

# CONSTITUTION

## BOROONDARA EAGLES FOOTBALL CLUB INC.

### 1. Definitions

For the purpose of this Constitution:

#### 1.1 "accounting records" include:

1.1.1 invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes, vouchers and other documents of prime entry; and

1.1.2 documents and records that record those entries; and

1.1.3 any tax return or BAS;

1.1.4 any working papers and other documents that are necessary to explain the methods and calculations by which accounts are made up;

1.2 "**the Act**" means the *Associations Incorporation Act 1981* as amended from time to time and shall include any further enactment which repeals the *Associations Incorporation Act* and replaces that *Act* with legislation governing associations incorporated pursuant to the *Associations Incorporation Act*;

1.3 "**Associate Member**" means a member or members as defined in clause 7 hereof

1.4 "**the Club**" means the Boroondara Eagles Football Club Inc.

1.5 "**the Committee**" means the Committee of the Club elected and holding office from time to time in accordance with this Constitution;

1.6 "**financial**" means that a Member has paid all levies, subscriptions, fees and other charges required to be paid by the Club from time to time in respect to membership or on behalf of a player that member represents;

1.7 "**financial year**" means the financial year commencing on the 1<sup>st</sup> November and ending on the 31<sup>st</sup> October;

1.8 "**General Meetings**" shall mean the Annual General Meeting and any Special General Meeting called or convened in accordance with this Constitution;

1.9 "**Junior Parent**" means the parent or legal guardian of a Junior player or Sub-Junior Player that is registered to play with the Club.

1.10 "**Junior player**" means any player registered to play and is eligible to play with the Club in under 11s, under 12s under 13s, under 14s under 15s, under 16s, under 17s and under 18s;

- 1.11 "**Junior team**" means any team fielded by the Club in under 11s, under 12s, under 13s, under 14s, under 15s, under 16s, under 17s and under 18s;
- 1.12 "**Members**" means ordinary and associate members;
- 1.13 "**month**" means a calendar month;
- 1.14 "**Objects**" means the Objects as specified in clause 2 hereof;
- 1.15 "**Ordinary Member**" means a member or members as defined in clause 6 hereof;
- 1.16 "**players**" and "**registered players**" means any person who is registered as a player with the Club;
- 1.17 "**Register of Members**" means the Register required to be kept pursuant to clause 8 of this Constitution;
- 1.18 "**the Registrar**" means the Registrar referred to in the Act;
- 1.19 "**the regulations**" means regulations made and gazetted pursuant to the *Associations Incorporation Act 1981* as amended from time to time and shall include any regulations made and gazetted under any further enactment which repeals the *Associations Incorporation Act* and replaces that Act with legislation governing associations incorporated pursuant to the *Associations Incorporation Act*;
- 1.20 "**the Rules**" means any Rules made and adopted by the Club from time to time in accordance with this Constitution;
- 1.21 "**Senior or Adult player**" means any person who is registered to play and is eligible to play with the Club in an Senior or Adult team and who is 18 years old or more at the time of application to the Club to play as a Senior or Adult player;
- 1.22 "**Senior or Adult team**" means any team fielded by the Club in any Senior or Adult competition and which is not a Junior or Sub Junior team;
- 1.23 "**Sub-junior player**" means a child who is registered to play and is eligible to play with the Club in Small Sided Games, under 5s, under 6s, under 7s, under 8s, under 9s and under 10s;
- 1.24 "**Sub-Junior team**" means any team fielded by the Club in Small Sided Games, under 5s, under 6s, under 7s, under 8s, under 9s and under 10s;
- 1.25 "**the FFV**" means Football Federation Victoria or such other body from time to time as represents soccer in Victoria;
- 1.26 "**the FFA**" means Football Federation Australia or such other body from time to time as represents soccer in Australia;
- 1.27 unless the context otherwise requires:

- 1.26.1 the singular includes the plural and vice versa;
- 1.26.2 a reference to one gender is a reference to both genders.

## 2. **Objects of the Club**

The general objects of the Club are:

- 2.1 To abide by the requirements of the Act, the Regulations, this Constitution, the Rules, in so far as they apply to the Club and any Statement of Purpose of the Club;
- 2.2 be the member Club of FFA and to comply with the constitution and by-laws of FFA and FFV;
- 2.3 prevent infringement of the constitution and by-laws of FFA and FFV and protect Football from abuse;
- 2.4 foster friendly relations among the officials and players of Football by encouraging Football games;
- 2.5 prevent racial, religious, gender or political discrimination or distinction among Football players;
- 2.6 promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games under the control of or authorised by the Club;
- 2.7 co-operate with FFA, FFV and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game;
- 2.8 facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football;
- 2.9 act in the best interests of the Club and Football.
- 2.10 to provide an enjoyable and safe environment for players to both play and learn the skills of soccer;
- 2.11 to provide for and encourage the development of players in the sport of soccer, to the best of their ability;
- 2.12 to promote and encourage the following values:
  - 2.12.1 Equal opportunity
  - 2.12.2 Integrity
  - 2.12.3 Open communications
  - 2.12.4 Commitment to the broad community
  - 2.12.5 Fair play

- 2.12.6 Team work
- 2.12.7 Professional excellence
- 2.12.8 Sportsmanship.

