



**Drouin Dragons
Soccer Club
Constitution
2025**

CONTENTS

Part 1.	Preliminary	1
1.	Name	1
2.	Purposes.....	1
3.	Financial year	1
4.	Definitions	1
Part 2.	Powers Of Association	4
5.	Powers of Club.....	4
6.	Not for profit organisation	4
Part 3.	Members, Disciplinary Procedures And Grievances	5
	Division 1. Membership	5
7.	Existing members	5
8.	Minimum number of members	5
9.	Types of membership	5
10.	Who is eligible for life membership	5
11.	Nomination for life membership	5
12.	Consideration of the nomination for Life Membership	5
13.	Who is eligible to be an ordinary member	6
14.	Who is eligible to be a social member.....	6
15.	Application for ordinary or social membership	6
16.	Consideration of application	7
17.	Recording of New membership	7
18.	Annual subscription and fee on joining.....	8
19.	Registration Requirements of life members.....	8
20.	General rights of members	8
21.	Obligation of members and Adult Nominees	9
22.	Rights not transferable	9
23.	Ceasing membership	9
24.	Resigning as a member or Adult Nominee	9
25.	No claim against the Club	10
26.	Register of members	10
	Division 2. Disciplinary action	12
27.	Grounds for taking disciplinary action	12
28.	Judiciary panels.....	12
	Division 3. Grievance procedure	15

29.	Application	15
30.	Parties must attempt to resolve the dispute	15
31.	Appointment of mediator	15
32.	Mediation process.....	15
33.	Failure to resolve dispute by mediation	16
Part 4.	General Meetings Of The Association	17
34.	Annual general meetings	17
35.	Special general meetings.....	17
36.	Special general meeting held at request of members	17
37.	Notice of general meetings	18
38.	Use of technology	18
39.	Quorum at general meetings	18
40.	Adjournment of general meeting	19
41.	Voting at general meeting	19
42.	Special resolutions	19
43.	Determining whether resolution carried	19
44.	Objection to voting qualification.....	20
45.	Conduct of general meeting	20
46.	Minutes of general meeting	20
Part 5.	Executive Committee	22
	Division 1. Powers of Executive Committee	22
47.	Role and powers	22
48.	Delegation	22
	Division 2. Composition of Executive Committee and duties of members	23
49.	Composition of Executive Committee.....	23
50.	General Duties	23
51.	President and Vice-President.....	23
52.	Secretary	24
53.	Treasurer.....	24
	Division 3. Election of Executive Committee members and tenure of office	25

54.	Existing executive committee members	25
55.	Who is eligible to be aN Executive Committee member	25
56.	Positions to be vacated and elections held	25
57.	Nominations	26
58.	Election of President etc.	26
59.	Election of other members.....	26
60.	Ballot	26
61.	Term of office	27
62.	Vacation of office.....	27
63.	Filling casual vacancies	27
64.	Validity of acts of Executive Committee.....	28
65.	Remuneration of Executive Committee members	28
66.	Indemnity and insurance of office holders.....	28
	Division 4. Meetings of Executive Committee	29

67.	Meetings of Executive Committee	29
68.	Notice of meetings	29
69.	Urgent meetings	29
70.	Circulating resolutions	29
71.	Procedure and order of business	29
72.	Use of technology	29
73.	Quorum	30
74.	Voting	30
75.	Conflict of interest	30
76.	Minutes of meeting	30
77.	Leave of absence	31
Part 6.	Financial Matters	32
78.	Source of funds	32
79.	Management of funds	32
80.	Financial records	32
81.	Financial statements	33
Part 7.	liquor licence	34
82.	Receipts for the supply of liquor	34
83.	Management of the Club	Error! Bookmark not defined.
84.	Visitors	Error! Bookmark not defined.
Part 8.	General Matters	35
85.	Common seal	35
86.	Registered address	35
87.	Notice requirements	35
88.	Procedural defects	35
89.	Custody and inspection of books and records	35
90.	Winding up and cancellation	36
91.	Alteration of Constitution	36
92.	By-laws	36
93.	Precedence	37

Note: The persons who from time to time are members of the Club are an incorporated association by the name given in rule 1 of this Constitution.

Under section 46 of the Associations Incorporation Reform Act 2012, this Constitution is taken to constitute the terms of a contract between the Club and its members.

PART 1. PRELIMINARY

1. NAME

1.1 The name of the incorporated association is "Drouin Dragons Soccer Club Incorporated".

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

2. PURPOSES

2.1 The purposes for which the Club is established are to:

- (a) be the Football organisation's formal legal entity recognised by FA and/or FV, and to comply with the constitution and by-laws of FA and FV; and
- (b) organise teams to participate in competitions sanctioned by FV and/or FA; and
- (c) prevent infringement of the constitution and by-laws of FA and FV, and protect Football from abuse; and
- (d) co-operate with FA, FV, and other bodies in the promotion and development of, or otherwise in relation to, football, the Statutes and Regulations, and the Laws of the Game.

2.2 The Club is bound by and will observe, and must procure that each person admitted to membership agrees to be bound by and observe:

- (a) this Constitution; and
- (b) the Laws of the Game; and
- (c) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
- (d) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
- (e) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
- (f) the FA Code of Conduct, as amended from time to time,

subject always to the application of the established order of precedence set out in rule 93.

2.3 Subject to applicable law, the Club must:

- (a) promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- (b) co-operate with FA and FV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general.

3. FINANCIAL YEAR

3.1 The financial year of the Club is each period of 12 months ending on 30th September

4. DEFINITIONS

4.1 In these Rules—

absolute majority, of the Executive Committee, means a majority of the executive committee members currently holding office and entitled to vote at the time (as distinct from a majority of executive committee members present at an executive committee meeting);

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

Adult Nominee means the person:

- (a) who is nominated under rule 16.2 or rule 25.3 as the person who is to exercise the rights of a member who is under the age of 18 years on behalf of that member; or
- (b) who is deemed to be the Adult Nominee of the member under rule 7.2;

AGM year means the period between two consecutive annual general meetings of the Club;

Association Fees means fees payable to other persons or bodies to enable a player to take the field, including fees payable to leagues such as the Gippsland and Latrobe Valley Soccer League, to FV and to FA;

Chairperson, of a general meeting or executive committee meeting, means the person chairing the meeting as required under rule 52;

Club means this Incorporated Association;

Club Official means:

- (a) a coach, assistant coach, referee or team manager of a Football team of the Club; or
- (b) a Committee Member, Volunteer or Paid Position Role of the Club; or
- (c) any other official of the Club that the Executive Committee has decided by resolution is a Club Official for the purposes of this Constitution.

