

# CONSTITUTION

The Rules and Regulations of Flinders United  
Women's Football Club Incorporated

## ABSTRACT

This Constitution sets out the basic rules for the daily running of the Club. It details for our members and others the name, objects, methods of management and other conditions under which the Club operates, and generally the reasons for our existence.

## Legislative Framework

One of the pre-requisites for incorporation is a Constitution complying with the Associations Incorporation Act 1985.

## Table of Contents

1	NAME OF THE ASSOCIATION .....	2
2	DEFINITIONS .....	2
3	OBJECTS OF THE CLUB .....	3
4	NON-PROFIT .....	3
5	POWERS OF THE CLUB .....	4
6	MEMBERSHIP OF THE CLUB .....	5
7	MEMBERS OF THE CLUB .....	7
8	THE COMMITTEE .....	8
9	MEETINGS OF THE COMMITTEE .....	12
10	GENERAL MEETINGS .....	13
11	MINUTES OF MEETINGS .....	17
12	DISPUTE RESOLUTION .....	17
13	RULES OF THE CLUB .....	18
14	DISTRIBUTION OF SURPLUS ASSETS ON WINDING .....	18
15	THE ACCOUNTS AND AUDIT OF THE ACCOUNTS .....	18
16	RULES HISTORY .....	21



## 1 NAME OF THE ASSOCIATION

1.1. The name of the Association is Flinders United Women's Football Club Incorporated



## 2 DEFINITIONS

2.1. In these Rules, unless the sense or context otherwise requires, the following words shall have the following meanings:

<b>Act</b>	Means the <i>Associations Incorporation Act 1985</i> (SA).
<b>Committee</b>	Means the body managing the club and consisting of the Committee Members.
<b>Committee Meeting</b>	Means a meeting of the Committee.
<b>Committee Member</b>	Means a person elected or appointed to the Committee from time to time.
<b>Commission</b>	Means the South Australian Corporate Affairs Commission (Consumer and Business Services) or its equivalent replacement.
<b>Financial Year</b>	Means the year ending on the next 30 September following incorporation and thereafter a period of 12 months commencing on 1 October and ending on 30 September each year.
<b>General Meeting</b>	Means an Annual General Meeting or a Special General Meeting.
<b>Guests (Non-Member) AGM attendees</b>	Means individuals who are not members and apply to the Committee to attend a general meeting.
<b>Lifetime Member</b>	Awarded to those who have rendered conspicuous service to the Club.
<b>Member</b>	Means a Club Member regardless of the category of membership.
<b>Minor</b>	Means any Member less than 18 years of age.
<b>Non-Playing Member</b>	Means a person who is either a Committee Member, team coach, assistant coach, goal keeping coach who is registered with the Club and Football SA (for the avoidance of doubt it excludes Team Managers).
<b>Ordinary Resolution</b>	Means a resolution other than a Special Resolution passed by a majority of the votes cast by Members eligible to vote in person or by proxy at a General Meeting.
<b>Ordinary Member</b>	Means a person who is registered as a player of the Club and with Football SA.
<b>Playing Life Member</b>	Members may apply to be recognised as a playing life member. A life playing member must have played not less than 10 years, and not less than 250 games. Individuals can apply to the Committee.
<b>Proxy</b>	

<sup>1</sup> s. 23A(1)(a) *Associations Incorporation Act 1985*

A member of the club who is unable to attend a general meeting may appoint another member, in writing, to act as their proxy and vote on their behalf.



<b>Rules</b>	Means these Rules.
<b>Special Resolution</b>	Means a resolution passed by a majority of not less than three-quarters of the votes cast by Members eligible to vote in person or by proxy at a General Meeting or Committee Meeting (as applicable). All members are provided at least 21 days written notice of the intent to propose the resolution.
<b>Social Non-Playing Member</b>	Means a person who has demonstrated an interest in football and the Club, including supporters and past players, who applies to and is accepted by the Committee who pays the Club subscription as required.
<b>Surplus Assets</b>	Means those assets remaining after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid.

2.2. In these Rules, unless the context otherwise requires:

- 2.2.1. The singular includes the plural and vice versa and words importing a gender include other genders;
- 2.2.2. A reference to a person includes a natural person, partnership, body corporate, association, joint venture, unincorporated body, authority or other entity;
- 2.2.3. A reference to any law, legislation, legislative provision, regulation or code includes:
  - 2.2.3.1. All regulations, orders or instruments issued under the legislation or provision;
  - 2.2.3.2. Any subordinate regulations issued under that legislation or legislative provision; and
  - 2.2.3.3. Any statutory modification, consolidation, amendment, re-enactment, replacement or codification of such legislation or provision;
- 2.2.4. Headings are for ease of reference only and do not affect the interpretation or construction of these Rules;
- 2.2.5. A reference to a clause, rule, part, schedule or attachment is a reference to a clause, rule, part, schedule or attachment of or to these Rules;
- 2.2.6. A reference to **dollars** or **\$** means Australian dollars;
- 2.2.7. References to the word **includes** or **including** are to be construed without limitation;
- 2.2.8. **In writing** and **written** includes printing and lithography and any other mode of reproducing or representing words in a visible form; and
- 2.2.9. Where a word or phrase is given a defined meaning another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning.