### 3. Powers of the Club

The Club, subject to this Constitution and the Rules, shall have the following powers:

- 3.1 to organise and control the Club's Members and players;
- 3.2 to organise and conduct coaching, training and competition soccer for players;
- 3.3 to do such acts or refrain from doing any act for the purpose of protecting the interests and rights of all or individual Members and players, regardless of ability or background;
- 3.4 to act alone or with other representative bodies in the interests of soccer, players and the Members of the Club;
- 3.5 to impose upon and collect levies, subscriptions, fees and other charges from Members and players as required to achieve the Objects of the Club;
- 3.6 to invest any monies of the Club not immediately required for any of its Objects in bank or term deposits as may from time to time be determined by the Club;
- 3.7 to raise money upon such terms and in such manner as it thinks fit;
- 3.8 to borrow money upon such terms and in such manner as it thinks fit;
- 3.9 to secure the repayment of moneys so raised or borrowed or the payment of a debt or liability of the Club by giving mortgages, charges or securities upon or over all or any of the property of the Club; and
- 3.10 to apply the income, capital and property in the care or control of the Club to the promotion of the Objects of the Club;
- 3.11 to accept and hold upon trust real and personal property;
- 3.12 to dispose of trust property;
- 3.13 to make, vary or discharge any contract;
- 3.14 to effect insurance of any type;
- 3.15 to appoint or remove bankers and solicitors for the Club;
- 3.16 to institute or defend any suit or claim or proceeding in a Court or a Tribunal or in arbitration;

- 3.17 to suspend, disqualify, expel and/or otherwise deal with any player and/or Member of the Club in accordance with this Constitution or the Rules;
- 3.18 in its discretion to refuse to register any player in accordance with this Constitution or the Rules;
- 3.19 to act upon any other power given by this Constitution or the Rules;
- 3.20 to conduct a referendum of Members and/or Players on any proposition;
- 3.21 to do any act or to refrain from doing any act which the Club or the Committee determines is necessary to give effect to the Objects or this Constitution or the Rules, provided that such act or omission is not expressly or impliedly contrary to the Objects or this Constitution or the Rules or the Act.

#### 4. **FFA and FFV**

##### 4.1 The Constitution

The Club must:

4.1.1 be a body corporate or incorporated association to be recognised by FFA and/or FFV and must have the following characteristics:

- 4.1.1.1 it organises teams to participate in competitions sanctioned by FFV or FFA;
- 4.1.1.2 all members of its teams are entitled to membership;
- 4.1.1.3 members may vote in an election for any officeholders (whether directly if over 18 years of age or indirectly through a proxy, parent or other legal guardian of the Junior or Sub Junior player if under 18 years of age);
- 4.1.1.4 agrees to be bound by the Statutes and Regulations, the Laws of the Game and those FFA or FFV rules (including the respective constitutions) and by-laws expressed to apply to it; and
- 4.1.1.5 prevent infringement of the constitutions and by-laws of FFA and FFV and protect Football from abuse;

4.1.2 amend:

- 4.1.2.1 this Constitution; or
- 4.1.2.2 the By-laws,

to promptly adopt changes in the constitutions and by-laws of FFA and/or FFV made from time to time to the extent that they are applicable to the Club. In this clause the reference to changes to by-laws includes additional or replacement by-laws;

4.1.3 not otherwise amend or vary this Constitution without the consent of FFV and in accordance with the Act; or

4.1.4 not otherwise amend or vary any of its By-laws without the consent of FFV.

4.1.5 FFV must consent to any amendment to this Constitution or those By-laws which are required by law.

#### 4.2 Enforcement of rules

Subject to applicable law, the Club must:

4.2.1 promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and

4.2.2 co-operate with FFA and FFV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general.

### 5. **Membership**

5.1 Membership of the Club shall consist of three categories:

5.1.1 Ordinary Members;

5.1.2 Associate Members;

5.1.3 Honorary Members as defined in clause 41.4

5.2 Members admitted to membership

Each Member admitted to membership agrees to be bound by and observe:

5.2.1 This Constitution;

5.2.2 The Laws of the Game;

5.2.3 The Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to Members;

5.2.4 The Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;

5.2.5 The FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and

5.2.6 The FFA Code of Conduct, as amended from time to time.

## 6. Ordinary Members

- 6.1 An Ordinary Member is a natural person who is:
  - 6.1.1 over the age of 18; and
  - 6.1.2 financial; and
  - 6.1.3 a Junior Parent; or
  - 6.1.4 a Senior or Adult player.
- 6.2 For the purposes of determining who is an Ordinary Member of the Club,
  - 6.2.1 any registration form of a prospective or existing Sub-Junior or Junior player of the Club shall require that a person as defined in clause 6.1 hereof be nominated on the registration form as the Ordinary Member;
  - 6.2.2 a family consisting of a parent or parents or legal representatives or guardians of a Sub-Junior or Junior player shall nominate only one person as the Ordinary Member;
- 6.3 In the event that a parent or guardian applies for registration for more than one Sub-Junior or Junior player (being a member of that parent or guardian's family) and such applications are processed by the Committee in accordance with clause 10 hereof then the parent or guardian or parents and guardians as the case may be must nominate only one person (being a parent or guardian) to be a member.
- 6.4 For the purposes of this Constitution and any vote or entitlement pursuant to this Constitution or the Rules the nominated person for a Sub-Junior or Junior player pursuant to clause 6.2 and 6.3 hereof shall have only one vote regardless of the number of Sub-Junior or Junior players in the parent or guardian's family registered by the Club.
- 6.5 A Senior or Adult player may exercise one vote as an Ordinary Member;
- 6.6 Ordinary Membership shall expire at midnight on the 30<sup>th</sup> March in the year following the year of acceptance of the membership application unless an ordinary member resigns or is expelled in accordance with this Constitution prior to that date;
- 6.7 Ordinary membership may be renewed by the processing by the Committee of a fresh application for a player in accordance with and subject to clause 10 hereof.

## 7. Associate Members

- 7.1 An Associate Member is a natural person who is over the age of 18 years, financial and is not an Ordinary Member of the Club and satisfies the requirements of this clause 7.