Day to Day Expenses means expenses such as consumables

Executive Committee means the Executive Committee having management of the business of the Club;

executive committee meeting means a meeting of the Executive Committee held in accordance with these Rules;

executive committee member means a member of the Executive Committee elected or appointed under rules 55 to 64;

financial year means the 12-month period specified in rule 3;

football means "Association Football" as recognised by Federation Internationale de Football Association from time to time. To avoid doubt, football includes the games of football, soccer football, 7 a side football, indoor or 5 a side (Futsal) football, beach football and other like games.

FA means Football Federation Australia Limited (ABN 28 106 478 068) or its successor;

FV means Football Victoria Inc (ABN 97 592 993 965) or its successor;

general meeting means a general meeting of the members of the Club convened in accordance with rules 35 to 47 and includes an annual general meeting and a special general meeting;

Laws of the Game means rules of the sport of football referred to in the Statutes and Regulations;

life member means a person admitted to membership of the Club under rule 12.3;

life member eligible to vote means a life member who under rule 21.1 is entitled to vote at a general meeting;

member includes ordinary members, life members and social members;

ordinary member means a person who has applied to be an ordinary member of the Club under rule 16.1 and who has been admitted to membership of the Club under rule 17.517.4;

person means a natural person;

social member means a person who has applied to be a social member of the Club under rule 16.1 and who has been admitted to membership of the Club under rule 17.5;

special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution;

Statutes and Regulations means the statutes and regulations of Federation Internationale de Football Association in force from time to time; and

the Registrar means the Registrar of Incorporated Associations.

PART 2. POWERS OF ASSOCIATION

5. POWERS OF CLUB

- 5.1 Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.
- 5.2 Without limiting rule 5.1, the Club may—
- (a) acquire, hold and dispose of real or personal property.
 - (b) open and operate accounts with financial institutions.
 - (c) invest its money in any security in which trust monies may lawfully be invested.
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf.
 - (g) enter into any other contract it considers necessary or desirable.
- 5.3 The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.
-

6. NOT FOR PROFIT ORGANISATION

- 6.1 The Club must not distribute any surplus, income or assets directly or indirectly to its members.
- 6.2 Rule 6.1 does not prevent the Club from paying a Member or Non Member—
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the Member—
- for time and material provided by a Member or Non Member
- if this is done in good faith on terms no more favourable than if the member was not a member.

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

PART 3. MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1. Membership

7. EXISTING MEMBERS

- 7.1 Those persons who were members of the Club immediately prior to the approval of this Constitution will continue to be members of the Club:
- (i) in the class of life members, if the Clubs records indicate that they were life members immediately prior to the approval of this Constitution; or otherwise
 - (ii) in the class of ordinary members.
- 7.2 The Adult Nominee of any person under 18 years who was a member of the Club immediately prior to the approval of this Constitution, is any parent or legal guardian of the member who seeks to exercise the rights of that member on their behalf.

8. MINIMUM NUMBER OF MEMBERS

- 8.1 The Club must have at least 5 members.

9. TYPES OF MEMBERSHIP

- 9.1 The members of the Club may consist of:
- (a) life members.
 - (b) ordinary members; and
 - (c) social members.
 - (d) Honorary Members

10. WHO IS ELIGIBLE FOR LIFE MEMBERSHIP?

- 10.1 Any person who is over the age of 18 years and has demonstrated exceptional service to the Club may be nominated for admission as a life member.

11. NOMINATION FOR LIFE MEMBERSHIP

- 11.1 A nomination for a person to be admitted as a life member must:
- (a) be made by a member or Adult Nominee.
 - (b) be in writing in the form determined by the Executive Committee from time to time.
 - (c) set out the reasons why, in the opinion of the nominator, the nominee should be considered for life membership.

12. CONSIDERATION OF THE NOMINATION FOR LIFE MEMBERSHIP

- 12.1 Nominations for admission to life membership are to be considered by the Executive Committee at its next meeting after the nomination is received.
- 12.2 In its absolute discretion, and without the need to give reasons for doing so, the Executive Committee must decide whether to accept or reject the nomination.
- 12.3 A person becomes a life member and, subject to rule 21.2, is entitled to exercise his or her rights of membership from the date on which both of the following have occurred:
- (a) the Executive Committee decided to accept the nomination of the person to admission to life membership; and

- (b) the person has provided the Club with written confirmation that they support the purposes of the Club and agree to comply with:
 - (i) this Constitution; and
 - (ii) the Laws of the Game; and
 - (iii) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
 - (iv) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
 - (v) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (vi) the FA Code of Conduct, as amended from time to time.

13. WHO IS ELIGIBLE TO BE AN ORDINARY MEMBER?

- 13.1 Any person who wishes to participate in the football playing activities of the Club as a player or as a Club Official is eligible for ordinary membership.

14. WHO IS ELIGIBLE TO BE A SOCIAL MEMBER?

- 14.1 Any person who is over 18 years of age and who supports the purposes of the Club but does not wish to participate in the football playing activities of the Club as a player or Club Official, is eligible for membership as a social member.

15. WHO IS ELIGIBLE TO BE A HONORARY MEMBER?

- 15.1 Any person who is over 18 years of age and who is attending the Drouin Dragons SC in a playing, volunteering or supporting capacity and is a member of that Sporting Club
- 15.2 An Honorary Member does not have any voting rights at the Drouin Dragons SC

16. APPLICATION FOR ORDINARY OR SOCIAL MEMBERSHIP

- 16.1 To apply to become an ordinary or social member of the Club, a person must submit a written application to the Club or an executive committee member stating that the person—
- (a) wishes to become either an ordinary member or a social member of the Club; and
 - (b) supports the purposes of the Club; and
- adheres to Liquor Licencing Regulations that apply to the Club: and
- (c) agrees to comply with:
 - (i) this Constitution; and
 - (i) the Laws of the Game; and
 - (ii) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
 - (iii) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
 - (iv) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (v) the FA Code of Conduct, as amended from time to time,
- 16.2 The application—
- (a) must be signed by the applicant; and

- (b) must be in the form determined by the Club from time to time; and
- (c) must be accompanied by the annual membership fee determined by the Club to be payable for the type of membership sought by the applicant (if any); and
- (d) if made by a person under 18, must specify the name and address of a parent or legal guardian, and be accompanied by that parent / guardian
 - (i) confirmation that they are a parent or legal guardian of the applicant.
 - (ii) consent to the applicant making the application for membership of the Club; and
 - (iii) confirmation that they support the purposes of the Club; and
 - (iv) agreement to comply with:
 - this Constitution; and
 - the Laws of the Game; and
 - the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
 - the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
 - the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - the FA Code of Conduct, as amended from time to time,
 - (v) confirmation that they are nominated to exercise the rights the applicant will have as a Club member on behalf of the applicant.

