



**WERRIBEE HOCKEY CLUB
INCORPORATED**

CONSTITUTION

Version: 02 October 2017

Date: 30 October 2017

TABLE OF CONTENTS

PART 1—PRELIMINARY	1
1 Name	1
2 Purposes	1
3 Financial year	1
4 Definitions	1
PART 2—POWERS OF CLUB	2
5 Powers of Club	2
6 Not for profit organisation	2
PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES	2
Division 1—Membership	2
7 Minimum number of members	2
8 Who is eligible to be a member	2
9 Application for membership	3
10 Annual subscription fees	3
11 General rights of members	3
12 Associate members	4
13 Life members	4
14 Rights not transferable	4
15 Ceasing membership	4
16 Resigning as a member	4
17 Register of members	4
Division 2—Disciplinary action	5
18 Grounds for taking disciplinary action	5
19 Disciplinary subcommittee	5
20 Notice to member	5
21 Decision of subcommittee	5
22 Appeal rights	6
23 Conduct of disciplinary appeal meeting	6
Division 3—Grievance procedure	6
24 Application	6
25 Parties must attempt to resolve the dispute	6
26 Appointment of mediator	6
27 Mediation process	7
28 Failure to resolve dispute by mediation	7
PART 4—GENERAL MEETINGS OF THE ASSOCIATION	7
29 Annual general meetings	7
30 Special general meetings	8
31 Special general meeting held at request of members	8
32 Notice of general meetings	8
33 Proxies	9
34 Use of technology	9
35 Quorum at general meetings	9
36 Adjournment of general meeting	10
37 Voting at general meeting	10
38 Special resolutions	10
39 Determining whether resolution carried	10
40 Minutes of general meeting	11
PART 5—BOARD	11
Division 1—Powers of Board	11
41 Role and powers	11
42 Delegation	11

Division 2—Composition of Board and duties of members	12
43 Composition of Board	12
44 General Duties	12
45 Chair of Board	12
46 Secretary	13
47 Treasurer	13
48 Operations Officer	
Division 3—Election of Board members and tenure of office	13
49 Who is eligible to be a Board member	13
50 Positions to be declared vacant	14
51 Nominations	14
52 Election of Officers	14
53 Ballot	14
54 Term of office	15
55 Vacation of office	15
56 Filling casual vacancies	16
Division 4—Meetings of Board	16
57 Meetings of Board	16
58 Notice of meetings	16
59 Urgent meetings	16
60 Procedure and order of business	16
61 Use of technology	17
62 Quorum	17
63 Voting	17
64 Conflict of interest	17
65 Minutes of meeting	17
66 Leave of absence	18
PART 6—FINANCIAL MATTERS	18
67 Source of funds	18
68 Management of funds	18
69 Financial records	18
70 Financial statements	18
PART 7—GENERAL MATTERS	19
71 Common seal	19
72 Registered address	19
73 Notice requirements	19
74 Custody and inspection of books and records	19
75 Winding up and cancellation	20
76 Alteration of Rules	20

PART 1 PRELIMINARY

1 Name

- (1) The name of the incorporated association is "Werribee Hockey Club Incorporated" (**Club**).
- (2) The playing colours of the Club shall be black and yellow.

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

As a vital part of the Wyndham City Community and the Victorian Hockey Community the purposes of the Club are to:

- (1) provide a professional and supportive internal administration,
- (2) attract and develop junior players,
- (3) provide an environment for maximising the performance levels of its teams, players, umpires and coaches,
- (4) interact beneficially with the local and hockey communities, and
- (5) promote its sponsors 'products and services'.

3 Financial year

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

4 Definitions

In these Rules:

absolute majority, of the Board, means a majority of the board members currently holding office and entitled to vote at the time (as distinct from a majority of board members present at a board meeting);

associate member means a member referred to in rule 12(1);

Board meeting means a meeting of the Board held in accordance with these Rules;

Board member means a member of the Board elected or appointed under Division 3 of Part 5;

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 45;

Club means the Werribee Hockey Club Incorporated;

disciplinary appeal meeting means a meeting of the members of the Club convened under rule 22(3);

disciplinary meeting means a meeting of the Committee convened for the purposes of rule 21;

disciplinary subcommittee means the subcommittee appointed under rule 19;

Financial year means the 12 month period specified in rule 3;

general meeting means a general meeting of the members of the Club convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

member means a member of the Club as set out in Part 3;

member entitled to vote means a member who under rule 11(2) is entitled to vote at a general meeting;

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

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

the Registrar means the Registrar of Incorporated Associations;

written or in writing means documented in electronic or hard copy form.