- 7.2 A person who applies and is approved for associate membership as provided in this Constitution is eligible to be a member of the Club on payment of annual subscription payable under this Constitution.
- 7.3 A person who is not an Associate Member of the Club at the time of the incorporation of the Club (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless:
  - 7.3.1 he or she has been nominated in writing by an Ordinary member to become associate member or was in the immediately preceding year an Ordinary Member; and
  - 7.3.2 he or she applies for membership in accordance with clause 7.4; and
  - 7.3.3 the admission as a member is approved by the committee.
- 7.4 An application of a person for associate membership of the Club must:
  - 7.4.1 be made in writing in the form approved by the Club from time to time; and
  - 7.4.2 be lodged with the Secretary of the Club.
- 7.5 As soon as practicable after the receipt of an application, the Secretary must refer the application to the committee.
- 7.6 The committee must determine whether to approve or reject the application.
- 7.7 If the committee approves an application for associate membership, the Secretary must, as soon as practicable:
  - 7.7.1 notify the applicant in writing of the approval for associate membership; and
  - 7.7.2 request payment within 28 days after receipt of the notification of the sum payable under this Constitution as the entrance fee and the first year's annual subscription.
- 7.8 The Secretary must, within 28 days after receipt of the amounts referred to in clause 7.7.2 enter the applicant's name in the register of members.
- 7.9 An applicant for associate membership becomes a member and is entitled to exercise the rights of ordinary membership when his or her name is entered in the register of members.
- 7.10 If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 7.11 A right, privilege, or obligation of a person by reason of membership of the Club:

7.11.1 is not capable of being transferred or transmitted to another person; and

7.11.2 terminates upon the cessation of membership whether by death or resignation or otherwise.

7.12 The annual subscription is that amount set by the Committee from time to time and is payable in advance on or before 30<sup>th</sup> March in each year.

## **8. Register of Members**

8.1 The Club must keep and maintain a Register of Members containing the following information:

8.1.1 the names of all Ordinary and Associate Members;

8.1.2 the addresses of all Ordinary and Associate Members including any electronic address;

8.1.3 any other contact details that an ordinary or Associate member wishes to disclose;

8.1.4 the name of any Junior player or Sub Junior player represented by a Member;

8.1.5 a notation of any disciplinary action taken by the Club or the FFV against a Member;

8.1.6 any other information which the Committee determines to record and is not prohibited by law.

8.2 At any meeting of the Club including an Annual General Meeting the Register of Members shall, as between Members of the Club and particularly for the purposes of any vote taken or to be taken at any such meeting, be deemed to be accurate as to the information therein contained and shall be conclusive and binding upon Members of the Club.

## **9. Register of Players**

The Club must keep and maintain a Register of Players containing the following information:

9.1 the names of all registered players;

9.2 the addresses of all registered players including any electronic address;

9.3 any other contact details that a player wishes to disclose;

9.4 the team to which the player belongs;

9.5 the name of a Member representing a Junior player or Sub Junior player;

9.6 a notation of any disciplinary action taken by the Club or the FFV against

a player;

- 9.7 other information which the Committee determines to record and is not prohibited by law.

**10. Eligibility, Application and Registration of Players**

- 10.1 Subject to this Constitution and the Rules, in respect of Junior Players, any boy or girl who will be as at the 1st January in the intended year of play between the ages of five years (inclusive) and 18 years (inclusive) may, by his or her parent or guardian, apply to the Club to be registered as a Sub-Junior player or Junior player (as the case may be).
- 10.2 Subject to this Constitution and the Rules, in any year that the Club invites player applications for a Senior or Adult team or teams, any person may apply to the Club to be registered as a Senior or Adult player for the Club provided that such applicant is otherwise eligible to play according to any rules and regulations governing the Senior or Adult competition in which the Club fields a team or teams.
- 10.3 A parent or guardian, in the case of Sub-Junior and Junior teams, and a person applying to play in a Senior or Adults team or teams, shall complete an application form for a player and deliver it as required to the Secretary of the Club or such additional or other persons as the Committee shall determine from time to time.
- 10.4 An application shall be in the form prescribed by the Committee or the Rules from time to time and be accompanied by:
- 10.4.1 such other document or documents as the Committee determines from time to time;
- 10.4.2 such registration fee as the Committee determines from time to time.
- 10.5 An application shall be delivered to the Committee prior to or on the 15th March in the year of the application but the Committee shall at all times in its discretion have the power to accept an application and to process such application or to refuse to process such application after that date in accordance with this clause.
- 10.6 The completion of an application form and the compliance with clause 10.4 and 10.5 hereof does not entitle a player to be registered as a player for the Club.
- 10.7 A player will not be entitled to be registered and to play until the Committee has processed the application.
- 10.8 The Committee may, in its absolute discretion, refuse to process an application and register the player.
- 10.9 The Committee will consider and if it so determines process an application prior to the 30<sup>th</sup> March in each year, provided that an application is delivered in accordance with any requirement stipulated by

the Committee for applications for that year.

10.10 The Committee will as soon as is practicable notify the parent or guardian of a Sub-Junior or Junior player, or a proposed Senior or Adult player, if it determines not to process the application but neither the Committee nor the Club is under an obligation to give any reason for the Committee's refusal to process the application.

10.11 If the Committee:

10.11.1 has received an application in accordance with this clause prior to or on the 15<sup>th</sup> March in the year of the application; and

10.11.2 has not notified a parent or guardian of a Sub-Junior or Junior player, or a proposed Senior or Adult player, by the 30<sup>th</sup> March in the year of the application that it has declined to process the application;

then the application is to be taken to have been processed;

10.12 If the Committee receives an application in accordance with this clause after the 15<sup>th</sup> March in the year of the application then:

10.12.1 the Committee may, at its discretion, process such late application or refuse to process such late application as it so determines;

10.12.2 the Committee, upon processing the late application or refusing to process such late application, will notify the applicant of its decision within 14 days of the Committee having made a determination in respect to the late application.

## **11. Teams and allotment of players**

11.1 The Club will attempt to meet the wishes of parents and guardians of Sub-Junior or Junior player as to the team to which their child is assigned.

11.2 Notwithstanding clause 11.1 the Committee reserves the right to direct that a player play in a particular team or age group and a player, upon such direction, will play as directed.

## **12. Ceasing membership**

12.1 A Member of the Club may resign from the Club by giving one month's notice in writing to the Secretary of his or her intention to resign.

