

# Rules of the Association

# University High School Amateur Football Club Incorporated

29 June 2023

## PART ONE

### NAME AND STATEMENT OF PURPOSE

#### 1. Name

The name of the incorporated association is **University High School Amateur Football Club**.

#### 2. Statement of Purposes

University High School Amateur Football Club's purpose is to:

- To promote, advance, cultivate and foster the play of Australian Rules Football.
- To promote and manage football teams playing in the Victorian Amateur Football Association and in any other sporting association as the Committee shall decide.
- To provide community members with the opportunity to participate in organised sports as players, coaches, officials and supporters
- To promote friendly sporting behaviour.
- To strive to compete in the highest grade possible subject to our available resources.
- To enhance cordial relations with members of other teams and officials affiliated with the VAFA and other sporting codes.
- To provide a friendly and harmonious environment in the Association's premises and at the Association's social events.
- To provide an environment that is safe, friendly, accessible and inclusive for all.

## PART TWO

### DICTIONARY AND RULE CHANGE PROCESS

#### 3. Dictionary

##### Definitions

In these Rules—

**the Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;

**the Association** means the University High School Amateur Football Club;

**Associate Member** means a person who is admitted to Membership in accordance with rule 6(2);

**Chairperson** of a general, special or committee meeting, means the person chairing the meeting as required under rule 40;

**Committee Meeting** means a meeting of a Committee held in accordance with these Rules;

**Committee Member** means a member of the Committee (either in an Executive or non-Executive position) elected or appointed under Division 3 of Part 6 (Division 3—Election of Committee Members and tenure of office);

**Disciplinary Appeal Meeting** means a meeting of the Disciplinary Appeal Committee convened under rule 17 (4); 5

**Disciplinary Appeal Committee** means a Committee made up of Executive Members of the Committee, but excluding those who were members of the Disciplinary Subcommittee;

**Disciplinary Subcommittee** means the subcommittee appointed under rule 14;

**Executive Committee Member** means the members of the Committee elected or appointed under Rule 44, who have the decision-making authority of the Committee, and are responsible for the management of the business of the Association;

**Executive Committee Meeting** means a meeting of the Executive members of the Committee held in accordance with these rules;

**Financial Year** means an annual period with an end date to be determined by the Committee;

**General Meeting** means a general meeting of the members of the Association convened in accordance with Part Four and includes an annual general meeting and a special general meeting;

**Honorary Member** means any player, coach, trainer, volunteer, official, or umpire affiliated with AFL Victoria, who will be admitted to honorary membership of the Association on the day of competition;

**Life Member** means a person who is admitted to Life Membership in accordance with rule 9;

**Material Personal Interest** means an interest that is personal in nature (financial or otherwise) and has the capacity to influence the actions of a person.

**Member** means a member of the Association, which includes a Player Member, a Life Member, a Social Member, and an Associate Member;

**Member Entitled To Vote** means a Member who under rule 8 (2) is entitled to vote at a General Meeting;

**Non-executive Committee Member** means the members of the Committee elected or appointed under Rule 44, who have responsibility for the day-to-day operations of the Association;

**Playing Season** is as determined by the Victorian Amateur Football Association and any other association where teams are playing;

**Playing Member** means a person who is admitted to Membership in accordance with rule 6 (2);

**Registrar** means the Registrar of Incorporated Associations;

**Social Member** means a person who is admitted to Membership in accordance with rule 6 (2);

**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;

**Voting Member** means a Member, other than an Honorary Member or a Social Member.

#### **4. Alteration of the rules**

1. These Rules and the statement of purposes of the Association must not be altered except:
  - a. in accordance with the Act; and
  - b. by special resolution of a General Meeting of the Association.