Note: The membership fee is the fee (if any) determined by the Club under rule 19.

17. CONSIDERATION OF APPLICATION

- 17.1 As soon as practicable after an application for ordinary or social membership is received, the Executive Committee (Registration Officer and or Secretary) must decide whether to accept or reject the application.
- 17.2 The Executive Committee (Registration Officer and or Secretary) must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 17.3 If the Executive Committee rejects the application, it must return any money accompanying the application to the applicant.
- 17.4 No reason need be given for the rejection of an application.
- 17.5 A person becomes an ordinary or social member of the Club and, subject to rule 21.2, is entitled to exercise his or her rights of membership from the date on which all of the following have occurred—
 - (a) the person's membership has been admitted or accepted.
 - (b) the person has paid the relevant joining fee (if any); and
 - (c) if the person has sought to become an ordinary member, the person has:
 - (i) provided the Club with confirmation that any other registration specified by the Club (including registration with FV) has been successfully completed; and
 - (ii) paid any association fee specified by the Club.

18. RECORDING OF NEW MEMBERSHIP

- 18.1 Upon the admission of a new life member or the approval of a new application for ordinary or social membership —

- (a) the decision to admit or accept the membership must be recorded by the Club; and
- (b) the Secretary and or Registration Officer 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.

19. ANNUAL SUBSCRIPTION AND FEE ON JOINING

- 19.1 The Executive Committee may from time to time determine —
- (a) the amount of the annual subscription (if any) payable by ordinary or social members for the following financial year; and
 - (b) the date for payment of the annual subscription.
- 19.2 The Club may determine that a lower annual subscription is payable by a class of members or by specified types of social or ordinary members.
- 19.3 The Club may determine that any new ordinary or social 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 Club.
- 19.4 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.
- 19.5 The Club must not strike or impose any fee, subscription, or other amount on any member:
- (a) which relates solely or principally to the right to vote for any Club officeholder; or
 - (b) in addition to the Club's regular membership fee, for the right of a member to vote for any Club officeholder; or
 - (c) in any other ways disassociates the right to vote for Club officeholders from the usual rights of members whether they participate in the Club as players, administrators, official, or otherwise.

Note: Life members do not have to pay Club fees or subscriptions but may need to pay association fees if they are participating in the football activities of the Club.

20. REGISTRATION REQUIREMENTS OF LIFE MEMBERS

- 20.1 A life member is only able to participate in any football playing activities of the Club as a player if:
- (a) they have provided confirmation to the Club that they have successfully completed any registration specified by the Club; and
 - (b) paid all association fees specified by the Club.

21. GENERAL RIGHTS OF MEMBERS

- 21.1 Subject to rule 21.2, ordinary members (through their Adult Nominee if under 18), and, life members who also participate in the football playing activities of the Club as a player or Club Official, have 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 89; and
 - (f) to inspect the register of members under rule 27.2.
- 21.2 The rights set out in rule 21.1 only entitle a member to vote if—
- (a) more than 10 business days have passed since he or she became a member of the Club; and
 - (b) the member's membership rights are not suspended for any reason.
- 21.3 Social members and life members who do not participate in the football playing activities of the Club as a player or Club Official, have 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 attend and be heard at general meetings; and
 - (c) to have access to the minutes of general meetings and other documents of the Club as provided under rule 89; and
 - (d) to inspect the register of members under rule 27.

22. OBLIGATION OF MEMBERS AND ADULT NOMINEES

- 22.1 All members and Adult Nominees are bound by and must observe:
- (a) this Constitution; and
 - (b) the Laws of the Game; and
 - (c) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
 - (d) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
 - (e) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (f) the Drouin Dragons SC Code of Behaviour, as amended from time to time; and
 - (g) the FA Code of Conduct, as amended from time to time,
- subject always to the application of the established order of precedence set out in rule 93.

23. RIGHTS NOT TRANSFERABLE

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

24. CEASING MEMBERSHIP

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

25. RESIGNING AS A MEMBER OR ADULT NOMINEE

- 25.1 A member may resign by notice in writing given to the Club.
- Note: Rule 87.3 sets out how notice may be given to the Club. It includes by post or by handing the notice to an executive committee member.*
- 25.2 A member is taken to have resigned if—

- (a) the member's annual subscription is more than 3 months in arrears; or
- (b) member is an ordinary member, and they have advised the Club that they no longer wish to participate in the football playing activities of the Club as a player or as a Club Official; or.
- (c) where no annual subscription is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

25.3 If an Adult Nominee of a member who is under the age of 18 years ceases to be the legal guardian of that member or is no longer able or willing to continue to exercise the rights of the member, then the member or the Adult Nominee, must:

- (a) advise the Club of the name and address of another parent or legal guardian of the member who is nominated to exercise the rights of the ordinary member;
- (b) provide the written confirmation of that other parent or legal guardian that the parent/guardian supports the purposes of the Club and agrees to comply with:
 - (i) this Constitution; and
 - (ii) the Laws of the Game; and
 - (iii) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
 - (iv) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
 - (v) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (vi) the FA Code of Conduct, as amended from time to time.

26. NO CLAIM AGAINST THE CLUB

26.1 No existing member or a member whose membership ceases has any claim against the Club or members of the Executive Committee for damages or otherwise.

27. REGISTER OF MEMBERS

27.1 The 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) the class of membership of the member.
 - (v) any other information determined by the Executive Committee; and
- (b) for each former member, the date of ceasing to be a member.

27.2 The register of members will be made available for inspection by a member at a reasonable time (but not copying in any form) within a reasonable time of receipt by the Secretary of a written request made by a member, subject always to restrictions on access to personal information available under the Act or otherwise at law.

Note: Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act

provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2. Disciplinary action

28. GROUNDS FOR TAKING DISCIPLINARY ACTION

- 28.1 The Club may take disciplinary action against a member or Adult Nominee in accordance with this Division if it is determined that the member or Adult Nominee –
- (a) has failed to comply with the rules of this Constitution; or
 - (b) refuses to support the purposes of the Club; or
 - (c) has failed to comply with the Clubs Code of Behaviour; or
 - (d) has engaged in conduct prejudicial to the Club.