### 3 OBJECTS OF THE CLUB<sup>2</sup>

---

3.1. The Club is established solely for the objects.

---

<sup>2</sup> s. 23A(1)(a) *Associations Incorporation Act 1985*

### 3.2. The objects of the Club are to:

- 3.2.1. Conduct, encourage, promote, advance and administer women's football throughout the local area;
- 3.2.2. Improve and develop the amenities, conditions and facilities for women's football;
- 3.2.3. Increase participation by women in football; including through sporting and social activities, skills enhancement, building team spirit and efforts to minimise costs associated with membership;
- 3.2.4. Act, at all times, on behalf of and in the interest of the members and women's football in the local area;
- 3.2.5. Abide by, promulgate, enforce and secure uniformity in the application of the rules of football;
- 3.2.6. Have regard to the public interest in its operations;
- 3.2.7. Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects;
- 3.2.8. Affiliate and otherwise liaise with the regional and/or State organisations of which the Association is a member and adopt their rule and policy frameworks to further these objects;
- 3.2.9. Establish and maintain relationships with the regional and/or State football bodies for the benefit of its Members.



## 4 NON-PROFIT

---

- 4.1. The Club is a non-profit organisation and must not carry on business for the purpose of profit or gain to its Members.
- 4.2. The income, property, profits and financial surplus of the Club, whenever derived, must be applied solely towards the promotion of the objects and/or purposes of the Club as set out in these Rules and no portion of it shall be paid, distributed or transferred directly or indirectly to Members of the Club, except that nothing in these Rules shall prevent the payment in good faith:
  - 4.2.1. Of remuneration to any officer or employee of the Club or to any Member of the Club in return for services actually rendered to the Club;
  - 4.2.2. For supply of goods to the Club in the ordinary course of business by a Member; or
  - 4.2.3. Of reasonable allowances and travelling expenses to Members or Committee Members.

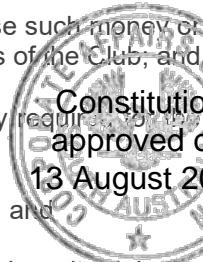
## 5 POWERS OF THE CLUB<sup>3</sup>

---

- 5.1. The Club shall have all the power conferred by section 25 of the Act to further the objects of the Club.
- 5.2. For the purpose of carrying out the Objects, the Club has powers to:
  - 5.2.1. Acquire, hold, deal with, and dispose of, any real or personal property; and
  - 5.2.2. Administer any property on trust; and

---

<sup>3</sup> s. 23A(1)(a) *Associations Incorporation Act 1985*

- 
- 5.2.3. Raise money and create funds for any purpose of the Club and to use such money or funds for carrying out or furthering all or any of the objects or projects of the Club; and
  - 5.2.4. Invest or otherwise deal with the money of the Club not immediately required for the purposes of carrying out the objects of the Club; and
  - 5.2.5. Borrow money upon such terms and conditions as the Club thinks fit; and
  - 5.2.6. Give such security for the discharge of liabilities incurred by the Club as it thinks fit; and
  - 5.2.7. Appoint agents to transact any business of the Club on its behalf; and
  - 5.2.8. Enter into any other contract it considers necessary or desirable.
  - 5.2.9. Employ, engage, pay and dismiss employees, agents, consultants or the services of any other person, whether or not those persons are skilled or qualified in any particular area.

## 6 MEMBERSHIP OF THE CLUB<sup>4</sup>

---

### 6.1. Membership Types

- 6.1.1. The Members are comprised of the following classes of Members:

- Ordinary Members
- Non-Playing Members
- Lifetime Members
- Social Non-Playing Members

#### 6.1.2. Member Classes

- 6.1.2.1. **Ordinary Member** means a person who is registered as a player of the club and with Football SA.

- 6.1.2.1.1. Ordinary Members must be financial or have entered into a payment plan with the Club, by the date of the AGM.

- 6.1.2.1.2. Ordinary members, who subject to these Rules, shall have the right to receive notice of general meetings and to be present, to debate and to vote at general meetings

- 6.1.2.1.3. Parents or guardians of Ordinary Members who are a Minor, who subject to these Rules, shall have the right to receive, on behalf of the Minor, notice of general meetings and be present, to debate and to vote at general meetings on the Minor's behalf.

- 6.1.2.2. **Non-Playing Member** means a person who is either a Committee Member, team coach, assistant coach or goal keeping coach registered with the Club and Football SA (for the avoidance of doubt it excludes team managers).

- 6.1.2.2.1. Non-playing Members, who subject to these Rules, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings

- 6.1.2.3. **Lifetime Member.** The Committee may recommend to a General Meeting that a Member (or former Member) who has rendered distinguished service of not less than 10 years to the Club be conferred lifetime membership.

---

<sup>4</sup> s. 23A(1)(c)(i) *Associations Incorporation Act 1985*

- 6.1.2.3.1. A Lifetime Member will be recommended to the Committee for approval.
- 6.1.2.3.2. A resolution of a General Meeting to confer lifetime membership on the recommendation of the Committee must be a Special Resolution.
- 6.1.2.3.3. Life members, who subject to these Rules, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings
- 6.1.2.3.4. By conferring and accepting the lifetime membership membership subscriptions fees will be waived.



6.1.2.4. **Social Non-Playing Member** means a person who has demonstrated an interest in football and the Club, including supporters and past players, who applies to and is accepted by the Committee, and who pays the Club subscription as required.

- 6.1.2.4.1. Will nominate in writing to the Committee.
- 6.1.2.4.2. Eligibility and suitability will be at the discretion of the Committee.
- 6.1.2.4.3. If accepted and the subscription fee is paid, the Social Non-Playing Member who, subject to these Rules, shall have the right to receive notice of General Meetings and to be present, to debate and to vote at General Meetings.

#### 6.1.3. Non-Member Classes

6.1.3.1. **Legacy Player.** The Committee may recommend to a General Meeting that a Member who has who has played not less than 10 years and not less than 250 games for the Club be conferred Playing Life membership.