#### **5. Powers of Association**

1. Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
2. Without limiting subrule (1), the Association may—
  - a. acquire, hold and dispose of real or personal property;
  - b. open and operate accounts with financial institutions;
  - c. raise and borrow money on any terms and in any manner as it thinks fit; and
  - d. enter into any other contract it considers necessary or desirable.
3. The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

#### **6. Not for profit organisation**

1. The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
2. Subrule (1) does not prevent the Association 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 THREE**

### **MEMBERSHIP RIGHTS AND DUTIES, DISCIPLINE and DISPUTE RESOLUTION**

#### **7. *Membership, entry fees and subscription***

1. Any person who supports the purposes of the Association is eligible for membership.
2. A person may apply for Membership under one of the following categories provided they satisfy the relevant criteria for that category of Membership.
3. The categories of Membership shall be as follows:
  - a. Associate Member - a person who is a Committee Member or who otherwise has been appointed to a formal position within the Association, such as a coach, official or other qualifying role as determined by the Committee from time to time;
  - b. Player Member - a person registered to play in one of the sporting teams administered by the Association;
  - c. Social Member - a person who has paid the relevant annual subscription fee to the association under the categories of social membership;
4. A person may also be admitted to Life Membership in accordance with rule 9 – it is not possible for a person to apply themselves for membership under that criteria.
5. Honorary membership is bestowed on an individual in accordance with rule 10 – it is not possible for a person to apply themselves for membership under that criteria.
6. Applications for membership can be submitted by such means or form as approved by the Committee.
7. As soon as practicable after an application for Membership is received, the Committee must decide whether to accept or reject the application. No reason needs to be given for the rejection of an application, and the Committee reserves the right to cancel, suspend or disqualify any membership, once granted, that it may deem appropriate.
8. If an application for Membership is approved by the Committee, a record must, as soon as practicable, be entered into the register of Members.

#### **8. Annual Subscription Fee**

1. Annual subscription fees and the required date of payment of those fees shall be determined annually by the Committee, as soon as practicable but not later than 31 January of the relevant Playing Season.
2. The Association may determine that a differing annual subscription is payable by different categories of Members.
3. Payment plans may be entered into between members and the Association, as deemed appropriate by the Treasurer, or according to criteria as established by the Committee or a

finance sub-Committee as relevant.

4. The Association may determine that any new Member who joins after the start of a Playing Season 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 Playing Season; or
  - c. a fixed amount determined from time to time by the Association.
5. The rights of a Member (including the right to vote) who has not paid the appropriate annual subscription fee by the due date are suspended until the subscription is paid. The Association may take other action, such as but not limited to, rendering a playing Member ineligible for selection or denying transfer of playing registration to another club, as it deems appropriate until the subscription is paid.

## **9. General rights of members**

1. A Member of the Association 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;
  - b. to submit items of business for consideration at a General Meeting (subject to approval of the committee);
  - c. to attend and be heard at General Meetings;
  - d. to vote at a General Meeting;
  - e. to have access to the minutes of General Meetings and other documents of the Association as provided under rule 60; and
  - f. to inspect the register of members.
2. A Member is entitled to vote if—
  - a. the Member is a Voting Member; and
  - b. the Member has paid the relevant annual subscription fee (or has an approved payment plan) before the last home and away game of the current Playing Season; and
  - c. the member's membership rights are not suspended for any reason.
3. For the avoidance of doubt, a person may hold multiple forms of Membership (eg. Life Membership and Social Membership), however, where a person holds multiple Memberships that person shall only be entitled to one vote.
4. The Association must ensure that each Member agrees to be bound by and observe:
  - a. these Rules;
  - b. the Laws of the Game (if they are a Playing Member);

- c. any other relevant regulations or policies set by the Association

## **10. Life Membership**

1. Nominations for Life Membership may be submitted by any Member of the Association and must be received by the Committee no later than 1 month prior to the annual presentation night, or at such other times as the Committee might determine from time to time.
2. Nominations shall be accompanied by a description of the nominee's service to the Association.
3. Nominations for life membership shall be considered by the Committee and announced at the annual presentation night, or at such other times as the Committee determines from time to time.
4. A Life Member shall enjoy all the general rights of members (including voting rights) without the payment of an annual subscription.

## **11. Honorary Members**

1. An Honorary Member is a person who shall have been duly accepted as an Honorary Member in accordance with these Rules. An Honorary Member shall be entitled to certain privileges without being required to pay any subscription.
2. An Honorary Member shall not be entitled to attend the meetings nor to vote upon any Club matters.
3. Only persons possessing the following qualifications shall be eligible to be Honorary Members:
  - a. Any player, coach, trainer, volunteer, official, or umpire who is affiliated with AFL Victoria (and is over 18), shall be admitted to honorary membership of the Association on the day of competition.
  - b. Any persons who, in the opinion of the Committee, should for good and sufficient reason be selected as Honorary Members may be granted honorary membership of the Association for a period of twelve months.