29. JUDICIARY PANELS

- 29.1 If the Executive Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member or Adult Nominee, the Executive Committee must appoint a judiciary panel to hear the matter and determine what action, if any, to take against the member or Adult Nominee.
- 29.2 The Judiciary Panel shall be convened and function as follows.
- (a) The Executive Committee may convene a Judiciary Panel of such persons (being unbiased decision makers), on such terms and for such purpose(s) as is required. A member of each Judiciary Panel appointed shall act as Judiciary Panel Secretary and keep records of all investigations and decisions.
 - (b) The jurisdiction of a Judiciary Panel shall be limited to matters referred to it by the Executive Committee in accordance with the Constitution and this rule.
 - (c) Every referral to a Judiciary Panel shall be clear and unambiguous and shall clearly set out the matter(s) required to be investigated or determined by the Judiciary Panel.
 - (d) Upon a referral to a Judiciary Panel the Judiciary Panel Secretary shall, as soon as practicable, appoint a time and place suitable to the Judiciary Panel for the proceedings.
 - (e) A Judiciary Panel shall conduct any referral to it within such reasonable time as the Executive Committee directs, provided always that a concerned person may apply for an adjournment by application in writing to the Judiciary Panel chairperson. Such application must be received at least 2 days prior to commencement of proceedings.
 - (f) A Judiciary Panel shall have power to require the attendance of any member, Adult Nominee or Club representative at any proceedings before it. Notice shall be given in accordance with this rule. Where a person who is required to attend, fails to attend without reasonable excuse, the Judiciary Panel may draw such inferences from that failure to attend as it considers reasonable.
 - (g) The quorum for a Judiciary Panel shall be determined by the Executive Committee.
- 29.3 The proceedings of a Judiciary Panel shall be conducted as follows.
- (a) Upon receipt of a referral the Judiciary Panel may request the party or parties concerned in the referral appear before it. Such request shall be in writing either delivered personally or in appropriate cases by post or facsimile or email to the appropriate address or facsimile number of the party or parties concerned. The Judiciary Panel shall inquire into, or determine, the matters in question.
 - (i) A notice given by post shall be deemed to have been given on the day following the day on which it was posted.

- (ii) A notice given by facsimile or email shall be deemed to be given upon receipt of a confirmation report confirming the facsimile was received at the facsimile number or where the email was not confirmed undeliverable at the email address to which it was sent.
- (b) Proceedings shall take place as soon as practicable. All parties concerned shall be given at least 7 days' notice of the proceedings by the Judiciary Panel. The notice shall:
 - (i) be in writing.
 - (ii) state that the party or parties concerned are required to appear and in what capacity.
 - (iii) state the nature of the proceedings and the matters or alleged offence(s) the subject of investigation or determination, the possible penalty or penalties and the date, place and time of the hearing; and
 - (iv) be delivered in accordance with rule 29.3(a) above.
- (c) Persons appearing before the Judiciary Panel shall be entitled to call witnesses but must state their case in person unless the Judiciary Panel has permitted representation through an advocate. No person appearing before the Judiciary Panel shall be entitled to legal representation as of right at the proceedings. The chairperson will consider all requests for legal representation made by a party but the decision to allow legal representation is at the sole discretion of the chairperson. The chairperson is not required to give reasons for such decision. The person appearing before the Judiciary Panel and his/her witnesses shall be given a full opportunity to be heard. In his/her absence, or in the absence of his/her witnesses, a decision may be made by default. Before making a decision in default of appearance, the Judiciary Panel must satisfy itself that the party concerned was aware of the time, date and place of hearing and had been requested to appear in accordance with this rule.
- (d) The Judiciary Panel chairperson shall announce the opening of the proceedings, stating the Judiciary Panel's authority, jurisdiction, composition and the nature and purpose(s) of the proceedings.
- (e) The procedure to be followed at proceedings shall be clearly explained by the Judiciary Panel chairperson. The Judiciary Panel chairperson shall state who is entitled to be present throughout proceedings during evidence and submissions.
- (f) The matter(s) the subject of proceedings shall then be read to the person(s) concerned. The body or person reporting the matter(s) the subject of the proceedings shall be given the opportunity to report the circumstances of those matter(s). The person(s) concerned will be given the opportunity to respond to this report and present evidence and submissions as to their view of the circumstances of those matter(s). Any witnesses called by either the reporting body or the person(s) concerned will be given the opportunity to give evidence or make submissions. Witnesses may be questioned on their evidence. Evidence and/or submissions may be tendered in writing.
- (g) The Judiciary Panel will consider the evidence presented. The Judiciary Panel may adjourn the hearing, if necessary, to do so. No other person shall be present or partake in any discussion with the Judiciary Panel at this time. If the Judiciary Panel finds an offence has not been committed or not proved it will advise the Executive Committee and dismiss the charge accordingly.
- (h) If the Judiciary Panel finds an offence has been committed or proved it may impose, in its discretion, an appropriate penalty or penalties. It may also report its findings to the Executive Committee with such recommendations as it considers appropriate. The Judiciary Panel chairperson will declare the proceedings closed.
- (i) If a decision cannot be given immediately after proceedings, the relevant party or parties must be advised of the time and place at which the decision will be given.

The decision, any penalty and notice of the person's appeal rights shall be given in writing and signed by the Judiciary Panel chairperson.

- (j) Every decision of a Judiciary Panel under this rule shall be conveyed in writing to the parties concerned.

29.4 Penalties which may be imposed include (but are not limited to):

- (a) a reprimand.
- (b) conditions on taking the field, including restrictions on the presence of spectators associated with the member.
- (c) suspension of membership of:
 - (i) an offending member; or
 - (ii) a member under 18 years who is represented by an offending Adult Nominee,
from such activities of the Club, including but not only competition, on such terms and for such period as the Judiciary Panel thinks fit;
- (d) exclusion from a competition, activity, event or events.
- (e) expulsion from the Club.
- (f) a fine, imposed in such manner and in such amount as the Judiciary Panel thinks fit; or
- (g) such combination of any of the above penalties as the Judiciary Panel thinks fit.

29.5 During proceedings, the subject(s) of the proceedings may be suspended, on such terms and for such period as the Judiciary Panel thinks fit and shall remain under suspension unless the Judiciary Panel decides otherwise.

29.6 Where a member is suspended under this rule, all rights and privileges of that member shall be forfeited, either partially or completely, during the period of suspension. In the case of complete suspension, a member shall also forfeit all Club rights during the currency of the suspension.

29.7 Where a member is expelled under this rule his membership of, and representation rights and privileges in, the Club shall be forfeited immediately, and membership shall cease.

29.8 There is no right of appeal against a decision of a Judiciary Panel under this rule.

Division 3. Grievance procedure

30. APPLICATION

- 30.1 The grievance procedure set out in this Division applies to disputes under this Constitution between—
- (a) a member/Adult Nominee and another member/Adult Nominee.
 - (b) a member/Adult Nominee and the Executive Committee.
 - (c) a member/Adult Nominee and the Club.
- 30.2 A member or Adult Nominee 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.

