cause the conferral of Life Membership to be recorded in the Register.

96. HONORARY MEMBERSHIP

- (1) The granting of Honorary Membership shall be made only by resolution of the Board.
- (2) A person granted Honorary Membership shall (in the opinion of the Board) be currently contributing significantly to the activities or promotion of the Sport at the Club.

97. LIQUOR LICENCE

- (1) The Board shall do all in its power to maintain a liquor licence for the Club, be it either a Restricted Licence or a Full Club Licence, and comply with the *Liquor Control Reform Act 1998 (Vic)* (as it may be amended from time to time) and all directions of Liquor Licensing Victoria.
- (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 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.