## **12. Register of members**

1. The Secretary must keep and maintain a register of members that includes for each current Member —
  - a. the member's name;
  - b. the category of Membership that the person holds (Playing Member, Life Member, etc.);
  - c. the number of games played (if any);
  - d. any other information determined by the Committee;
2. There is no obligation to enter Honorary Members into the register.

### **13. Ceasing Membership**

1. The Membership of a person ceases:
  - a. after the member's written resignation, expulsion or death; or
  - b. for Playing Members, if the membership is not renewed by the relevant annual subscription fee date of the following year; or
  - c. for Social Members, at the end of the Financial Year, or
  - d. for Associate Members, upon their vacation of office, or
  - e. for Honorary Members, at the end of the day of competition or conclusion of 12-month period of Honorary Membership.
2. If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

### **14. Discipline, suspension and expulsion of members**

#### **14.1 Appointment of the Disciplinary Sub-committee**

1. The Association Committee shall appoint one or more Disciplinary Sub-committee Chairs to oversee the management of circumstances where a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association (which shall hereafter be referred to as 'misconduct').
2. Subject to these Rules, if the Association Committee or the Disciplinary Sub-committee Chairs form the view that a Member may have engaged in misconduct, the Committee may appoint a Disciplinary Sub-committee of 5 people to address the relevant conduct of the Member
3. The members of the Disciplinary Sub-committee—
  - a. shall include the Disciplinary Sub-committee Chair(s) unless there is a clear conflict of interest in which case the Chair(s) will be replaced by an appropriate member from the Association Committee Executive;
  - b. may be Committee Members, members of the Association or anyone else duly appointed by the Committee;
  - c. must not be a person against whom there can be a reasonable apprehension of bias towards the Member concerned.
4. In accordance with a) and b) the Disciplinary Sub-committee shall be selected from a pool of people who shall be pre-selected as soon as practicable following the AGM. Upon their confirmation of willingness to engage in the process, the Association Committee can call on the pool of people to form a sub-committee at any stage that a disciplinary process is required throughout that year until the next AGM.

5. The Chair(s) of the Disciplinary Sub-committee will be responsible for ensuring the accuracy of records made by the Sub-committee.
6. The Secretary of the Association shall act as the secretary of the Disciplinary Sub-committee, but has no voting or adjudication rights.

#### **14.2 Notice to the Member**

1. Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - a. stating that the Association 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 Sub-committee intends to consider the disciplinary action (the disciplinary meeting); and
  - d. advising the Member that they may do one or both of the following—
    - i. attend the disciplinary meeting and address the Disciplinary Sub-committee at that meeting;
    - ii. give a written statement to the Disciplinary Sub-committee at any time before the disciplinary meeting; and
  - e. setting out the member's appeal rights under rule 12.4.
2. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.
3. The Disciplinary Sub-committee shall take reasonable steps to inform itself in relation to the factual circumstances of any alleged misconduct, including by speaking with witnesses.

#### **14.3 Decision of the Sub-committee**

1. At the disciplinary meeting, the Disciplinary Sub-committee must—
  - a. give the Member an opportunity to be heard;
  - b. consider any written statement submitted by the member as well as any other relevant information;
  - c. make records of their findings and decision (if any) and the reasons for it; and
  - d. resolve any internal disagreement by way of majority vote, which shall not be via any secret ballot.
2. After complying with subrule (1), the Disciplinary Sub-committee shall make a recommendation to the Association Committee Executive which proposes one of the following outcomes—
  - a. take no further action against the member; or subject to subrule (4)—
  - b. reprimand the member; or



- c. suspend the membership rights of the Member for a specified period; or
  - d. expel the Member from the Association; or
  - e. take other action as deemed appropriate.
- 3. The Association Committee Executive may discuss the recommendation with the Disciplinary Sub-committee, however may only alter the recommended outcome where a simple majority of the Executive agree to do so. The Disciplinary Sub-committee shall then present the outcome to the Member.
- 4. The Disciplinary Sub-committee may not fine the Member, however if the Member is subject to a finding under rule 14.3 the Member is not entitled to a refund of any amounts paid or payable to the Association.
- 5. The suspension of membership rights or the expulsion of a Member by the Disciplinary Sub-committee under this rule takes effect immediately after the vote is passed.
- 6. The Disciplinary Sub-committee Chairs may make and amend procedural rules for addressing allegations against members as covered by clauses 14, 15 and 16. If there is any inconsistency between those procedural rules and those clauses, the terms of those clauses shall apply to the extent of any inconsistency.