31. PARTIES MUST ATTEMPT TO RESOLVE THE DISPUTE

- 31.1 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.

32. APPOINTMENT OF MEDIATOR

- 32.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 31, the parties must within 10 days—
- (a) notify the Executive 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.
- 32.2 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/Adult Nominee and another member/Adult Nominee—a person appointed by the Executive Committee; or
 - (ii) if the dispute is between a member/Adult Nominee and the Executive Committee or the Club—a person appointed or employed by FV.
- 32.3 A mediator appointed by the Executive Committee 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.

33. MEDIATION PROCESS

- 33.1 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.
- 33.2 The mediator must not determine the dispute.

34. FAILURE TO RESOLVE DISPUTE BY MEDIATION

- 34.1 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the process set out in the FV Grievance, Disciplinary, Tribunal By-Law, as amended from time to time.

PART 4. GENERAL MEETINGS OF THE ASSOCIATION

35. ANNUAL GENERAL MEETINGS

- 35.1 The Executive Committee must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- 35.2 Despite rule 35.1, the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- 35.3 The Executive Committee may determine the date, time and place of the annual general meeting.
- 35.4 The ordinary business of the annual general meeting is as follows—
- (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Executive Committee 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 Executive Committee in accordance with Part 7 of the Act;
 - (c) to elect the members of the Executive Committee;
- 35.5 The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.
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36. SPECIAL GENERAL MEETINGS

- 36.1 Any general meeting of the Club, other than an annual general meeting is a special general meeting.
- 36.2 The Executive Committee may convene a special general meeting whenever it thinks fit.
- 36.3 No business other than that set out in the notice under rule 38 may be conducted at the meeting.

Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 38 and the majority of members at the meeting agree.

37. SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS

- 37.1 The Executive Committee must convene a special general meeting if a request to do so is made in accordance with rule 37.2 by at least 10% of the total number of ordinary members.
- 37.2 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 (or the Adult Nominee acting on behalf of members under 18 years) requesting the meeting; and
 - (d) be given to the Secretary.
- 37.3 If the Executive Committee does not convene a special general meeting within one month after the date on which the request is made, the members or Adult Nominees making the request (or any of them) may convene the special general meeting.
- 37.4 A special general meeting convened by members/Adult Nominees under rule 37.3—

- (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.
- 37.5 The Club must reimburse all reasonable expenses incurred by the members/Adult Nominees convening a special general meeting under rule 37.3.

38. NOTICE OF GENERAL MEETINGS

- 38.1 The Secretary (or, in the case of a special general meeting convened under rule 37.3, 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.
- 38.2 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

39. USE OF TECHNOLOGY

- 39.1 A member (or Adult Nominee of a member under 18 years) not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member/Adult Nominee and the members present at the meeting to clearly and simultaneously communicate with each other.
- 39.2 For the purposes of this Part, a member/Adult Nominee participating in a general meeting as permitted under rule 39.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

40. QUORUM AT GENERAL MEETINGS

- 40.1 No business may be conducted at a general meeting unless a quorum of members is present.
- 40.2 The quorum for a general meeting is the presence of 6 members (via their Adult Nominee if under 18 years) who are entitled to vote under rule 21.
- 40.3 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 37—the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 37.

- (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.

- 40.4 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 40.3(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

41. ADJOURNMENT OF GENERAL MEETING

- 41.1 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 (via their Adult Nominee if under 18 years), adjourn the meeting to another time at the same place or at another place.
- 41.2 Without limiting rule 41.1, a meeting may be adjourned—
- (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- Example: The members may wish to have more time to examine the financial statements submitted by the Executive Committee at an annual general meeting.*
- 41.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 41.4 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 38.

42. VOTING AT GENERAL MEETING

- 42.1 On any question arising at a general meeting—
- (a) subject to rule 42.3, each member who is entitled to vote under rule 21 has one vote; and
 - (b) members who are over 18 years must vote personally; and
 - (c) members who are under 18 must vote via their Adult Nominee; and
 - (d) members may not vote by proxy; and
 - (e) except in the case of a special resolution, the question must be decided on a majority of votes.
- 42.2 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 42.3 If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting (via their Adult Nominee if under 18 years) may vote.

43. SPECIAL RESOLUTIONS

- 43.1 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.

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

- (a) *to remove an executive committee member from office;*
- (b) *to alter these Rules, including changing the name or any of the purposes of the Club.*

44. DETERMINING WHETHER RESOLUTION CARRIED

- 44.1 Subject to rule 44.2, 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 majority; or
- (d) lost—

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

- 44.2 If a poll (where votes are cast in writing) is demanded by three or more members (via their Adult Nominee if under 18 years) 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.
- 44.3 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- 44.4 A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

45. OBJECTION TO VOTING QUALIFICATION

- 45.1 An objection to the right of a person to attend or vote at a general meeting:
- (a) may not be raised except at that meeting; and
 - (b) must be referred to the Chairperson of the meeting, whose decision as to the person's right to attend or vote at the meeting is final.
- 45.2 A vote not disallowed under the objection is valid for all purposes.
- 45.3 If there is a dispute as to the admission or rejection of a vote, the Chairperson of the meeting must decide it and their decision made in good faith is final and conclusive.

46. CONDUCT OF GENERAL MEETING

- 46.1 The Chairperson of a general meeting:
- (a) has charge of the general conduct of the meeting and of the procedures to be adopted;
 - (b) may require the adoption of any procedure which is in their opinion necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
 - (c) may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever they consider it necessary or desirable for the proper conduct of the meeting.
- 46.2 A decision by the Chairperson under this rule is final.

47. MINUTES OF GENERAL MEETING

- 47.1 The Executive Committee must ensure that minutes are taken and kept of each general meeting.
- 47.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 47.3 In addition, the minutes of each annual general meeting must include—
- (a) the names of the members and Adult Nominees attending the meeting; and
 - (b) the financial statements submitted to the members in accordance with rule 35.4(b)(ii); and
 - (c) the certificate signed by two executive committee 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. EXECUTIVE COMMITTEE

Division 1. Powers of Executive Committee

48. ROLE AND POWERS

- 48.1 The business of the Club must be managed by or under the direction of an Executive Committee.
- 48.2 The Executive Committee may exercise all the powers of the Club except those powers that this Constitution or the Act requires to be exercised by general meetings of the members of the Club.
- 48.3 The Executive Committee may—
- (a) appoint and remove staff;
 - (b) establish subcommittees consisting of members/Adult Nominees with terms of reference it considers appropriate.