6.1.3.1.1. Legacy Players, who subject to these Rules, shall not have the right to receive notice of General Meetings nor to be present, to debate or to vote at general meetings unless eligible under another class of membership (eg ordinary member).

6.1.3.1.2. Legacy Players will continue to be liable for all playing subscription fees.

6.1.3.2. The Committee may approve a **Guest** to attend a General Meeting.

6.1.3.3. Guest attendance requests will be made in writing to the Committee 14 days prior to a general meeting and their attendance will be determined by the Committee.

6.1.3.4. Guests will not have the right to debate and to vote at a general meeting.

## 6.2. Admission to Membership

6.2.1. Subject to the approval of the Committee (in its sole discretion), a person is eligible to become a Member if:

6.2.1.1. In respect of all types of membership, the person:

- A. Makes a commitment to the aims and objectives of the Association to the satisfaction of the Committee;
- B. Is a fit and proper person;
- C. Agrees to be bound by these Rules and any determinations, resolutions, regulations or policy passed by the Committee;
- D. In the case of Ordinary and Non-Playing Members, pays the annual subscription fee; and
- E. Meets the additional requirements for admission to membership set out in this Rule 6.2.

6.2.2. Every candidate for membership must apply to the Committee in writing, signed by the candidate, and in such form as is required by the Committee from time to time.

- 6.2.3. The Committee may accept or reject any application made under Rule 6.2.2. Upon acceptance of the application and the payment of any applicable membership subscription fees, the person will become a Member.
- 6.2.4. Where the Club rejects an application, it shall refund any fees forwarded with the application and the application shall be deemed rejected by the Club.



## **7 MEMBERS OF THE CLUB**

### **7.1. Registration of Members**

- 7.1.1. A Register of Members must be kept at the Club's premises and must contain the name and address of each Member, the date on which each Member was admitted as a member of the Club and, if applicable, the date of (and reasons for) termination of membership.
- 7.1.2. Members shall provide notice to the Club of any change to the required details within one month of such change.
- 7.1.3. Unless required to be disclosed to the Club's commercial or legal advisors or by law, information kept on the Club's Register of Members will not be disclosed to any third party without the permission of the relevant Member.
- 7.1.4. The Register may be used to further the objects of the Club in such manner as the Committee considers appropriate, having due regard to the Act, confidentiality and privacy considerations.

### **7.2. Subscriptions of Members**

- 7.2.1. The subscription fees for membership will be determined by the Committee from time to time.
- 7.2.2. The subscription fees may be different for different categories of membership.
- 7.2.3. Annually on a date determined by the Committee from time to time, each Member must pay the amount of the subscription payable under Rule 7.2.1 (if any).

### **7.3. Resignation of Members**

- 7.3.1. A Member may resign from membership of the Club by giving written notice of one (1) month to the Public Officer or Secretary.
- 7.3.2. A person who ceases to be a Member under Rule 7.3.1 remains liable to pay to the Club the amount of any subscription due and payable by that person to the Club but unpaid at the date of that cessation at the discretion of the Committee.

### **7.4. Expulsion of Members**

- 7.4.1. If the Committee considers that a Member should be expelled from membership of the Club because such Member's conduct is detrimental to the interests of the Club, the Member has breached the terms of an agreement with the Club, or the Member has ceased to be qualified to be a Member, the Committee must communicate, either orally or in writing, to the Member:

7.4.1.1. Notice of the proposed expulsion and of the time, date and place of the Committee Meeting at which the question of that expulsion will be decided; and

7.4.1.2. Particulars of the reasons

not less than 14 days before the date of the Committee Meeting referred to in Rule 7.4.1.1.



- 7.4.2. At the Committee Meeting referred to in a notice communicated under Rule 7.4.1, the Committee may, after having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decide not to expel the Member from membership of the Club and must, after deciding whether or not to expel the Member, communicate that decision in writing to that Member.
- 7.4.3. A Member who is expelled under Rule 7.4.2 from membership of the Club ceases to be a Member 14 days after the day on which the decision to expel is communicated to the Member under Rule 7.4.2.
- 7.4.4. A Member who is expelled from membership of the Club remains liable to pay to the Club the amount of any subscription due and payable by that person to the Club but unpaid at the date of cessation.



## 8 THE COMMITTEE

### 8.1. Powers of the Committee <sup>5</sup>

- 8.1.1. The affairs of the Club will be managed and controlled by a Committee which, in addition to any powers and authorities conferred by these Rules, may exercise all such powers and do all such things as are within the objects of the Club and are not by the Act or by these Rules required to be done by the Club in General Meeting.
- 8.1.2. The Committee has the management and control of the funds and other property of the Club. <sup>6</sup>
- 8.1.3. The Committee has the authority to interpret the meaning of these Rules and any other matter relating to the affairs of the Club on which these Rules are silent.
- 8.1.4. The Committee may delegate any of its powers (including its powers to accept or reject any application from a candidate for membership under Rule 6.2.3) to:
- 8.1.4.1. Any committee comprised of at least 1 Committee Member; or
  - 8.1.4.2. Other suitable persons (as determined by the Committee).
- 8.1.5. Subject to Rule 8.3, the Committee may appoint any eligible person to be a Committee Member to hold office until the first to occur of:
- 8.1.5.1. The next following General Meeting of the Club (but will be eligible for re-election by the Members at that General Meeting); or
  - 8.1.5.2. The expiry of the term for which the Committee Member was appointed.