## **15. Appeal rights**

- 1. A person subject to a finding under rule 14.3 may give notice to the effect that they wish to appeal against the outcome.
- 2. The notice must be in writing and given to the Secretary not later than 48 hours after the outcome is presented to them.
- 3. If a person has given notice under rule 15(2), a Disciplinary Appeal Meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 4. The Disciplinary Appeal must be heard by a Disciplinary Appeal Committee, made up of Executive Members of the Committee, but excluding any of those who were members of the Disciplinary Sub-committee.
- 5. Notice of the Disciplinary Appeal Meeting must be given to each Disciplinary Appeal Committee Member as soon as practicable and must:
  - a. specify the date, time and place of the Disciplinary Appeal Meeting; and
  - b. state:
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the reasons of the Disciplinary Sub-committee for taking that action; and
    - iii. that at the Disciplinary Appeal Meeting those present must vote on

whether the decision of the Disciplinary Sub-committee should be upheld, varied or revoked.

6. The Chair(s) of the Disciplinary Sub-committee must attend the Disciplinary Appeal Meeting in order to provide an account of the disciplinary meeting and answer questions put to them by the Disciplinary Appeal Committee.

## **16. 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 Chair of the Disciplinary Sub-committee must state the grounds for taking the action against the Member; and
  - c. the person who was the subject of the disciplinary action must be given an opportunity to be heard.
2. After complying with rule 16(1), the Disciplinary Appeal Committee Members present must vote by secret ballot on the question of whether the decision of the Disciplinary Subcommittee should be upheld or revoked.
3. Voting by proxy is not permitted.
4. The decision is upheld if a majority of the Disciplinary Appeal Committee vote in favour of the Decision. If a decision is not upheld, it will be directly remitted to the Disciplinary Appeal Committee who will determine which alternative outcome pursuant to rule 14.3 shall apply, if any. There shall be no limitation, subject to rule 14.3, applicable to the decision of the Disciplinary Appeal Committee.

## **17. Disputes and mediation**

### **17.1 Application**

1. The grievance procedure set out in this Division applies to disputes under these Rules between:
  - a. a Member and another Member; or
  - b. a Member and the Committee; or
  - c. a Member and the Association.
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.

### **17.2 Parties must attempt to resolve the dispute**

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

### **17.3 Appointment of a mediator**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the

time required by rule 20, the parties must within 14 days:

- a. notify the Committee 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 Committee; or
    - ii. if the dispute is between a Member and the Committee or the Association — a person appointed or employed by the Dispute Settlement Centre of Victoria (or any successor body to it).
3. A mediator appointed by the Committee may be a Member or former Member 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.

#### **17.4 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 an outcome to the dispute.

#### **17.5 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. The Association Committee may at its discretion initiate disciplinary action against one or more parties to a dispute where deemed appropriate via resolution.

## **PART FOUR**

### **GENERAL MEETINGS OF THE ASSOCIATION**

#### **18. Annual General Meetings**

1. The Association Committee may determine the date, time and place of the AGM of the Association (no later than six weeks after the end of the previous Financial Year).
2. The notice convening the AGM must specify that the meeting is an AGM.
3. The ordinary business of the AGM shall be
  - a. to confirm the minutes of the previous AGM and of any General Meeting held since that meeting; and
  - b. to receive from the Association Committee reports upon the transactions of the Association during the last preceding Financial Year; and
  - c. to elect officers of the Association and the ordinary members of the Association Committee; and
  - d. to receive and consider the statement submitted by the Association in accordance with Part 7 of the Act.
4. The AGM may conduct any special business of which notice has been given in accordance with these Rules.
5. The AGM may conduct any other general business as raised from the floor by members of the AGM.