12.2 At the expiration of the one month period of notice, the Member ceases to be a Member of the Club.

12.3 A Member otherwise ceases to be a Member if:

12.3.1 in the case of an Ordinary Member he or she does not complete a fresh application on behalf of a player the Member represents

prior to the last date for registration of players in each year; or

12.3.2 in the case of an Associate Member, he or she does not complete a fresh application for associate membership prior to 30<sup>th</sup> March in each year.

12.3.3 he or she has been notified by the Committee prior to the 30<sup>th</sup> March in any year that the Committee declines to process an application by a player which the Member represents; or

12.3.4 a Member is expelled or suspended in accordance with this Constitution.

12.4 Upon a Member ceasing to be a Member, unless the Committee otherwise determines, a player that the Member represents also ceases to be a player with the Club.

### **13. Disputes and mediation**

13.1 The grievance procedure set out in this clause applies to disputes between:

13.1.1 a Member and another Member; or

13.1.2 a Member and the Club; or

13.1.3 the Club and a player; or

13.1.4 a Member and a player; or

13.1.5 a player and a player; save and except if the Rules or the Code of Conduct of the Club or the FFV requires an alternative procedure in which case that procedure shall apply.

13.2 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 of the parties save that if the dispute is between a Member and a player then the player shall not be required to meet with the Member and such dispute shall proceed directly to mediation in accordance with clause 13.3 hereof.

13.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

13.4 The mediator must be:

13.4.1 a person chosen by agreement between the parties; or

13.4.2 in the absence of agreement (which shall include if a party to the dispute refuses or fails after a request to enter into discussions concerning the name of the mediator);

- 13.4.2.1 in the case of a dispute between a Member and another Member or a Member and a player or a player and a player, a person appointed by the Committee of the Club; or
  - 13.4.2.2 in the case of a dispute between a Member and the Club or a player and the Club, a person appointed by the FFV or a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 13.5 Except as otherwise provided for by this Constitution, a Member of the Club can be a mediator.
- 13.6 The mediator cannot be a Member who is a party to the dispute.
- 13.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 13.8 The mediator, in conducting the mediation, must:
- 13.8.1 give the parties to the mediation process every opportunity to be heard; and
  - 13.8.2 allow due consideration by all parties of any written statement submitted by any party;
  - 13.8.3 ensure that natural justice is accorded to the parties to the dispute.
- 13.9 A mediator must not and has no power to determine the dispute.

#### **14. Discipline, suspension and expulsion of Members and Players**

- 14.1 If the Committee is of the opinion that a Member or a player has refused or neglected to comply with this Constitution or the Rules or any Code of Conduct of the Club or the FFV, or has been guilty of conduct unbecoming a Member or a player or prejudicial to the interests of the Club, the Committee may by resolution:
- 14.1.1 fine that Member an amount not exceeding ten times the then current registration fee for an 18 year old player in the Club; or
  - 14.1.2 suspend that Member from Membership of the Club for a specified period; or
  - 14.1.3 suspend that player the Member represents from playing with the Club for a specified period; or
  - 14.1.4 impose such conditions upon the Member as the Committee determines are reasonable in the circumstances including, without limiting the generality of this sub-clause,

- 14.1.4.1 restricting the Member from attending training or a game or games either on terms or absolutely;
- 14.1.4.2 restricting contact between the Member and a player or players and/or the Member and a Coach and/or the Member and a Manager and/or the Member and another Member and/or the Member and a parent or guardian of a player either on terms or absolutely;
- 14.1.5 impose such conditions upon the player as the Committee determines are reasonable in the circumstances including, without limiting the generality of this sub-clause,
  - 14.1.5.1 restricting the player from attending training or a game or games either on terms or absolutely;
  - 14.1.5.2 restricting contact between the player and a player or players and/or the player and a Member or Members and/or the player and a Coach and/or the player and a Manager and/or the player and a parent or guardian of a player either on terms or absolutely;
- 14.1.6 expel that player from the Club; or
- 14.1.7 expel that Member from the Club (and upon such expulsion the player the Member represents, unless the Committee otherwise determines, shall not be entitled to play with the Club).
- 14.2 A resolution of the Committee under clause 14.1 does not take effect unless-
  - 14.2.1 at a meeting held in accordance with clause 14.3, the Committee confirms the resolution; and
  - 14.2.2 if the Member or player exercises a right of appeal to the Club under this rule, the Club confirms the resolution in accordance with this rule.
- 14.3 A meeting of the Committee to confirm or revoke a resolution passed under clause 14.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with clause 14.4.
- 14.4 For the purposes of giving notice in accordance with clause 14.3, the Secretary must, as soon as practicable, cause to be given to the Member or the player as the case may be a written notice:
  - 14.4.1 setting out the resolution of the Committee and the grounds on which it is based: and
  - 14.4.2 stating that the Member, or his or her representative, or the player, or his or her representative, may address the Committee at a meeting to be held not earlier than 14 days and not later than 28

days after the notice has been given to that Member or the player as the case may be; and

14.4.3 stating the date, place and time of that meeting; and

14.4.4 informing the Member or the player as the case may be that he or she may do one or both of the following:

14.4.4.1 attend that meeting (with a representative if the Member or player desires);

14.4.4.2 give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution;

14.4.5 informing the Member or player as the case may be that if at that meeting the Committee confirms the resolution, he or she may not later than 48 hours after that meeting give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.

14.5 At a meeting of the Committee to confirm or revoke a resolution passed under clause 14.1, the Committee must:

14.5.1.1 give the Member or the player as the case may be, or his or her representative, an opportunity to be heard; and

14.5.1.2 give due consideration to any written statement submitted by the Member or the player; and

14.5.1.3 determine by resolution whether to confirm or to revoke the resolution.

14.6 If at the meeting of the Committee, the Committee confirms the resolution, the Member or the player as the case may be may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Club in General Meeting against the resolution.

14.7 If the Secretary receives a notice under clause 14.6, he or she must notify the Committee and the Committee must convene a General Meeting of the Club to be held within 30 days after the date on which the Secretary received the notice and in convening the meeting the Secretary or the Committee must give notice in accordance with clause 22 hereof save and except that the notice shall be accompanied by a proxy form in the form of Schedule 3 to this Constitution.