### 8.2. Functions of the Committee

- 8.2.1. The Committee may appoint a Committee Member, the Secretary, the Treasurer, the Registrar or the Public Officer as its delegate to perform one or more of the following responsibilities:
- 8.2.1.1. Co-ordinate the correspondence of the Club;
  - 8.2.1.2. Attend and keep full and correct minutes of the proceedings of the Committee and of the Club;

<sup>5</sup> s. 23A(1)(c)(ii) *Associations Incorporation Act 1985*

<sup>6</sup> s. 23A(1)(c)(vi) *Associations Incorporation Act 1985*

- 8.2.1.3. Ensure compliance by the Club of all statutory requirements implied by law;
- 8.2.1.4. Be responsible for the receipt of all moneys paid to or received by or on behalf of the Club;
- 8.2.1.5. Pay or cause to be paid all moneys referred to in Rule 8.2.1.4 and keep the accounts of the Club as the Committee may from time to time direct;
- 8.2.1.6. Make payments from the funds of the Club in accordance with arrangements determined by the Committee from time to time;
- 8.2.1.7. Submit financial reports to the Committee as determined by the Committee from time to time;
- 8.2.1.8. Keep the accounting records and ensure that they correctly record and explain the financial transactions and financial position of the Club;
- 8.2.1.9. Keep the Accounts in a manner that will enable true and fair accounts of the Club to be prepared and from time to time be conveniently and properly audited; and
- 8.2.1.10. Perform all other duties as set out in these Rules or by the Committee from time to time.



### **8.3. Composition of Committee**

- 8.3.1. The Committee must comprise of at least eight (8) and up to ten (10) elected Committee Members, each of whom must be a natural person, a Member and not prohibited under Section 30 of the Act from being a Committee Member.

### **8.4. Appointment<sup>7</sup> and Removal of Committee Members**

- 8.4.1. Subject to Rule 8.5, all elected Committee Members will be appointed for a term of one (1) year.
- 8.4.2. The Committee must appoint a Public Officer as required by the Act.
- 8.4.3. The Committee shall consist of the following officers of the Club, a President, Vice President, Secretary and Treasurer and other Committee Members as elected at the Annual General Meeting.
- 8.4.4. The Committee may appoint a person to fill a casual vacancy for the remainder of the term of the Committee Member vacating.
- 8.4.5. Subject to these Rules, the Club in General Meeting may by Ordinary Resolution
  - 8.4.5.1 Remove any Committee Members from office and appoint another person as a replacement.
- 8.4.6. The Committee may allocate portfolios of responsibilities to Committee Members.

### **8.5. Vacation of Office of a Committee Member**

- 8.5.1. The office of a Committee Member immediately becomes vacant if he or she:
  - 8.5.1.1. Is removed from office under Rule 8.4;

<sup>7</sup> s. 23A(1)(c)(ii) *Associations Incorporation Act 1985*

- 8.5.1.2. Ceases to be eligible under these Rules or Section 30 of the Act to be a Committee Member
- 8.5.1.3. Is prohibited from being a Director of a corporation under the *Corporations Act, 2001* [Cth].
- 8.5.1.4. Holds an office of employment with the Club without the permission of the Committee;
- 8.5.1.5. Becomes bankrupt or insolvent or suspends payment of his or her debts;
- 8.5.1.6. Is convicted of an indictable offence;
- 8.5.1.7. Is found to have committed an act in the discharge of their duties with the intent to deceive or defraud the Club, Members or creditors of the Club or creditors of any other person or for any fraudulent purpose<sup>8</sup>;
- 8.5.1.8. Dies or becomes of unsound mind;
- 8.5.1.9. Is absent without the permission of the Committee from:
- Four or more consecutive Committee Meetings; or
  - Five or more Committee Meetings in the same Financial Year;
- 8.5.1.10. Is found to have made improper use of their position or of information acquired by virtue of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or any other person or so as to cause a detriment to the Club.<sup>9</sup>
- 8.5.1.11. Resigns from office by notice in writing to the Club.



## 8.6. Vacancy on the Committee

- 8.6.1. The Committee may act notwithstanding any vacancy in its body, but if its number falls below the minimum required by Rule 8.3.1 the Committee may only act:
- 8.6.1.1. In an emergency;
- 8.6.1.2. For the purpose of filling up vacancies (including vacancies that arise under Rule 8.5 and vacancies that exist following the relevant Annual General Meeting due to Rule 9.1 by the appointment of eligible people as Committee Members to act until the next General Meeting or for a stated lesser period of time; or
- 8.6.1.3. To summon a General Meeting of the Club.
- 8.6.2. Any Committee Member appointed pursuant to Rule 8.6.1 will only hold office until the first to occur of:
- 8.6.2.1. The next following General Meeting of the Club (but will be eligible for re-election by the Members at that General Meeting); or
- 8.6.2.2. The expiry of the term for which the Committee Member was appointed.

## 8.7. Election to the Committee

<sup>8</sup> s. 39A(1) *Associations Incorporation Act 1985* Max. penalty \$20,000 or 4 years imprisonment & is liable to the Club for any profit gained / detriment suffered.

<sup>9</sup> s. 39A(2)&(3) *Associations Incorporation Act 1985* Max. penalty \$20,000 or 4 years imprisonment & is liable to the Club for any profit gained / detriment suffered.

8.7.1. At each Annual General Meeting all Committee members will cease to be Committee Members but will be eligible for re-election to membership of the Committee subject to Rule 11.2.

8.7.2. Nominations for President, Vice President, Secretary, Treasurer and other Committee Member positions will be called for forty two (42) days prior to the Annual General Meeting.

8.7.3. Qualifications and job descriptions may be determined by the Committee from time to time.

8.7.4. Nominations for the Committee will be of good character, to act in the best interests of the Club in performing their duties as a Committee member.