#### **19. Special General Meetings**

1. In addition to the AGM, any other General Meetings may be held in the same year.
2. All General Meetings other than the AGM are special General Meetings.
3. The Association Committee may, whenever it thinks fit, convene a special General Meeting of the Association.
4. If, but for this sub-rule, more than 15 months would elapse between AGMs, the Association Committee must convene a special General Meeting before the expiration of that period.
5. The Association Committee must, on the request in writing of members representing not less than 15 percent of the total number of members, convene a special General Meeting of the Association.
6. The request for a special General Meeting must:
  - a. state the objects of the meeting; and
  - b. be signed by the members requesting the meeting; and
  - c. be sent to the email address of the Secretary.
7. If the Association Committee does not cause a special General Meeting to be held within

one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special General Meeting to be held not later than 3 months after that date.

8. If a special General Meeting is convened by members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Association Committee and all reasonable expenses incurred in convening the special General Meeting must be refunded by the Association to the persons incurring the expenses.

## **20. Special business**

All business that is conducted at a special General Meeting and all business that is conducted at the AGM, except for business conducted under the rules as ordinary business of the AGM, is deemed to be special business.

## **21. Notice of General Meetings**

1. The Secretary of the Association, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
2. Notice may be sent--
  - a. via email or prepaid post to the address or email address appearing in the register of members; or
  - b. prepaid post to the address if the Member requests this
  - c. No business other than that set out in the notice convening the meeting may be conducted at the meeting.
3. A Member intending to bring any business before a meeting may notify the Secretary in writing of that business, who must include that business in the notice calling the next General Meeting.

## **22. Proxies**

1. A Member may appoint another Member as their proxy to vote and speak on their behalf at a General Meeting.
2. The appointment of a proxy must be confirmed in writing (including electronically) by the Member making the appointment.
3. The Member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf, otherwise the proxy may vote on behalf of the Member in any matter as they see fit.
4. Notice of a General Meeting given to a Member under rule 19 must:

- a. state that the Member may appoint another Member as a proxy for the General Meeting; and
  - b. include directions as to the appointment of a proxy
5. the written notice appointing a proxy must be communicated to the Chairperson of the meeting before the commencement of the meeting.

### **23. Use of technology**

1. If deemed appropriate by the Committee, a General Meeting can be conducted virtually.
2. 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

### **24. Quorum at General Meetings**

1. No item of business may be conducted at a General Meeting unless a quorum of members entitled to vote under these Rules is present at the time when the meeting is considering that item.
2. Fifteen members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum
  - a. in the case of a meeting convened upon the request of members – the meeting must be dissolved; or
  - b. in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place.
4. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present (being not less than 3) shall be a quorum.

### **25. Presiding at General Meetings**

1. The President, or in the President's absence, the Association Vice President, shall preside as Chairperson at each General Meeting of the Association.
2. If the President and the Association Vice President are absent from a General Meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

## **26. Adjournment of meetings**

1. The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 25.
4. Except as provided in sub-rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **27. Voting at General Meetings**

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 personally or by proxy; and
  - c. voting shall be by show of hands, provided that at any time a poll may be called for under rule 27 (2);
  - d. 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.

## **28. Special Resolutions**

A Special Resolution is passed if not less than three quarters of the members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

## **29. Determining whether resolution is carried**

1. Subject to rule 27 (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. lostand an entry to that effect in the minutes of the General Meeting is conclusive proof of that fact.
2. If a poll (where votes are cast in writing) is demanded by five or more Members on any question:

- a. the poll must be taken at the General Meeting in the manner determined by the Chairperson of the General 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 must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.

### **30. Minutes of General Meeting**

1. The Committee must ensure that minutes are taken and kept of each General Meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual General Meeting must include—
  - a. the names of the members attending the meeting; and
  - b. proxy forms given to the Chairperson of the meeting under rule 20; and
  - c. the annual reports submitted to the meeting.



## **PART FIVE**

### **ROLE OF THE COMMITTEE, DUTIES AND ROLE OF OFFICE HOLDERS AND ELECTIONS**

#### **31. The role of the Association Committee**

1. The affairs of the Association shall be managed by the Association Committee.
2. The Association Committee:
  - a. shall control and manage the business and affairs of the Association; and
  - b. may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the members of the Association; and
  - c. subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Association Committee to be essential for the proper management of the business and affairs of the Association, and to do all things incidental or conducive to the purposes of the Association
  - d. The Association Committee may only exercise its powers and use its income and assets (including any surplus) for its purposes
  - e. the Association Committee may create by resolution and present an award or awards for conspicuous service on such criteria that it determines from time to time. The criteria for any such award must be distributed throughout the membership and nominations received before a decision is made by the Association Committee to award it
3. Subject to the Act, the Association Committee shall consist of a maximum of twelve members elected, appointed or co-opted in the following way:

##### ***Elected Association Committee Members***

- a. a minimum of eight (8) and a maximum of twelve (12) elected members composed of the President, Vice President, the Secretary, the Treasurer and a minimum of four (4) and a maximum of eight (8) Ordinary Members each of whom shall be elected at the AGM of the Association in each year;

##### ***Appointed Vice President***

- b. the elected members will, at the first meeting of the Association Committee following their election, appoint one of the Association Committee Members to the position of Vice President;

#### **32. Office holders**

1. The officers of the Association hold their positions on an honorary basis and shall be—
  - a. a President;
  - b. an Vice-President;
  - c. a Treasurer; and
  - d. a Secretary.
2. Each officer of the Association shall hold office until the AGM next after the date of their election but is eligible for re-election subject to the rules of the Association.
3. In the event of a casual vacancy in any office referred to in sub-rule (1), the Association Committee may appoint one of its members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the AGM next following the date of the appointment.

### **33. General Duties of the Association Committee**

1. As soon as practicable after being elected or appointed to the Association Committee, each committee Member must become familiar with these Rules and the Act.
2. The Association Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Association Committee comply with these Rules
3. Association Committee Members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Committee Members must exercise their powers and discharge their duties
  - a. in good faith in the best interests of the Association; and
  - b. for a proper purpose.
5. Committee Members and former Committee Members must not make improper use of:
  - a. their position; or
  - b. information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association. Any such conduct may result in the Member or former Member being subject to disciplinary action.
6. In addition to any duties imposed by these Rules, a Committee Member must perform any other duties imposed from time to time by resolution at a General Meeting.

### **34. Duty of the Association Committee to keep accurate minutes of any meeting**

1. The Association Committee must ensure that accurate minutes are taken and kept of any meeting held under these Rules including any Association Committee, Special or General Meeting.

2. The minutes must record:
  - a. the business considered at the meeting,
  - b. any resolution on which a vote is taken and the result of the vote,
  - c. the names of Association Committee Members and or other members attending the meeting.
3. Meeting minutes must be made available to any Association Committee Member as soon as reasonably practicable following a request by that member.

### **35. President and Vice-President**

1. Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Committee Meetings.
2. If the President and the Vice-President 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 Committee Meeting—a Committee Member elected by the other Committee Members present.

### **36. Secretary**

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

#### **Example**

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

2. The Secretary must—
  - a. maintain the register of members; and
  - b. keep custody of all books, documents and securities of the Association
  - c. subject to the Act and these Rules, provide members with access to the register of members, the minutes of General Meetings and other books and documents; and
  - d. perform any other duty or function imposed on the Secretary by these Rules.
3. The Secretary must give to the Registrar notice of their appointment within 14 days after the appointment.

### **37. Treasurer**

1. The Treasurer must—
  - a. receive all moneys paid to or received by the Association and issue receipts for
  - b. those moneys in the name of the Association; and

- c. ensure that all moneys received are paid into the account of the Association as
  - d. soon as practicable after receipt; and
  - e. make any payments authorised by the Committee or by a General Meeting of the Association from the Association's funds; and
  - f. ensure cheques are signed by at least two Committee Members.
- 2. The Treasurer must—
  - a. ensure that the financial records of the Association are kept in accordance with the Act; and
  - b. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual General Meeting of the Association.
- 3. The Treasurer must ensure there are at least 2 signatories on all accounts held by the Association
  - a. Signatories must include the Treasurer and President of the Association,
  - b. Signatories must be transferred to incoming office holder within 10 business days of change of office.

### **38. Ordinary members of the Association Committee**

- 1. Subject to these Rules, each ordinary Member of the Association Committee shall hold office until the AGM next after the date of election but is eligible for re-election.
- 2. In the event of a casual vacancy occurring in the office of an ordinary Member of the Association Committee, the Association Committee may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the AGM next following the date of the appointment.