PART 2 POWERS OF CLUB

5 Powers of Club

(1) Subject to the Act, the Club has power to do all things incidental or conducive to achieve its purposes.

(2) Without limiting sub rule (1), the Club may:

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

(3) The Club may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6 Not for profit organisation

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

(2) Sub rule (1) does not prevent the Club from paying a 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.

Note

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

PART 3 MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of members

The Club must have at least 5 members.

8 Who is eligible to be a member

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

9 Application for membership

- (1) To apply to become a member of the Club, a person must submit a written application stating that the person:
 - (a) wishes to become a member of the Club; and
 - (b) supports the purposes of the Club; and
 - (c) agrees to comply with these Rules.
- (2) The application:
 - (a) must be signed (physically or electronically) by the applicant; and
 - (b) may be accompanied by the annual subscription fee described in rule 10.
- (3) A person becomes a member of the Club and, subject to rule 11(2), is entitled to exercise his or her rights of membership from the date the person pays the annual subscription fee in full.

10 Annual subscription fees

- (1) The Board shall determine:
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Club may determine that a lower annual subscription is payable by associate members.
- (3) The Club may determine that any new member who joins part way through the 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.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.
- (5) Annual subscription fees shall be promulgated within the Club and/or via electronic means before the first game of the regular season.

11 General rights of members

- (1) A member of the Club who is entitled to vote has the right:
 - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a general meeting; and
 - (c) to attend and be heard at general meetings; and
 - (d) to vote once per resolution 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 74; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if:
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Club; and
 - (c) the member's membership rights are not suspended for any reason.

12 Associate members

(1) Associate members of the Club include:

- (a) any members under the age of 18 years; and
- (b) any other category of member as determined by special resolution at a general meeting.

(2) An associate member must not vote but may have other rights as determined by the Board or by resolution at a general meeting.

13 Life members

(1) The Club supports life membership of past and present members.

(2) Life membership of the Club allows general and voting rights of a member as set in rule 11.

14 Rights not transferable

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

15 Ceasing membership

The membership of a person ceases on resignation, expulsion or death.

16 Resigning as a member

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

Note:

Rule 73(3) sets out how notice may be given to the Club. It includes by post or by handing the notice to a member of the Board.

(2) A member is taken to have resigned if:

- (a) the member's annual subscription is more than 12 months in arrears; or
- (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

17 Register of members

(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) if the member is an associate member, a note to that effect;
 - (v) any other information determined by the Board; and
- (b) for each life member, the date the life membership was granted.

(2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

Division 2 Disciplinary action

18 Grounds for taking disciplinary action

The Club may take disciplinary action against a member in accordance with this Division if it is determined that the member—

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

19 Disciplinary subcommittee

(1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.

(2) The members of the disciplinary subcommittee:

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

20 Notice to member

(1) Before disciplinary action is taken against a member, a Board member must give written notice to the member:

- (a) stating that the Club proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
- (d) advising the member that he or she may do one or both of the following:
 - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
 - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights under rule 22.

(2) The notice must be given no earlier than 28 days, and no later than 3 days, before the disciplinary meeting is held.

21 Decision of subcommittee

(1) At the disciplinary meeting, the disciplinary subcommittee must:

- (a) give the member an opportunity to be heard; and
- (b) consider any written statement submitted by the member.

(2) After complying with subrule (1), the disciplinary subcommittee may:

- (a) take no further action against the member; or
- (b) subject to subrule (3):
 - (i) reprimand the member; or
 - (ii) suspend the membership rights of the member for a specified period; or
 - (iii) expel the member from the Club.

- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

22 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Club under rule 21 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to a Board member not later than 48 hours after the vote.
- (2) The notice must be in writing and given:
 - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
 - (b) to a Board member not later than 48 hours after the vote.
- (3) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

23 Conduct of disciplinary appeal meeting

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

Division 3 Grievance procedure

24 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a member and another member;
 - (b) a member and the Board;
 - (c) a member and the Club.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

25 Parties must attempt to resolve the dispute

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

26 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 25, the parties must within 10 days:
 - (a) notify the Board of the dispute; and

- (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) if the dispute is between a member and another member
 - a person appointed by the Board; or
 - (ii) if the dispute is between a member and the Board or the Club
 - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Board may be a member or former member of the Club but in any case must not be a person who:
- (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

27 Mediation process

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

28 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

29 Annual general meetings

- (1) The Board must convene an annual general meeting of the Club to be held within 5 months after the end of each financial year.
- (2) Despite sub rule (1), the Club may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) The ordinary business of the annual general meeting is as follows:
 - (a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (b) to receive and consider:
 - (i) the annual report of the Board on the activities of the Club during the preceding financial year; and
 - (ii) the financial statements of the Club for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;

(c) to elect the members of the Board whose term is due for re-election.