8.7.5. When calling for nominations, details of the necessary qualifications and job descriptions for the positions may also be provided.

8.7.6. Committee Members elected under Rule 8.7 will be elected for a period of one (1) year; subject to Rule 8.5. Committee Members will remain in office from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the next Annual General Meeting.

8.7.7. Subject to Rule 8.7.10 a person is not eligible for election to membership of the Committee at an Annual General Meeting unless a Member has nominated the person and another Member has seconded the nomination for election by delivering notice in writing of that nomination, signed by the:

8.7.7.1. Nominator;

8.7.7.2. Secunder; and

8.7.7.3. Nominee to signify his or her willingness to stand for election,

to the Public Officer **not less than 28 days** before the day on which the Annual General Meeting is to be held.

8.7.8. Rule 8.7.7 does not apply in relation to a person who is eligible for re-election under Rule 8.7.1.

8.7.9. A person who is eligible for election or re-election under this Rule 8.7 may at the Annual General Meeting concerned:

8.7.9.1. Propose or second himself or herself for election or re-election; and

8.7.9.2. Vote for himself or herself.

8.7.10. The Public Officer must ensure that **14 days'** written notice of all persons seeking election to membership of the Committee (including their names and qualifications) is given to all Members when notice is given to Members of the calling of the Annual General Meeting at which that election is to be held.

8.7.11. If the number of persons offering themselves for re-election and those nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled the:

8.7.11.1. Public Officer must report accordingly to the President; and

8.7.11.2. If approved by the majority of Members entitled to vote; then

8.7.11.3. The President must declare those persons to be duly elected as Committee Members at the Annual General Meeting concerned.



- 8.7.11.1. If there are insufficient nominations received to fill all vacancies on the Committee, or if a person is not approved by the majority of Members under Rule 8.7.11.2, nominations will be deemed a Casual Vacancy.
- 8.7.12. If the number of nominations exceeds the number of vacancies to be filled, a by-election will be held in accordance with Rule 10.6.
- 8.7.13. The persons declared elected to the Committee become Committee Members from the date of the relevant Annual General Meeting.



## 8.8. President of the Committee

- 8.9.1. Subject to this Rule 8.9, the President will preside at all General Meetings and Committee Meetings.
- 8.9.2. In the event of the absence or a conflict of interest of the President:
- 8.9.2.1. At a General Meeting, a Committee Member elected by the other Members present will preside at the General Meeting; and
  - 8.9.2.2. At a Committee Meeting, a Committee Member elected by the other Committee Members present will preside at the Committee Meeting.

## 9 MEETINGS OF THE COMMITTEE

---

### 9.1. Quorum

- 9.1.1. At a Committee Meeting, the number of Committee Members whose presence is required to constitute a quorum is at least half plus one of the Committee Members in office at the relevant time.

### 9.2. Meetings

- 9.2.1. The Committee must meet together to provide for the dispatch of business as often as is deemed necessary in every calendar year.
- 9.2.2. Notice of a meeting of the Committee will be provided to each Committee Member in writing at least **seven (7) days** prior to the meeting.
- 9.2.2.1. The Agenda will be provided to each Committee Member at least **four (4) days** prior to the meeting.
  - 9.2.2.2. Committee Members may agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence).
- 9.2.3. The President or three (3) Committee Members may at any time convene a Committee Meeting.
- 9.2.4. Each Committee Member has a one vote.
- 9.2.5. A question arising at a Committee Meeting must be decided by a majority of votes. A determination of a majority of votes shall, for all purposes, be deemed a determination of the Committee.
- 9.2.6. Subject to these Rules, the procedure and order of business to be followed at a Committee Meeting will be determined by the Committee.

### 9.3. Disclosure of Interest

- 9.3.1. Subject to Rule 9.3.2, a Committee Member who has any direct or indirect interest in a matter before the Committee for decision must:

- 9.3.1.1. As soon as the Committee Member becomes aware of the interest, disclose the nature and extent of the interest to the Committee<sup>10</sup>; and
- 9.3.1.2. Not take part in any decision of the Committee<sup>11</sup>, nor any deliberation of the Committee, with respect to that Agenda item.
- 9.3.2. Rule 9.3.1 does not apply in respect of an interest that exists only by virtue of the fact that the Committee Member:
- 9.3.2.1. Is an employee of the Club; or
- 9.3.2.2. Is a member of a class of persons for whose benefit the Club is established; or
- 9.3.2.3. Has the interest in common with all or a substantial proportion of the Members of the Association.<sup>12</sup>
- 9.3.3. Where a Committee Member discloses an interest in a contract or proposed contract in accordance with this Rule 9.3:
- 9.3.3.1. The contract is not liable to be avoided by the Club on any ground arising from the fiduciary relationship between the Committee Member and the Club; and
- 9.3.3.2. The Committee Member is not liable to account for profits derived from the contract.<sup>13</sup>
- 9.3.4. The Secretary will ensure that every disclosure made under this Rule 9.3 by Committee Members is recorded in the minutes of the Committee Meeting at which it is made.
- 9.3.5. All disclosed interests must also be disclosed to each Annual General Meeting in a report of the Secretary.



## 10 GENERAL MEETINGS<sup>14</sup>

### 10.1 Convening a General Meeting

#### 10.1.1 The Committee:

- 10.1.1.1. Must convene an Annual General Meeting within five (5) calendar months after the end of the relevant Financial Year to be held on a date and at a venue determined by the Committee;<sup>15</sup>
- 10.1.1.2. May at any time convene a Special General Meeting; and
- 10.1.1.3. Within 30 days of receiving a request in writing to do so from not less than the 20% of Members, must convene a Special General Meeting for the purpose specified in that request.