14.7.1 At a General Meeting of the Club convened under clause 14.7:

14.7.1.1 no business other than the question of the confirmation or revocation of the resolution of the Committee may be conducted; and

- 14.7.1.2 the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- 14.7.1.3 the Member, or his or her representative, or the player or his or her representative, as the case may be, must be given an opportunity to be heard; and
- 14.7.1.4 the Members present, provided they are financial, must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

14.7.2 A resolution is confirmed if not less than two-thirds of the Members present at the General Meeting in person or by proxy vote in favour of the resolution. In any other case, the resolution is revoked.

## 15. **Management**

- 15.1 The management of the Club shall be vested in an elected Committee.
- 15.2 The Committee shall consist of not less than eight (8) financial Ordinary Members or Associate Members or their spouses or partners (or such lesser number as is elected at an Annual General Meeting if less than eight persons eligible to do so nominate for Committee positions) elected by financial Ordinary Members and any Associate Members at the Annual General Meeting in each year in accordance with this Constitution.

## 16. **Election of the Committee**

- 16.1 The Committee shall be elected at the Annual General Meeting in each year.
- 16.2 Not less than twenty-one days prior to the date of the Annual General Meeting the Secretary of the Committee must give a Notice in writing (which may be by post or electronic means) to all financial Ordinary Members and Associate Members stating:
  - 16.2.1 that elections for eight (8) Committee positions will be held at the Annual General Meeting;
  - 16.2.2 the date, time and place of the Annual General Meeting;
  - 16.2.3 nominations for election to the Committee must be made in writing and delivered to the Secretary by no later than fourteen (14) days prior to the Annual General Meeting;
  - 16.2.4 nominations must be in writing, signed by two financial Ordinary Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
  - 16.2.5 voting at the Annual General Meeting will be by a show of hands and the counting of proper proxies.

- 16.3 The Notice in writing provided for in clause 16(b) must also be accompanied by:
- 16.3.1 a nomination form in accordance with Schedule 1 to this Constitution;
  - 16.3.2 a proxy form in accordance with Schedule 2 to this Constitution;
- 16.4 Nominations for election to the Committee must be made in writing and delivered to the Secretary by no later than fourteen (14) days prior to the Annual General Meeting.
- 16.5 The Secretary shall cause to be displayed in a conspicuous place in the club premises, not less than seven (7) days prior to the Annual General Meeting, and send Notice to Members a list of the names of candidates which have nominated for election to the Committee.
- 16.6 If there are insufficient Nominations received by the Secretary fourteen (14) days prior to the Annual General Meeting, nominations as candidates for election to the Committee, may be made by any financial Ordinary Member or any spouse or partner of any financial Ordinary Member at the Annual General Meeting prior to the conclusion of reports by the outgoing Committee to the Annual General Meeting and any such nomination must be received by the meeting;
- 16.7 Nominations of candidates for election to the Committee must be:
- 16.7.1 made in writing, signed by two financial Ordinary Members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - 16.7.2 delivered to the Secretary of the Club prior to the conclusion of reports at the Annual General Meeting;
- save that the President or the chairman of the Annual General Meeting may waive this requirement if there are insufficient nominations for the eight (8) Committee positions as at the conclusion of reports;
- 16.8 The election of the Committee shall be the first order of business after the conclusion of any reports at the Annual General Meeting;
- 16.9 If less than eight financial Ordinary Members or Associate Members or any spouse or partner of any financial Ordinary Member or Associate Member have nominated as candidates for election to the Committee.
- 16.9.1 At the conclusion of reports to the Annual General Meeting then the President or the chairman of the Annual General Meeting must call for further nominations from financial Ordinary Members or Associate Members or any spouse or partner of any financial Ordinary Member or Associate Member assembled at the Annual General Meeting and:

- 16.9.2 If no further nominations are made then the President must declare the persons who have nominated as duly elected without a vote being taken; or
- 16.9.3 If there are further nominations which bring nominations to eight Members of the Committee then the President must declare them duly elected without a vote being taken;
- 16.10 If more than eight financial Ordinary Members or Associate Members or any spouse or partner of any financial Ordinary Member or Associate Member have nominated as candidates for election to the Committee at any time prior to the conclusion of reports to the Annual General Meeting then:
  - 16.10.1 the President must inform the Annual General Meeting of that fact;
  - 16.10.2 the President must inform the Annual General Meeting that a vote will be taken by a show of hands and the counting of proper proxies;
  - 16.10.3 the President must inform the Annual General Meeting that only financial Ordinary Members and Associate Members are entitled to vote;
  - 16.10.4 the President must permit any of the candidates who are present to address the meeting for a period of no longer than two minutes (or, alternatively, circulate a one to two page statement prepared by the candidate);
  - 16.10.5 upon addresses being concluded, the President shall put each candidate, in alphabetical order, to the meeting for election;
  - 16.10.6 financial Ordinary Members and Associate Members shall vote positively for the candidates of their choice by a show of hands or vote negatively or abstain by not showing their hands;
  - 16.10.7 the Secretary must: keep a count and keep a record of the positive votes by a show of hands and proxies for each candidate;
  - 16.10.8 after the Annual General Meeting has voted on all candidates the Secretary must inform the President of the eight candidates with the largest number of votes;
  - 16.10.9 the President must then declare the eight candidates with the largest number of votes as duly elected;
  - 16.10.10 in the event that two or more candidates receive the same number of votes and there is not otherwise a clear election of eight persons to the Committee then:
    - 16.10.10.1 any candidates who have a clear majority of votes (that is such candidate is not tied with some other

candidate with the same number of votes) must be declared elected on the first ballot; and

16.10.10.2 any candidates who have a tied number of votes shall be put again by the President to the Annual General Meeting for election to the remaining positions on the Committee in accordance with the foregoing procedure save that:

- (a) no candidate shall be entitled to again address the meeting;
- (b) the candidates must be put to the meeting in decreasing order of majority of votes (that is from the largest number of votes for any candidate to the smallest number of votes for any candidate) cast on the first ballot and in alphabetical order between tied votes;
- (c) financial Ordinary Members and Associate Members may each exercise one vote for one of any number of candidates with the same number of votes on the first ballot including any proxies;

16.10.11 in the event that, after the procedure in clause 16.10.10 has been followed, there is still a tied number of votes for any candidate then the candidate or candidates who has or have a majority by adding the votes for that candidate on the first and second ballots together must be declared elected and if there are still tied votes and all eight positions are not filled then the President must repeat the procedure in clause 16.10.10 until all eight positions are filled.