(5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

30 Special general meetings

- (1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Board may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 32 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 32 and the majority of members at the meeting agree.

31 Special general meeting held at request of members

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

32 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under rule 31(3), the members convening the meeting) must give to each member of the Club:
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) comply with rule 33(5).

- (3) This rule does not apply to a disciplinary appeal meeting.

Note

Rule 22(4) sets out the requirements for notice of a disciplinary appeal meeting.

33 Proxies

- (1) A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the member making the appointment.
- (3) The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
- (5) Notice of a general meeting given to a member under rule 32 must:
 - (a) state that the member may appoint another member as a proxy for the meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Club no later than 24 hours before the commencement of the meeting.

34 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

35 Quorum at general meetings

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, by proxy or as allowed under rule 34) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (a) in the case of a meeting convened by, or at the request of, members under rule 31—the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under this subrule, 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 31.

- (b) in any other case:
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment;and

- (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

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

36 Adjournment of general meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub rule (1), a meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 32.

37 Voting at general meeting

- (1) On any question arising at a general meeting:
 - (a) subject to subrule (3), each member who is entitled to vote has one vote; and
 - (b) members may vote personally or by proxy; and
 - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 23.

38 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.

Note

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

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

39 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:
 - (a) carried; or

- (b) carried unanimously; or
- (c) carried by a particular majority; or
- (d) lost—

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

- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question:
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) The Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

40 Minutes of general meeting

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under rule 33(6); and
 - (c) the financial statements submitted to the members in accordance with rule 29(4)(b)(ii); and
 - (d) the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 BOARD

Division 1 Powers of Board

41 Role and powers

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

42 Delegation

- (1) The Board may delegate to a member of the Board, a subcommittee or selected representative, any of its powers and functions other than:
 - (a) this power of delegation; or

- (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2 Composition of Board and duties of members

43 Composition of Board

- (1) The Board consists of—
 - (a) a Chair of Board; and
 - (b) a Treasurer; and
 - (c) a Secretary; and
 - (d) an Operations Officer.
- (2) The Board shall consist of no less than 4 and no more than 10 members of the Club.
- (3) No single gender shall occupy more than 80 per cent of the filled positions of the Board. For the avoidance of doubt, the maximum number of positions a single gender can fill on a Board with 10 current members is 8.

44 General Duties

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

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.

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

45 Chair of Board

- (1) Subject to subrule (2), the Chair of Board or, in the Chair of Board's absence, the Secretary is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Chair of Board and the Secretary are both absent, or are unable to preside, the Chairperson of the meeting must be:

- (a) in the case of a general meeting
—a member elected by the other members present; or
- (b) in the case of a Board meeting
—a Board member elected by the other Board members present.

46 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 in accordance with rule 17; and
 - (b) keep custody of the common seal (if any) of the Club and, except for the financial records referred to in rule 69(3), all books, documents and securities of the Club in accordance with rules 71 and 74; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

47 Treasurer

- (1) The Treasurer must:
- (a) receive all moneys paid to or received by the Club and issue receipts as required for those moneys in the name of the Club; and
 - (b) make all payments relating to the normal operation of the Club from the Club's funds; and
 - (c) Ensure all payments are signed by at least 2 Board members.
- (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 Board prior to their submission to the annual general meeting of the Club.
- (3) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Club.

48 Operations Officer

- (1) The Operations Officer is responsible for all administrative functions, including operations, management, process improvement, identifying various compliance issues and strategic planning and development.
- (2) The Operations Officer Must:
- (a) Develop and implement plans to improve operational effectiveness and efficiency;
 - (b) Ensure that operational activities are executed within allotted budget and timelines; and
 - (c) Conduct regular meetings with staffs to discuss about operational updates, ideas and issues.

Division 3 Election of Board members and tenure of office

49 Who is eligible to be a Board member

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

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

50 Positions to be declared vacant

- (1) This rule applies to:
 - (a) the first annual general meeting of the Club after its incorporation; or
 - (b) any subsequent annual general meeting of the Club, after the annual report and financial statements of the Club have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board, whose term is due for re-election, vacant and hold elections for those positions in accordance with rules 50 to 53.