<sup>10</sup> s.31(1) of the *Associations Incorporation Act 1985* - in respect of contracts or proposed contracts.

<sup>11</sup> s.32(1) of the *Associations Incorporation Act 1985*

<sup>12</sup> s.31(2) of the *Associations Incorporation Act 1985*

<sup>13</sup> s.31(3) of the *Associations Incorporation Act 1985*

<sup>14</sup> s. 23A(1)(c)(v) *Associations Incorporation Act 1985*

<sup>15</sup> s.39(1) of the *Associations Incorporation Act 1985*

## 10.2 Members' Request to Convene a Meeting

- 10.2.1. The Members making a request referred to in Rule 10.2.1.3 must:
- 10.2.1.1. State in that request the purpose for which the Special General Meeting concerned is required; and
  - 10.2.1.2. Sign that request.
- 10.2.2. If a Special General Meeting is not convened within the relevant period of 30 days referred to in Rule 10.2.1.3, the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee.
- 10.2.3. When a Special General Meeting is convened under Rule 10.2.2, the Public Officer must ensure that the Member(s) convening the Special General Meeting are supplied free of charge with particulars of all Members,



## 10.3 Notice of a Meeting

- 10.3.1. The Club must give all Members not less than:
- 10.3.1.1. **14 days'** written notice of a General Meeting;
  - 10.3.1.2. **21 days'** written notice of a General Meeting at which a Special Resolution is to be proposed; and
  - 10.3.1.3. **21 days'** written notice of a Special General Meeting.
- 10.3.2. A notice given under Rule 10.3.1 must specify:
- 10.3.2.1. When and where the General Meeting is to be held; and
  - 10.3.2.2. Particulars of the business to be transacted at the General Meeting and of the order in which that business is to be transacted.
- 10.3.3. The Public Officer may give a notice under Rule 10.3.1 either by:
- 10.3.3.1. Serving it on a Member personally; or
  - 10.3.3.2. Sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained pursuant to Rule 7.1; or
  - 10.3.3.3. Sending it by email to a Member at an email address nominated by that Member.
- 10.3.4. Where a notice is sent by post:
- 10.3.4.1. The service is effected by properly addressing, prepaying and posting a letter containing the notice; and
  - 10.3.4.2. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- 10.3.5. Where a notice is sent by email the service is effected, when the email (including any attachment) is sent to the Member at their nominated email address, unless the sending party receives a notification of delivery failure within 24 hours of the email being sent.

## 10.4 Business of the Meeting

- 10.4.1. In the case of an Annual General Meeting, the order in which business is to be transacted is:

- 10.4.1.1. First, meeting administration including: record of attendance, minutes, apologies, conflict of interest declarations as stated in 9.3.5);
- 10.4.1.2. Second, the confirmation of the minutes of the previous Meeting;
- 10.4.1.3. Third, reports of the Committee; including the certified Statement of Benefit and the audited accounts including the certified financial statement (refer Rule 15.1.2.2);
- 10.4.1.4. Fourth, the auditor's report on those accounts;
- 10.4.1.5. Fifth, President's annual report;
- 10.4.1.6. Sixth the election of the Office Bearers and Committee Members;
- 10.4.1.7. Seventh, the appointment of an auditor;
- 10.4.1.8. Eighth, any Special Resolutions; and
- 10.4.1.9. Ninth, any another business requiring consideration by the Club in a General Meeting.

- 10.4.2. Members entitled to vote may submit Notices of Motion for inclusion as special business at a general meeting.

- 10.4.2.1. All Notices of Motion must be submitted in writing to the Club at least **thirty-five (35) days** (excluding receiving and meeting date) prior to the general meeting.

- 10.4.3. No business other than that stated on the notice for a general meeting will be transacted at that meeting.

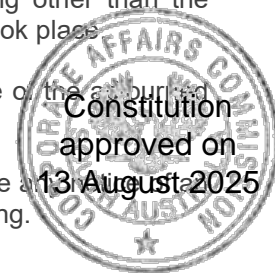
## 10.5 Quorum

- 10.5.1. No business shall be transacted at any general meeting unless a quorum is present.
- 10.5.2. At a General Meeting twenty-one (21) Members must be present in person or by proxy constitute a quorum.
- 10.5.2.1. "In person" shall be deemed to be present in whatever meeting mode (ie. face-to-face, videoconference or such other means stipulated) is permitted by the Act and nominated by the meeting notice.
- 10.5.3. If within 30 minutes after the time specified for the holding of a General Meeting in the meeting notice a quorum is not present, the General Meeting stands adjourned to the same time on the same day in the following week and at the same venue.
- 10.5.4. If within 30 minutes of the time appointed for the resumption of an adjourned General Meeting a quorum is not present, the General Meeting lapses.
- 10.5.4.1. Members who are present in person or by proxy are taken to be a quorum for the purposes of the adjourned General Meeting.
- 10.5.5. The President may, with the consent of a General Meeting or if directed by a General Meeting, adjourn that General Meeting to another time and place as approved or determined by the General Meeting.





- 10.5.6. No business shall be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 10.5.7. When a General Meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as is the case of an original meeting.
- 10.5.8. Except as provided for in Rule 10.5.7, it shall not be necessary to give an adjournment or the business to be transacted at any adjourned meeting.