16.11 The provisions of this Constitution relating to the taking of polls at a General Meeting shall not apply to the election of the Committee.

16.12 Notwithstanding any other provision of this clause, the Committee shall comprise an equal number of Junior Parents (or Associate Members nominated by two Junior Parents) and Senior Players (or Associate Members nominated by two Senior Players). In the event that votes at the Annual General meeting will result in more than half of the candidates being elected from either the Junior Parents or Senior players (and/or their nominees) then the candidate or candidates who receive the most votes from the group of Junior Parents or Senior Players with insufficient candidates, as the case may be, will be deemed to have been elected to the Committee so that the number of representatives from each group is equal. If there are insufficient nominations for committee positions from either the Junior Parents or Senior players then any other nominated candidate may be elected.

16.13 The Committee, after election, shall meet at a time and place agreed between them and at that first meeting shall appoint from their number the following office bearers:

- 16.13.1 a President;
  - 16.13.2 a Vice President
  - 16.13.3 a Secretary;
  - 16.13.4 a Junior Treasurer (who must be a Junior Parent or Associate Member nominated by two Junior Parents); and
  - 16.13.5 a Senior Treasurer (who must be a Senior Player or Associate Member)
- 16.14 If more than one person wishes to nominate for the position of President or Secretary, Junior Treasurer or Senior Treasurer as the case may be then the holder of such position must be determined by a show of hands of the Committee members then present and otherwise in accordance with the procedures governing meetings of the Committee as provided in this Constitution.
- 16.15 The Committee shall hold office from the date of election at an Annual General Meeting for a term of not less than twelve (12) months and otherwise until the end of the Annual General Meeting in the following year.

## **17. Powers and Responsibilities of Committee**

- 17.1 The Committee may:
- 17.1.1 exercise any power given to the Club by this Constitution or the Rules (except clause 3.7, 3.8 and 3.12 of this Constitution which powers may only be exercised by the Club in a General Meeting) unless expressly prevented from doing so by this Constitution or the Rules or the Act;
  - 17.1.2 exercise any power permitted to be exercised by the Club under the provisions of the Act unless the Committee is otherwise disentitled from doing so by this Constitution, the Rules, the Act, or any lawfully binding requirement of the FFV;
  - 17.1.3 do any act or refrain from doing any act necessary to give effect to the Objects provided that the Committee or the Club is not otherwise disentitled from doing so by this Constitution, the Rules, the Act, or any lawfully binding requirement of the FFV.
- 17.2 The Committee may create, amend or vary any Rules provided that the Committee notifies the Members 14 days prior to the commencement of any created, amended or varied Rules;
- 17.3 The Committee may co-opt any financial Ordinary Member or Associate Member or the spouse or partner of any financial Ordinary Member or Associate Member (who is willing to do so) to sit on the Committee and any number of financial Ordinary Members or Associate Members or their spouses or partners may be so co-opted provided that the total membership of the Committee at any time does not exceed ten.

- 17.4 Any person co-opted to sit on the Committee in accordance with this clause shall have all of the rights and obligations of a Committee Member duly elected at the Annual General Meeting.
- 17.5 The Committee may constitute any number of Sub-Committees that it determines and may appoint to such Sub-Committees any person whether or not such person is a member of the Committee or a Member of the Club.
- 17.6 The Committee must establish a Junior Sub-Committee and Senior Sub-Committee to operate and manage the affairs of the Junior division and Senior division respectively. The Junior Sub-Committee and Senior Sub-Committees must comprise members of the Committee representing or nominated by the Junior Parents or Senior Players respectively and the Committee may appoint to such Sub-Committees any person whether or not such person is a member of the Committee or a Member of the Club.
- 17.7 The Committee may, subject to clause 18 of this Constitution, govern its own procedures.
- 17.8 The Committee may direct any member of the Committee to deliver up any document or provide any report that the member is required to deliver up or provide by the terms of this Constitution.
- 17.9 The Committee must arrange such insurance cover as it deems fit.
- 17.10 The Committee must remit any registration fees, affiliation fees and other fees and payments due to and required to be paid by the FFV.
- 17.11 The Committee must at all times act in accordance with and subject to the Objects, this Constitution, the Rules, the Act, the common law and in good faith.

## **18. Procedures and Meetings of the Committee**

- 18.1 The Committee may meet as many times and at such times and places as it shall determine save that it must meet at least once in each of the months February (inclusive) to October (inclusive) in each year.
- 18.2 The President shall act as chairman of Committee meetings and, in his or her absence, the Treasurer shall chair meetings and, in his or her absence, some other Committee person voted by the Members then present shall chair the meeting.
- 18.3 The Secretary shall:
  - 18.3.1 take minutes at all Club and Committee meetings;
  - 18.3.2 distribute notices, agendas, notices of motion, minutes and any other document required or directed by the Committee or the Club or this Constitution or the Rules pertaining to all meetings of the Club and of the Committee;
  - 18.3.3 draft and dispatch any correspondence directed by the Committee