### **39. Election, Appointment and Co-option of Association Committee Members**

- 1. Persons shall nominate for and be elected to the specific offices of Secretary, President and Treasurer at the AGM.
- 2. Persons shall also nominate and be elected as Ordinary Members of the Association Committee at the AGM.
- 3. A Member may nominate for as many of the office holder vacancies as they wish, and may also nominate for an Ordinary Member vacancy.
- 4. A person who has nominated for any position on the Association Committee may change or amend their nomination for nomination to a different or additional position at the AGM.
- 5. Should no Member of the Association nominate for the positions of President, Secretary or Treasurer prior to the AGM then those persons elected as Ordinary members of the

Association Committee may either:

- a. co-opt a suitable person to any of those offices; or
  - b. select the President, Treasurer or Secretary from the elected Ordinary Members at the first meeting of the Association Committee after the AGM.
6. If insufficient nominations are received to fill the maximum number of elected Ordinary Member vacancies on the Association Committee, the candidates nominated shall be deemed to be elected and further nominations for Ordinary Members may be received at the AGM.
  7. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
  8. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
  9. The ballot for the election members of members of the Association Committee must be conducted at the AGM in such manner as the Association Committee may direct subject to rule 38
  10. A person may nominate a proxy to attend on their behalf and nominate for a position.

#### **40. If a Ballot is required**

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 their 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, along with the position for which they are voting for that candidate to be elected to;
  - b. the voter must not write the names of more candidates than the number to be elected.
  - c. the voter must not vote for the same candidate for more than one position, where a candidate has nominated for more than one position being balloted.

8. Ballot papers that do not comply with sub-rule 7 are not to be counted.
9. Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
10. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
11. If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - a. conduct a further election for the position in accordance with sub-rules (3) 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.

**Example**

*The choice of candidate may be decided by the toss of a coin, drawing straws or other random means.*

#### **41. Vacancies**

1. The office of an officer of the Association, or of an Ordinary Member of the Association Committee, becomes vacant if the officer or member—
  - a. ceases to be a Member of the Association; or
  - b. becomes an insolvent under administration within the meaning of the Corporations Law; or
  - c. resigns from office by notice in writing given to the Secretary.

## **PART SIX**

### **ASSOCIATION COMMITTEE PROCESS**

#### **42. Meetings of the Association Committee**

1. The Association Committee must meet at least 3 times in each year at such place and such times as the Association Committee may determine.
2. Special meetings of the Association Committee may be convened by any 4 members of the Association Committee.

#### **43. Notice of Association Committee Meetings**

1. Written notice of each Association Committee Meeting must be given to each Member of the Association Committee at least seven (7) business days before the date of the meeting.
2. Written notice must be given to members of the Association Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

#### **44. Quorum for Association Committee Meetings**

1. A simple majority (50% + 1) of the Association Committee constitute a quorum for the conduct of the business of an Association Committee Meeting.
2. No business may be conducted unless a quorum is present.
3. If within half an hour of the time appointed for the meeting a quorum is not present—
  - a. in the case of a special meeting—the meeting terminates;
  - b. in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.
4. Where a quorum is present, the Association Committee may act notwithstanding any vacancy on the Association Committee.

#### **45. Conflicts of interests arising in Association Committee Meetings**

1. An Association Committee Member who has a Material Personal Interest in a matter being considered at an Association Committee Meeting must disclose the nature and extent of that interest to the Association Committee.
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.

##### **Note**

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

3. This rule does not apply to a Material Personal Interest—

- a. that exists only because the Member belongs to a class of persons for whose benefit the Association is established; or
  - b. that the Member has in common with all, or a substantial proportion of, the members of the Association.
4. Subject to all other subrules in this rule, if an Association Committee Member does not disclose a Material Personal Interest in a matter, however one or more members of the Association Committee hold a reasonable apprehension of a Material Personal Interest by the non-disclosing Member in any matter under consideration, they may raise it prior to the matter being considered. Once raised, the Member in question may:
  - a. withdraw pursuant to subrule (2); or
  - b. make a short speech to the Association Committee regarding the nature and extent of their Material Personal Interest (if any), after which the other members of the Association Committee will vote by show of hands as to whether the Member will be required to withdraw pursuant to subrule (2).
5. For the purposes of subrule (4)(b), a simple majority will be required for the Member to withdraw from the matter.

#### **46. Voting at Association Committee Meetings**

1. Questions arising at a meeting of the Association Committee, or at a meeting of any sub-committee appointed by the Association Committee, shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
2. Each elected, appointed or co-opted Association Committee Member present at a meeting of the Association Committee, or at a meeting of any sub-committee appointed by the Association Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
3. A simple majority will be required in respect of any questions put to a vote at the Association Committee.