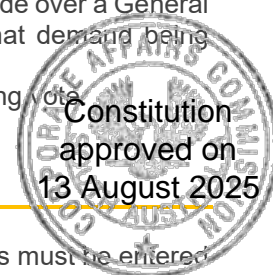


## 10.6 Voting

- 10.6.1. Subject to these Rules, each Member present in person or by proxy at a General Meeting is entitled to one vote.
- 10.6.2. The appointment of a Proxy must be made using the form provided by the Public Officer of the Club, clearly stating the individual Member's name, the name of the Proxy, and the meeting for which the Proxy is granted.
- 10.6.3. The Proxy appointment must be received by the Club Public Officer no later than 5 days prior to the General Meeting to which it relates and the Public Officer will keep a record of all valid Proxy appointments.
- 10.6.4. A Proxy may vote on all matters put before the General Meeting for which they are appointed, and their vote shall be counted as one vote per member.
- 10.6.5. A member may revoke their Proxy appointment by notifying the Public Officer in writing at any time before the meeting, and the Proxy appointment will be considered null and void. Proxy voting shall not be permitted for any matter deemed confidential by the Committee.
- 10.6.6. At a General Meeting:
  - 10.6.2.1. An Ordinary Resolution put to the vote must be passed by a majority of votes cast on a show of hands; and
  - 10.6.2.2. A Special Resolution put to the vote must be passed by a majority of not less than three-quarters of the votes cast on a show of hands, notice of which General Meeting specified the intention to propose the resolution as a Special Resolution<sup>16</sup>.
- 10.6.7. A declaration by the President at a General Meeting that a resolution has been passed as an Ordinary Resolution is evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with Rule 10.6.4.
- 10.6.8. At a General Meeting, a poll may be demanded by the President at the General Meeting or by a simple majority of Members present in person or by-proxy and,
  - 10.6.8.1. If demanded, the poll will be taken in a manner as the President directs either at once or after an interval of adjournment or otherwise as the President directs.
- 10.6.9. If a poll is demanded and taken under Rule 10.6.4, the result of the poll will be the determination of the meeting.
  - 10.6.9.1. A declaration by the President of the result of the poll is conclusive evidence of the matter declared.

<sup>16</sup> s. 3 Associations Incorporation Act 1985

- 10.6.10. A poll demanded under Rule 10.6.4 on the election of a person to preside over a General Meeting or on the question of an adjournment must be taken on that demand being made.
- 10.6.11. In the event of a tied vote, the outgoing president shall have the casting vote.



## 11 MINUTES OF MEETINGS

- 11.1. Proper minutes of all proceedings of General Meetings and Committee Meetings must be entered within 30 days after the holding of the relevant meeting in minute books kept for that purpose.<sup>17</sup>
- 11.2. The minutes kept pursuant to Rule 11.1 must be:
- 11.2.1. Confirmed by the Members or Committee Members (as applicable) at the subsequent General Meeting or Committee Meeting as the case requires; and
  - 11.2.2. Signed by the person who presided at either the meeting at which the:
    - 11.2.2.1. Proceedings took place; or
    - 11.2.2.2. Minutes are confirmed.<sup>18</sup>
- 11.3. When minutes have been entered and signed as correct under this Rule 11, they are, until the contrary is proved, evidence that:
- 11.3.1. The General Meeting or Committee Meeting to which they relate was held;
  - 11.3.2. All proceedings recorded as having taken place at the relevant meeting did in fact take place; and
  - 11.3.3. All appointments of officers or auditors that are recorded in the minutes as having been made at the relevant meeting were validly made.<sup>19</sup>
- 11.4. A Member may at any reasonable time inspect without charge the books containing the minutes of proceedings of General Meetings of the Club.<sup>20</sup>

## 12 DISPUTE RESOLUTION

- 12.1. The dispute resolution procedure set out in these Rules applies to disputes under these Rules between:
- 12.1.1. Two (2) or more Members (including a former Member); or
  - 12.1.2. One (1) or more Members (including a former Member) and the Club.
- 12.2. The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within **14 days** after the dispute comes to the attention of all parties.
- 12.2.1. Where the Committee exercises any power of adjudication in relation to a dispute, the rules of natural justice must be observed.<sup>21</sup>
- 12.3. If the parties are unable to resolve the dispute at the meeting, the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

<sup>17</sup> s. 51(1) *Associations Incorporation Act 1985*

<sup>18</sup> s. 51(1)(b) *Associations Incorporation Act 1985*

<sup>19</sup> s. 51(3) & (4) *Associations Incorporation Act 1985*

<sup>20</sup> s. 51(6) *Associations Incorporation Act 1985*

<sup>21</sup> s. 40 *Associations Incorporation Act 1985*

### 13 RULES OF THE CLUB

---

- 13.1. The Club must keep an up to date copy of the Rules and upon the request of a Member, make the Rules available for inspection by the Member. The Member may make a copy of the Rules but may not remove the Rules from the premises.
- 13.2. Subject to Rules 13.3 and 13.4 the Club may, by Special Resolution, alter these Rules (by rescinding or making new rules in addition to these Rules).<sup>23</sup>
- 13.3. The Rules must always clearly reflect the objects of the Club.
- 13.4. An alteration to the Rules:
- 13.4.1. Must be registered with the Commission within one (1) month after making an alteration<sup>24</sup>; and
- 13.4.2. Subject to any resolution to the contrary and other than in respect of an alteration to the Club's name, comes into force at the time that the alteration is passed.<sup>25</sup>
- 13.5. An alteration to the name of the Club does not come into force until the alteration is registered by the Commission in accordance with the Act.<sup>26</sup>
- 13.6. These Rules bind every Member and the Club to the same extent as if every Member and the Club had signed and sealed these Rules and agreed to be bound by all of the provisions.<sup>27</sup>