- or the Club;
- 18.3.4 receive and distribute correspondence;
  - 18.3.5 maintain a file of Club and Committee minutes and correspondence, including copies of all correspondence sent or received by the Club;
  - 18.3.6 maintain a Register of Members;
  - 18.3.7 maintain a register of players;
  - 18.3.8 maintain an up to date copy of the Rules with notations of approved amendments from time to time;
  - 18.3.9 deliver up to the Committee when demanded upon resolution of the Committee any document received or created as a consequence of the member holding the position of Secretary, including without limiting the generality of this sub-clause, all minutes and correspondence;
  - 18.3.10 do any other act required by this Constitution or the Rules or the Act or the Regulations.
- 18.4 The Secretary from time to time shall be the public officer within the meaning of that term in the Act.
- 18.5 The Junior Treasurer shall:
- 18.5.1 administer the financial affairs of the Junior sub-committee in accordance with this Constitution, the requirements of the FFV and in accordance with good accounting practice;
  - 18.5.2 keep and maintain proper and accurate accounting records;
  - 18.5.3 hold in safe keeping all accounting records, invoices, cheque books (new and used) and other financial documents of whatsoever kind;
  - 18.5.4 report to the Committee at each Committee meeting in respect to the financial position of the Junior sub-committee in such detail and in such manner as the Committee shall determine but shall in any case present to each Committee Meeting and to each Annual General Meeting an itemised summary of receipts and expenditure;
  - 18.5.5 prepare a detailed budget for receipts and expenditure anticipated for the twelve month period from the 1<sup>st</sup> November in each year for presentation to the Committee by no later than the date of the preceding October Committee meeting;
  - 18.5.6 promptly pay on invoices only all accounts as passed by the Committee for payment;

- 18.5.7 collect and bank into the Junior sub-committee's nominated bank account all levies, subscriptions, fees and other charges and income received by the Junior sub-committee ;
  - 18.5.8 operate and maintain the nominated bank accounts of the Junior sub-committee.
- 18.6 The Senior Treasurer shall:
- 18.6.1 administer the financial affairs of the Senior sub-committee in accordance with this Constitution, the requirements of the FFV and in accordance with good accounting practice;
  - 18.6.2 keep and maintain proper and accurate accounting records;
  - 18.6.3 hold in safe keeping all accounting records, invoices, cheque books (new and used) and other financial documents of whatsoever kind;
  - 18.6.4 report to the Committee at each Committee meeting in respect to the financial position of the Senior sub-committee in such detail and in such manner as the Committee shall determine but shall in any case present to each Committee Meeting and to each Annual General Meeting an itemised summary of receipts and expenditure;
  - 18.6.5 prepare a detailed budget for receipts and expenditure anticipated for the twelve month period from the 1<sup>st</sup> November in each year for presentation to the Committee by no later than the date of the preceding October Committee meeting;
  - 18.6.6 promptly pay on invoices only all accounts as passed by the Committee for payment;
  - 18.6.7 collect and bank into the Senior sub-committee's nominated bank account all levies, subscriptions, fees and other charges and income received by the Senior sub-committee;
  - 18.6.8 operate and maintain the nominated bank accounts of the Senior sub-committee.
- 18.7 The Senior Treasurer and Junior Treasurer shall jointly:
- 18.7.1 prior to the quarterly due date for returns and after presenting the same to the Committee, prepare and file a quarterly BAS with a cheque for the relevant remittance;
  - 18.7.2 in October of each year prepare a written report consisting of a balance sheet and a profit and loss statement for the last financial year for presentation to the next Committee meeting;
  - 18.7.3 in October of each year have prepared a statement of the Club's

finances for the last financial year and present such report to the Committee at its next meeting and also to the next Annual General Meeting;

18.7.4 present to the Annual General Meeting the statement required by section 30(3) of the Act, being a statement containing the particulars of the following:

18.7.4.1 the income and expenditure of the Club during its last financial year;

18.7.4.2 the assets and liabilities of the Club at the end of its last financial year;

18.7.4.3 the mortgages, charges and securities of any description affecting any of the property of the Club at the end of its last financial year; and

18.7.4.4 the particulars of any trust.

18.7.5 deliver up to the Committee when demanded upon resolution of the Committee any document received or created as a consequence of the member holding the position of Treasurer, including without limiting the generality of this sub-clause, all accounting records;

18.7.6 provide any report that the Treasurer is required to deliver up or provide by the terms of this Constitution and the Act;

18.7.7 do any other act required by this Constitution or the Rules or the Act or the Regulations.

18.8 The proceedings of the Committee shall be conducted without undue formality and in particular it shall not be necessary for a motion to be seconded for the motion to be put to a meeting of the Committee.

18.9 In the case of a vote,

18.9.1 a majority of a show of hands shall determine any motion;

18.9.2 if a vote of the Committee is equally divided then the Committee shall call a Special Meeting of Members for the purpose of voting on the preposed motion unless the motion is withdrawn.

18.10 The Chairman at any meeting, once the Minutes of the meeting are approved at any subsequent meeting, shall sign the Minutes of that meeting as a correct record.

18.11 The quorum of the Committee or any Sub-Committee shall be three.

18.12 A meeting may be held by telephone, electronic communication or in person.

18.13 The procedure of the Committee, except in relation to the number of a

quorum, shall govern the procedure of any Sub-Committee.

**19. Vacancies on the Committee**

- 19.1 The office of an elected member of the Committee becomes vacant if a Committee member:
  - 19.1.1 ceases to be a financial Ordinary Member or the spouse or partner of a financial Member or a Associate Member of the Club;  
or
  - 19.1.2 becomes an insolvent under administration within the meaning of the Corporations Act; or
  - 19.1.3 becomes a bankrupt; or
  - 19.1.4 is convicted of a crime involving or which includes violence, theft, misappropriation, fraud or lewd or immoral conduct;
  - 19.1.5 resigns from office by notice in writing given to the Secretary.
- 19.2 Upon a vacancy occurring the Committee may exercise the power in clause 17.3 of this Constitution to co-opt a person to the Committee to fill the vacancy.
- 19.3 If the Committee is unable to co-opt a person to fill the vacancy in accordance with clause 17.3 of this Constitution then the Committee, provided that its numbers are not reduced to three or less, may continue as the Committee of the Club without filling any vacancy until the next Annual General Meeting.
- 19.4 In the event that the Committee is reduced to 3 or less then it shall call a Special General Meeting in accordance with this Constitution whereat the sole business shall be the election of sufficient numbers of persons to fill the vacancies on the Committee.