49. DELEGATION

- 49.1 The Executive Committee may delegate to an executive committee member, a subcommittee or staff, any of its powers and functions other than—
- (a) this power of delegation; or
 - (b) a duty imposed on the Executive Committee by the Act or any other law.
- 49.2 The delegation must be in writing and may be subject to the conditions and limitations the Executive Committee considers appropriate.
- 49.3 The Executive Committee may, in writing, revoke a delegation wholly or in part.

Division 2. Composition of Executive Committee and duties of members

50. COMPOSITION OF EXECUTIVE COMMITTEE

- 50.1 The Executive Committee consists of—
- (a) a President (Board Member); and
 - (b) a Vice-President (Board Member); and
 - (c) a Secretary (Board Member); and
 - (d) a Treasurer (Board Member); and
 - (e) up to 5 other persons (if any) elected under rule 60.

51. GENERAL DUTIES

- 51.1 As soon as practicable after being elected or appointed to the Executive Committee, each executive committee member must become familiar with this Constitution and the Act.
- 51.2 The Executive Committee is collectively responsible for ensuring that the Club complies with the Act and that individual members of the Executive Committee comply with these Rules.
- 51.3 Executive Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- 51.4 Executive Committee members must exercise their powers and discharge their duties—
- (a) in good faith in the best interests of the Club; and
 - (b) for a proper purpose.
- 51.5 Executive Committee members and former executive committee members must not make improper use of—
- (a) their position; or
 - (b) information acquired by virtue of holding their position—
- so as to gain an advantage for themselves or any other person or to cause detriment to the Club.

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

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

52. PRESIDENT AND VICE-PRESIDENT

- 52.1 Subject to rule 52.2, the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any executive committee meetings.
- 52.2 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 or Adult Nominee 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.

53. SECRETARY

53.1 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.

53.2 The Secretary must—

- (a) maintain the register of members in accordance with rule 27; and
- (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 81.3, all books, documents and securities of the Club in accordance with rules 85 and 88; and
- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
- (d) perform any other duty or function imposed on the Secretary by these Rules.

53.3 The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

54. TREASURER

54.1 The Treasurer must—

- (a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club; and
- (b) ensure that all moneys received are paid into the account of the Club within 5 working days after receipt; and
- (c) make any payments authorised by the Executive Committee or by a general meeting of the Club from the Club's funds;
- (d) ensure electronic payments are authorised by at least 2 members of the executive committee; and
- (e) ensure all changes to bank accounts are approved by at least 2 members of the executive committee.

54.2 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 Executive Committee prior to their submission to the annual general meeting of the Club.

54.3 The Treasurer must ensure that at least one other member of the executive committee has access to the accounts and financial records of the Club.

Division 3. Election or Appointment of Executive Committee members and tenure of office

55. EXISTING EXECUTIVE COMMITTEE MEMBERS

56. THOSE PERSONS WHO WERE APPOINTED TO THE CLUB IMMEDIATELY PRIOR TO THE APPROVAL OF THIS CONSTITUTION, REMAIN IN THOSE ROLES UNDER THIS CONSTITUTION UNTIL SUCH TIME AS THEY COMPLETE THEIR TWO AGM YEAR TERM OF OFFICE AND ARE REQUIRED TO RETIRE UNDER RULE 55.1. WHO IS ELIGIBLE TO BE AN EXECUTIVE COMMITTEE MEMBER?

- 56.1 The following persons are eligible to be elected or appointed as an executive committee member—
- (a) ordinary members who are over 18 years; and
 - (b) Adult Nominees; and
 - (c) life members eligible to vote.

Note: Under the Act, an Executive Committee member may not hold the office of secretary if they do not reside in Australia.

57. POSITIONS TO BE VACATED AND APPOINTMENTS OR ELECTIONS HELD

- 57.1 This rule applies to—
- (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- 57.2 The following executive committee members must retire from office:
- (a) Those Executive Committee members who have held their position for 1 AGM years since last being elected or appointed;
 - (b) Those Board members who have held their position for 2 AGM years since last being elected;
 - (c) subject to rule 57.2(d), members who were appointed since the last annual general meeting to fill a casual vacancy under rule 64; and
 - (d) those Executive Committee members who were appointed at the first executive committee meeting after the approval of this Constitution to fill a casual vacancy and have held their position for more than one AGM year.
- 57.3 At a general meeting:
- (a) at which a Executive Member retires or is stood down by the Board from that role either at the AGM or during the term; or
 - (b) at which a Board Member retires or is stood down by the Board from that role either at the AGM or during the term;
 - (c) at the commencement of which there is a vacant Executive Board Committee position,

the Chairperson of the meeting must hold elections for the vacant Executive Board positions in accordance with rules 58 to 61.

The Board may appoint Executive Committee Members throughout the Financial Year if the positions are not filled at the AGM

The Board can remove Executive Committee Members throughout the Financial Year if the Executive Committee Member is deemed not be fulfilling their role, has not followed their terms of agreement or not adhered to the Club's Values and Policies.

58. NOMINATIONS

- 58.1 Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that Executive Board position.
- 58.2 A person eligible under rule 56 may—
- (a) nominate himself or herself; or
 - (b) with the person's consent, be nominated by another member or Adult Nominee.
- 58.3 A person 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.

59. ELECTION OF BOARD MEMBERS.

- 59.1 Separate elections must be held for each of the following positions which are vacant—
- (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- 59.2 If only one eligible person is nominated for the position, the Chairperson of the meeting must declare the member or Adult Nominee elected to the position.
- 59.3 If more than one eligible person is nominated, a ballot must be held in accordance with rule 61.
- 59.4 On his or her election, the new President may take over as Chairperson of the meeting.

60. ELECTION OF OTHER MEMBERS

- 60.1 A single election may be held to fill the other vacant executive committee member positions specified in rule 50.1(e).
- 60.2 If the number of eligible persons nominated for the other executive committee positions (if any) is less than or equal to the number of vacant positions, the Chairperson of the meeting must declare each of those persons to be elected to the position.
- 60.3 If the number of persons nominated exceeds the number of vacant positions, a ballot must be held in accordance with rule 61.

61. BALLOT

- 61.1 If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member or Adult Nominee to act as returning officer to conduct the ballot.
- 61.2 The returning officer must not be a person nominated for the position.
- 61.3 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 61.4 The election must be by secret ballot.
- 61.5 The returning officer must give a blank piece of paper to each member eligible to vote and is present in person or via their Adult Nominee.
- 61.6 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.
- 61.7 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.