### 14 DISTRIBUTION OF SURPLUS ASSETS ON WINDING

---

- 14.1. The Club may be wound up in accordance with the Act.
- 14.2. If, on the winding up of the Club, any assets of the Club remain after satisfaction of the debts and liabilities of the Club and the costs, charges and expenses of that winding up, those assets can be distributed:
- 14.2.1. To another incorporated association having objects similar to those of the Club; or
- 14.2.2. For charitable or benevolent purposes.
- 14.3. It is not lawful to distribute among Members, former Members or associates of Members (or former Members) any surplus assets available for distribution at the completion of the winding up of the Club, unless those Members (former Members or associates) are each also an incorporated association that has identical or similar aims and objects and then only with the consent of the Commission.<sup>28</sup>

### 15 THE ACCOUNTS AND AUDIT OF THE ACCOUNTS

---

#### 15.1 Accounts of the Club

- 15.1.1 The accounts of the Club must be kept in a manner that enables:
- 15.1.1.1 The preparation, from time to time, of accounts that fairly present the results of the operations of the Club; and
- 15.1.1.2 The convenient and proper audit of the accounts, as may be required.<sup>29</sup>

---

<sup>22</sup> s. 24(1) *Associations Incorporation Act 1985*

<sup>23</sup> s. 23A(1)(c)(viii) *Associations Incorporation Act 1985*

<sup>24</sup> s. 24(2) *Associations Incorporation Act 1985*

<sup>25</sup> s. 24(6) *Associations Incorporation Act 1985*

<sup>26</sup> s. 24(7) *Associations Incorporation Act 1985*

<sup>27</sup> s. 23(1) *Associations Incorporation Act 1985*

<sup>28</sup> s. 43(1)&(1a) *Associations Incorporation Act 1985*

<sup>29</sup> s. 35(1) *Associations Incorporation Act 1985*

- 15.1.2 Whilst the gross receipts of the Club's previous financial year are greater than \$500,000 (or any other amount prescribed by the Regulations), the Club must:

- 15.1.2.1 Ensure that the accounts are presented to the Committee in a financial statement each financial year for certification (by resolution of the Committee and signed by two Committee Members) that:

- The accounts fairly present the results of the operations of the Club; and
- The accounts fairly present the state of affairs of the Club as at the end of the financial year; and
- The Committee has reasonable grounds to believe that the Club will be able to pay its debts as and when they fall due.

- 15.1.2.2 Annually prepare a statement (Statement of Benefits) in relation to each officer (Committee Member and the Public Officer) of the Club whether or not in the year to which the accounts relate:

- The officer: or
  - A firm of which the officer is a member; or
  - A body corporate in which the officer has a substantial financial interestHas received (or become entitled to receive) a benefit as a result of a contract between the officer, firm or body corporate and the Club, and if so, the general nature of the benefit.
- The officer has received directly or indirectly from the Club any payment or other benefit of a pecuniary value, and if so the general nature and extent of that benefit.<sup>30</sup>

- 15.1.2.3 Ensure that the Statement of Benefits relating to the year in which the accounts relate is presented to the Committee annually for certification (by resolution of the Committee and signed by two Committee Members).<sup>31</sup>

- 15.1.2.4 Ensure that the accounts and the certified financial statement are audited by the auditor appointed at Rule 15.2. The auditor must furnish the Club with a report in respect of the accounts.

- 15.1.2.5 Ensure that the Club lodges a periodic return with the Commission, signed by the Public Officer, within 6 months of the completion of the financial year as prescribed by the Act.<sup>32</sup>

## 15.2 The Auditor

- 15.2.1 At each Annual General Meeting, the Members must appoint a person to be the auditor of the Club.<sup>33</sup>

- 15.2.1.1 The person must hold the necessary qualifications required under the Act, including:
- Registration as a company auditor (or firm of registered company auditors); or

<sup>30</sup> s. 35(5) *Associations Incorporation Act 1985*

<sup>31</sup> s. 35(5) *Associations Incorporation Act 1985*

<sup>32</sup> r. 8 *Associations Incorporation Regulations 2008*

<sup>33</sup> s. 23A(1)(c)(iii) *Associations Incorporation Act 1985*

- Membership of:
  - The Australian Society of Certified Practising Accountants<sup>34</sup> or
  - The Institute of Chartered Accountants in Australia<sup>35</sup>
- Such other person who may be approved by the Commission.<sup>34</sup>



- 15.2.1.2 The person must not be:
- An officer (Committee Member or Public Officer) of the Club; or
  - A partner, employer or employee of an officer; or
  - An employee of the Club; or
  - A partner or employee of an employee of the Club<sup>35</sup>.
- 15.2.1.3 The person must not be prohibited in any other way under the Act from being appointed as the Club's auditor.
- 15.2.2 The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.
- 15.2.3 If an appointment is not made at an Annual General Meeting or the auditor appointed under Rule 15.2 resigns or is removed in accordance with the Act, the Committee must appoint an auditor for the current Financial Year.

### 15.3 Audit of the Accounts

- 15.3.1 The auditor will have a right of access to the accounting records and other records of the Club at any reasonable time.
- 15.3.2 The auditor can require from any officer of the Club any information or explanation required for the purposes of an audit.<sup>36</sup>

<sup>34</sup> s. 35(2)(b) *Associations Incorporation Act 1985*

<sup>35</sup> s. 35(4) *Associations Incorporation Act 1985*

<sup>36</sup> s. 37(1) *Associations Incorporation Act 1985*

## 16 RULES HISTORY

---

HISTORY	
Date approved	
19/01/2022	V1 document created.
May/2025 (TBC)	V2 document created