#### **47. Removal of Association Committee Member**

1. The Association in General Meeting may, by resolution, remove any Member of the Association Committee before the expiration of the member's term of office and appoint another Member in their place to hold office until the expiration of the term of the first-mentioned member.
2. A Member who is the subject of a proposed resolution referred to in sub-rule (1) may make



representations either verbally or in writing to the Secretary or President of the Association (not exceeding a reasonable length). Where made in writing, those representations must be provided to the members of the Association.

3. The Association Committee Member that is the subject of a proposed resolution pursuant to subrule (1) may request that the resolution is deferred to the next Association Committee Meeting to enable a reasonable opportunity to prepare a response.

#### **48. Minutes of meeting**

1. The Committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following—
  - 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; and
  - d. any Material Personal Interest disclosed under rule 43
3. The minutes must be distributed to the Committee no more than twenty-eight (28) days after the meeting.

## **PART SEVEN**

### **FINANCIAL MATTERS**

#### **49. Source of funds**

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

#### **50. Management of funds**

1. The Association must open an account with one or more financial institution from which the expenditure of the Association is made and into which the Association's revenue is deposited.
2. The Treasurer must ensure there are appropriate signatories on any Association account, as per rule 35(3).
3. Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
4. The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit (per transaction and within area budget, that is agreed by the committee) without requiring approval from the Committee for each item on which the funds are expended.
5. All funds of the Association (other than petty cash, canteen till or similar cash floats) must be deposited into the financial account of the Association no later than 5 working days after receipt.
6. With the approval of the Committee, 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.

#### **51. Financial records**

1. The Association 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 Association must retain the financial records for 7 years after the transactions covered by the records are completed.
3. The Treasurer must keep in their custody, or under their control—
  - a. the financial records for the current Financial Year; and
  - b. any other financial records as authorised by the Committee.

#### **52. 57. Financial statements**

1. For each Financial Year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association 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 Committee;
  - d. the submission of the financial statements to the annual General Meeting of the Association;
  - e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART EIGHT**

### **GENERAL MATTERS**

#### **53. Common seal**

1. The Association may have a common seal.
2. If the Association has a common seal—
  - a. the name of the Association 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 Committee and the sealing must be witnessed by the signatures of two Committee Members;
  - c. the common seal must be kept in the custody of the Secretary.

#### **54. Registered address**

The registered address of the Association is—

1. the address determined from time to time by resolution of the Association Committee; or
2. if the Association Committee has not determined an address to be the registered address—  
the postal address of the Secretary.

#### **55. Notice requirements**

1. Any notice required to be given to a Member or a Committee 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
  - c. the register of members; or
  - d. by email, text or other electronic transmission.
2. Any notice required to be given to the Association or the Committee may be given—
  - a. by handing the notice to a Member of the Committee; or
  - b. by sending the notice by post to the registered address; or
  - c. by emailing the official Association email account or Secretary.

#### **56. 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 Association, including minutes of Committee Meetings.

2. The Committee may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
3. The Committee 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 Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
5. For purposes of this rule, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association 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 Association.

## 57. Winding up and cancellation

1. The Association may be wound up voluntarily by special resolution.
2. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
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 Association 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.

## 58. Liquor License Requirements

1. These Rules incorporate by reference the Schedule 1 requirements of the *Liquor Control Reform Act 1998* (Vic) as amended from time to time, to the extent that those obligations apply to the activities of the Association.
2. Pursuant to the *Liquor Control Reform Act 1998* (Vic):
  - a. a visitor to the Association's premises must not be supplied with liquor in the Association's premises unless the visitor is a guest in the company of a Member; and

- b. when the Association is hosting an event where liquor is being served (not including a sporting event or presentation evening or other events prescribed by the Association's liquor licence, as updated from time to time), the Association must keep a record of each guest and visitor to the Associations premises.
- 3. The Association must not permit honorary or temporary Membership to a visitor for the purposes of that visitor being able to be served liquor in the terms described in the *Liquor Control Reform Act 1998*.
- 4. No amount shall be paid to an officer or servant of the Association by way of commission or allowance from receipts of the Association for the supply of liquor