- 61.8 Ballot papers that do not comply with rule 61.7(b) are not to be counted.
- 61.9 Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 61.10 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.
- 61.11 If the returning officer is unable to declare the result of an election under rule 61.10 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 rules 61.4 to 61.10 to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

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

62. TERM OF OFFICE

- 62.1 Subject to rules 62.3 and 63, an executive Board committee member holds office until the executive Board committee member is required to retire under rule 57.2.
- 62.2 An executive committee member may be re-elected.
- 62.3 A general meeting of the Club may—
- (a) by special resolution remove an executive committee member from office; and
 - (b) elect a person eligible under rule 56 to fill the vacant position in accordance with this Division.
- 62.4 An executive Board committee member who is the subject of a proposed special resolution under rule 62.3(a) may make representations in writing to the Secretary or President of the Club (not exceeding a reasonable length) and may request that the representations be provided to the members of the Club.
- 62.5 The Secretary or the President may give a copy of the representations to each member of the Club or, if they are not so given, the executive committee member may require that they be read out at the meeting at which the special resolution is to be proposed.

63. VACATION OF OFFICE

- 63.1 An executive Board committee member may resign from the Executive Committee by written notice addressed to the Executive Committee.
- 63.2 A person ceases to be an executive committee member if he or she—
- (a) ceases to be a member or Adult Nominee of a member of the Club; or
 - (b) fails to attend 3 consecutive executive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 78; or
 - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

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

64. FILLING CASUAL VACANCIES

- 64.1 The Executive Committee may appoint a person eligible under rule 56 fill a position on the Executive Committee that—
- (a) has become vacant under rule 63; or
 - (b) was not filled by election at the last annual general meeting.

- 64.2 If the position of Secretary becomes vacant, the Executive Committee must appoint a person eligible under rule 56 to the position within 14 days after the vacancy arises.
- 64.3 Rule 62 applies to any executive committee member appointed by the Executive Committee under rules 64.1 or 64.2.
- 64.4 The Executive Committee may continue to act despite any vacancy in its membership.

65. VALIDITY OF ACTS OF EXECUTIVE COMMITTEE

- 65.1 Everything done at an Executive Committee meeting or by an executive committee member is valid even if it is discovered later that there was some defect in the appointment, election or qualification of any of them or that any of them was disqualified or had vacated office.

66. REMUNERATION OF EXECUTIVE COMMITTEE MEMBERS

- 66.1 Members of the Board must not be paid for their Executive Board Member role / services as a member of the executive Board committee, but with the approval of the Executive Committee they may be reimbursed by the Club for their reasonable expenses when:
- (a) Meal expenses and travel expenses of the Board Members; or
 - (b) otherwise engaged on the affairs of the Club.

Executive Members may be paid in accordance with Section 79

67. INDEMNITY AND INSURANCE OF OFFICE HOLDERS

- 67.1 Every person who is or has been an executive committee member, Director or other office holder of the Club (as defined in the Act) is entitled to be indemnified out of the property of the Club against:
- (a) every liability incurred in good faith by the person in that capacity (except a liability for legal costs); and
 - (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,
- unless:
- (c) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
 - (d) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.
- 67.2 The Club may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been an executive committee member, a Director or other office holder of the Club against liability incurred by the person in that capacity, including a liability for legal costs, unless the:
- (a) Club is forbidden by statute to pay or agree to pay the premium; or
 - (b) contract would, if the Club paid the premium, be made void by statute.

Division 4. Meetings of Executive Committee

68. MEETINGS OF EXECUTIVE COMMITTEE

- 68.1 The Executive Committee must meet at least 7 times in each year at the dates, times and places determined by the Executive Committee.
- 68.2 The date, time and place of the first executive committee meeting must be determined by the members of the Executive Committee as soon as practicable after the annual general meeting of the Club at which the members of the Executive Committee were elected.
- 68.3 Special executive committee meetings may be convened by the President or by any member of the Executive Committee.

69. NOTICE OF MEETINGS

- 69.1 Notice of each executive committee meeting must be given to each executive committee member no later than 7 days before the date of the meeting.
- 69.2 Notice may be given of more than one executive committee meeting at the same time.
- 69.3 The notice must state the date, time and place of the meeting.
- 69.4 If a special executive committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 69.5 The only business that may be conducted at the meeting is the business for which the meeting is convened.

70. URGENT MEETINGS

- 70.1 In cases of urgency, a meeting can be held without notice being given in accordance with rule 69 provided that as much notice as practicable is given to each executive committee member by the quickest means practicable.
- 70.2 Any resolution made at the meeting must be passed by an absolute majority of the Executive Committee.
- 70.3 The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

71. CIRCULATING RESOLUTIONS

- 71.1 The Executive Committee may pass a resolution without a meeting of the Executive Committee being held if all the executive committee members who are entitled to vote on the resolution confirm in writing that they are in favour of the resolution set out in the document. The resolution is passed when the last executive committee member provides written confirmation.

72. PROCEDURE AND ORDER OF BUSINESS

- 72.1 The procedure to be followed at a meeting of an Executive Committee must be determined from time to time by the Executive Committee.
- 72.2 The order of business may be determined by the executive committee members present at the meeting.

73. USE OF TECHNOLOGY

- 73.1 An executive committee member who is not physically present at an executive committee meeting may participate in the meeting by the use of technology that allows

that executive committee member and the executive committee members present at the meeting to clearly and simultaneously communicate with each other.

- 73.2 For the purposes of this Part, an executive committee member participating in a committee meeting as permitted under rule 73.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

74. QUORUM

- 74.1 No business may be conducted at an Executive Committee meeting unless a quorum is present.
- 74.2 The quorum for an executive committee meeting is the presence (in person or as allowed under rule 73) of a majority of the executive committee members holding office.
- 74.3 If a quorum is not present within 30 minutes after the notified commencement time of an executive committee 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 69.

75. VOTING

- 75.1 On any question arising at an executive committee meeting, each executive committee member present at the meeting has one vote.
- 75.2 A motion is carried if most executive committee members present at the meeting vote in favour of the motion.
- 75.3 Rule 75.2 does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Executive Committee.
- 75.4 If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 75.5 Voting by proxy is not permitted.

76. CONFLICT OF INTEREST

- 76.1 An executive committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Executive Committee.
- 76.2 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.

- 76.3 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.

77. MINUTES OF MEETING

- 77.1 The Executive Committee must ensure that minutes are taken and kept of each executive committee meeting.

- 77.2 The minutes must record the following—
- (a) the names of the executive committee 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 76.

78. LEAVE OF ABSENCE

- 78.1 The Executive Committee may grant an executive committee member leave of absence from executive committee meetings for a period not exceeding 3 months.
- 78.2 The Executive Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the executive committee member to seek the leave in advance.

PART 6. FINANCIAL MATTERS

79. SOURCE OF FUNDS

- 79.1 The funds of the Club may be derived from registrations, Functions, donations, fund-raising activities, grants, interest, sponsorship and any other sources approved by the Executive Committee.