51 Nominations

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

52 Election of Officers

- (1) Officers of the Club shall be nominated and elected at the annual general meeting. Officer positions can only be held by Board members and include:
 - (a) Chair of Board;
 - (b) Treasurer;
 - (c) Secretary;
 - (d) Operations Officer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, the winning candidate shall be decided by a vote between the un-nominated Board members.
- (4) On his or her election, the new Chair of Board may take over as Chairperson of the meeting.
- (5) In the event of a casual vacancy in any office referred to in subrule (1), the Board may appoint an ordinary Board member to the vacant position. The person so appointed may continue in that office up to and including the conclusion of the next annual general meeting following the date of his or her appointment.
- (6) Unless otherwise agreed to by passing of a special resolution to that effect, no person shall be eligible for appointment to more than one of the offices referred to in subrule (1).

53 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.

(5) The returning officer must give a blank piece of paper to:

- (a) each member present in person; and
- (b) each proxy appointed by a member.

Example

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

(6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

(7) If the ballot is for more than one position—

- (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- (b) the voter must not write the names of more candidates than the number to be elected.

(8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.

(9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

(10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

(11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:

- (a) conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
- (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

54 Term of office

(1) Subject to subrule (3) and rule 55, a Board member holds office until the positions of the Board are declared vacant at the next annual general meeting.

(2) A general meeting of the Club may:

- (a) by special resolution remove a Board member from office; and
- (b) elect an eligible member of the Club to fill the vacant position in accordance with this Division.

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

(4) The Secretary or the Chair of Board may give a copy of the representations to each member of the Club or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

55 Vacation of office

(1) A Board member may resign at any time by written notice addressed to the Board.

- (2) A person ceases to be a Board member if he or she:
 - (a) ceases to be a member of the Club; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under rule 66; or
 - (c) otherwise ceases to be a Board member by operation of section 78 of the Act.

Note

A Board member may not hold the office of Secretary if they do not reside in Australia.

56 Filling casual vacancies

- (1) The Board may appoint an eligible member of the Club to fill a position on the Board that:
 - (a) has become vacant under rule 55; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 54 applies to any Board member appointed by the Board under subrule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4 Meetings of Board

57 Meetings of Board

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Club at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the Chair of Board or by any other member of the Board.

58 Notice of meetings

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

59 Urgent meetings

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

60 Procedure and order of business

- (1) The procedure to be followed at a meeting of a Board must be determined from time to time by the Board.

- (2) The order of business may be determined by the members present at the meeting.

61 Use of technology

- (1) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board member participating in a Board meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

62 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 61) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting:
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 58.

63 Voting

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

64 Conflict of interest

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The member:
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter. **Note**

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

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

65 Minutes of meeting

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

- (2) The minutes must record the following:
- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 64.

66 Leave of absence

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

PART 6 FINANCIAL MATTERS

67 Source of funds

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

68 Management of funds

- (1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Club, the Board may approve expenditure on behalf of the Club.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (5) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

69 Financial records

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

70 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Club are met.
- (2) Without limiting subrule (1), those requirements include:
 - (a) the preparation of the financial statements;

- (b) if required, the review or auditing of the financial statements;
- (c) the certification of the financial statements by the Board;
- (d) the submission of the financial statements to the annual general meeting of the Club;
- (e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7 GENERAL MATTERS

71 Common seal

- (1) The Club may have a common seal.
- (2) If the Club has a common seal:
 - (a) the name of the Club must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members;
 - (c) the common seal must be kept in the custody of the Secretary.

72 Registered address

The registered address of the Club is:

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

73 Notice requirements

- (1) Any notice required to be given to a member or a Board member under these Rules may be given:
 - (a) by handing the notice to the member personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by electronic, email or facsimile transmission.
- (2) Subrule (1) does not apply to notice given under rule 59.
- (3) Any notice required to be given to the Club or the Board may be given—
 - (a) by handing the notice to a member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Club or the Secretary; or
 - (ii) by facsimile transmission to the facsimile number of the Club.

74 Custody and inspection of books and records

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

Note

See note following rule 17 for details of access to the register of members.

- (2) The Board may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to subrule (2), a member may make a copy of any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule:

Relevant documents mean the records and other documents, however compiled, recorded or stored, that relates 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.

75 Winding up and cancellation

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

76 Alteration of Rules

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

Note

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