80. MANAGEMENT OF FUNDS

- 80.1 The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all the Club's revenue is deposited.
- 80.2 Subject to any restrictions imposed by a general meeting of the Club, the Executive Committee may approve expenditure on behalf of the Club.
- 80.3 The Executive Committee may authorise the Treasurer, Secretary or General Manager to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Executive Committee for each item on which the funds are expended.
- 80.4 All cheques, drafts, bills of exchange, promissory notes, electronic transfers and other negotiable instruments must be approved by 2 executive committee members.
- 80.5 All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt.
- 80.6 With the approval of the Executive Committee, the Treasurer, Secretary, or General Manager 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.
- 80.7 The Club may utilise 2 Debit Cards linked to an Operating Bank Account. The holders of these Bank Cards may use the funds in the Operating Account for day to day expenses. Anything above \$500 must be approved by the Executive Committee unless the expense is for Food Costs, Alcohol or general running expenses of the club
- 80.8 All Receipts from utilising the Club's Debit Cards must be sent to the Treasurer
- 80.9 The Executive Committee has the discretion to appoint members to specific roles that are remunerated by means of Honorariums, Reimbursements, Allowances, Employees or payments as a Sub Contractor
- 80.10 Volunteers can be paid in cash, given non-cash benefits or given a combination of both cash and non-cash benefits. These payments are given various descriptions, including:
- honorariums
 - reimbursements
 - allowances.

The Executive Board Member Positions are a Volunteer Role. The Board Member may perform additional roles that can be remunerated in accordance to the Club's Constitution

81. FINANCIAL RECORDS

- 81.1 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.
- 81.2 The Club must retain the financial records for 7 years after the transactions covered by the records are completed.
- 81.3 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 Executive Committee.

82. FINANCIAL STATEMENTS

- 82.1 For each financial year, the Executive Committee must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- 82.2 Without limiting rule 82.1, 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 Executive Committee;
 - (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.

83. MANAGEMENT OF THE CLUB

- 83.1 In accordance with rule 48, the Executive Committee constitutes the management committee of the Club and has responsibility for the affairs of the Club.

The Executive Board Committee can at their discretion appoint and offer remuneration for the day to day running of the Club. This may include as an example, General Manager, Operations Manager, Head of Football Operations, Administration Officer etc

PART 7. LIQUOR LICENCE

84. RECEIPTS FOR THE SUPPLY OF LIQUOR

84.1 The Club must not pay any amount to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the supply of liquor.

Liquor Sales must be detailed in the Club's Financial Records

A visitor to the Club must comply with the conditions set out in the Club's Liquor Licence

84.2 A person cannot:

- (a) be admitted as a temporary member of the Club (if such types of membership are available under this Constitution); or
- (b) be exempted from the obligation to pay the ordinary subscription for membership of the Club,

unless the person is of a class specified in the rules and the admission or exemption is in accordance with the rules.

PART 8. GENERAL MATTERS

85. COMMON SEAL

- 85.1 The Club may have a common seal.
- 85.2 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 Executive Committee and the sealing must be witnessed by the signatures of two executive committee members;
 - (c) the common seal must be kept in the custody of the Secretary.
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86. REGISTERED ADDRESS

- 86.1 The registered address of the Club is—
- (a) the address determined from time to time by resolution of the Executive Committee; or
 - (b) if the Executive Committee has not determined an address to be the registered address—the postal address of the Secretary.
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87. NOTICE REQUIREMENTS

- 87.1 Any notice required to be given to a member or an executive committee member under this Constitution 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
 - (d) by giving it to the Adult Nominee of a member by one of the methods in (a), (b) or (c).
 - (e) by posting it on the Club's social media platform or website.
- 87.2 Rule 87.1 does not apply to notice given under rule 70.
- 87.3 Any notice required to be given to the Club or the Executive Committee may be given—
- (a) by handing the notice to a member of the Executive Committee; 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 Executive Committee determines that it is appropriate in the circumstances—
 - (i) by email to the email address of the Club or the Secretary; or
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88. PROCEDURAL DEFECTS

- 88.1 The non-receipt of a notice convening, cancelling or postponing a general meeting of members or a meeting of the Executive Committee, or the accidentally omission to give a notice of that kind to a person entitled to receive it, does not invalidate any resolution passed at the general meeting or at a postponed meeting or the cancellation or postponement of the meeting.
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89. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 89.1 Members may on request inspect free of charge—
- (a) the register of members in accordance with rule 27.2;

(b) the minutes of general meetings (including the annual financial statements of the Club submitted at the general meeting);

89.2 A member does not otherwise have the right to inspect, copy or have access to any financial records, securities or other relevant document of the Club except as provided by law or authorised by the Executive Committee.

89.3 The Executive Committee must on request make copies of this Constitution available to members and applicants for membership free of charge.

89.4 For purposes of this rule—

relevant documents mean 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.

90. WINDING UP AND CANCELLATION

90.1 The Club may be wound up voluntarily by special resolution.

90.2 Members of the Club have no liability to contribute towards the payment of the debts and liabilities of the Club or the costs charges and expenses of the winding up of the Club.

90.3 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.

90.4 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.

90.5 The body to which the surplus assets are to be given must be decided by special resolution.

91. ALTERATION OF CONSTITUTION

91.1 This Constitution may only be altered by special resolution of a general meeting of the Club.

Note: An alteration of this Constitution does not take effect unless or until it is approved by the Registrar. The Club is taken to have adopted its own rules, not the model rules.

91.2 The Club must:

(a) amend this Constitution and/or its By-laws to promptly adopt changes in the constitutions and by-laws of FA and/or FV made from time to time to the extent that they are applicable to the Club; and

(b) not otherwise amend or vary this Constitution and/or any of its By-laws without the prior written consent of FV and in accordance with the Act.

92. BY-LAWS

92.1 The Executive Committee may from time to time make By-laws which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and may amend, repeal and replace those By-laws, but only to the extent the Club can do so under rule 91.

- 92.2 Subject to rule 91, the Club in general meeting, may amend, repeal and replace any By-law made by the Directors, but that does not affect the validity of anything previously done by the Directors or anyone under that By-law.
- 92.3 A By-law:
- (a) is subject to this Constitution;
 - (b) must be consistent with this Constitution and the objectives stated in FV's constitution, and if not, the Constitution prevails to the extent of the inconsistency; and
 - (c) when in force, is binding on all Members and has the same effect as a provision in this Constitution.

93. PRECEDENCE

- 93.1 In this Constitution, in the event of inconsistency between any statutes, rules, regulations, laws, policy or other governing document of a relevant body or bodies, the relevant governing document of the relevant body applies in accordance with the established order of precedence within the sport of football, from international, national, state and regional, down to local level.