**20. Removal of a Committee Member**

- 20.1 The Club in General Meeting may, by resolution and without reason, remove any member of the Committee before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member save that an Annual General Meeting may not entertain such a motion in respect to a Committee which has been elected at that Annual General Meeting.
- 20.2 A member who is the subject of a proposed resolution for his or her removal may make representations in writing to the Secretary or President of the Club (not exceeding two typescript pages) and may request that the representations be provided to the members of the Club.
- 20.3 The Committee, at its discretion, may give a copy of the representations to each financial Ordinary Member and Associate Member of the Club or, if they are not so given, the Member may require that they be read out at

the meeting.

- 20.4 The Committee may not remove or suspend a member of the Committee by its own motion but must call a Special General Meeting in accordance with this Constitution for the removal of a Committee member.

## 21. Annual General Meetings

- 21.1 The Committee shall call an Annual General Meeting at least once in every year.
- 21.2 The Committee may determine the date, time and place of the Annual General Meeting of the Club save that it must not be later than the 15<sup>th</sup> December in any year.
- 21.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 21.4 The ordinary business of the Annual General Meeting shall be:
- 21.4.1 to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and
- 21.4.2 to receive from the Committee reports upon the transactions of the Club during the last preceding financial year including the statement submitted by the Club in accordance with section 30(3) of the Act; and
- 21.4.3 to elect officers of the Club and the members of the Committee.
- 21.5 The Annual General Meeting may conduct any special business of which notice has been given in accordance with this Constitution or the Rules or which the Committee determines at the Annual General Meeting to accept as special business.
- 21.6 Notwithstanding clause 21.5 hereof, any financial Ordinary Member or Associate Member or the spouse or partner of a financial Ordinary Member or Associate Member may:
- 21.6.1 ask any question of the outgoing Committee or its outgoing Members;
- 21.6.2 move a motion of censure of the outgoing Committee or one or more of its outgoing members (whether or not such member is also re-elected at that meeting).

## 22. Special General Meetings

- 22.1 In addition to the Annual General Meeting, any other General Meeting may be held in the same year.
- 22.2 All General Meetings other than the Annual General Meeting are Special General Meetings.

- 22.3 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Club.
- 22.4 If, but for this sub-clause, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 22.5 The Committee must, on the request in writing of financial Ordinary Members or Associate Members representing not less than 5 per cent of the total number of financial Ordinary Members and Associate Members, convene a Special General Meeting of the Club.
- 22.6 The request for a Special General Meeting must:
- 22.6.1 state the motion or proposal to be considered at the special meeting; and
- 22.6.2 be signed by the Members requesting the meeting; and
- 22.6.3 be sent to the address of the Secretary.
- 22.7 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 22.8 If a Special General Meeting is convened by Members in accordance with this rule, it must be convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Club to the persons incurring the expenses.
- 22.9 The procedures for Notice of General Meetings stated in clause 24 of this Constitution shall govern Special General Meetings.

**23. Special business and Special Resolutions**

- 23.1 All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the Constitution as ordinary business of the Annual General Meeting, is deemed to be special business.
- 23.2 Any business which is required by this Constitution to be resolved by a special resolution:
- 23.2.1 can only be considered on not less than 21 days notice to Ordinary Members and Associate Members and otherwise in accordance with clause 24 hereof; and
- 23.2.2 be passed by a vote in accordance with clause 29.4 hereof and otherwise in accordance with procedures herein provided for the conduct of General Meetings.

**24. Notice of General Meetings**

- 24.1 The Secretary of the Club, at least 14 days, or in the case of a special resolution not less than 21 days, before the date fixed for holding a General Meeting of the Club, must cause to be sent to each financial Ordinary Member and Associate Member of the Club as shown in the Register of Members,
- 24.1.1 notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting, including any motion or proposal to be considered at the General Meeting;
- 24.1.2 a proxy form in the form of Schedule 2 to this Constitution.
- 24.2 Notice may be sent:
- 24.2.1 by prepaid post to the address appearing in the Register of Members; or
- 24.2.2 by facsimile transmission or by any electronic means to the address or electronic address of Members as shown in the Register of Members.
- 24.3 Nothing in this Constitution shall require the Secretary, the Committee or the Club to give notice to Ordinary Members who are not financial as shown by the Register of Members.
- 24.4 Subject to this Constitution and the Rules, no business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 24.5 A financial Ordinary Member or Associate Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, and the Secretary upon such notice must include that business in the notice calling the next General Meeting.

**25. Quorum at General Meetings**

- 25.1 No item of business may be conducted at a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- 25.2 Five Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting save and except that a quorum for a General Meeting called to consider a resolution pursuant to the powers specified in clause 3.7, 3.8 and 3.12 of this Constitution ("financial resolution") is to be not less than eleven financial members and no such financial resolution shall be effective and valid unless eleven financial members are in attendance at the time of the financial resolution being voted upon by the General Meeting.
- 25.3 If, within half an hour after the appointment time for the commencement of a General Meeting, a quorum is not present

25.3.1 in the case of a meeting convened upon the request of Members- the meeting must be dissolved; and

25.3.2 in any other case- the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.

25.3.3 If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 3) shall be a quorum.

## **26. Presiding at General Meetings**

26.1 The President, or in the President's absence, the Vice President, shall reside as Chairperson at each General Meeting of the Club.

26.2 If the President and the Vice President are absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

## **27. Adjournment of General Meetings**

27.1 The person presiding may, with the consent of a majority of Members present at the General Meeting, adjourn the meeting from time to time and place to place.

27.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

27.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 24.

27.4 It shall not be necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

## **28. Poll at General Meetings**

28.1 Save as otherwise provided in this Constitution, if at a General Meeting a poll on any motion is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that motion.

28.2 A poll that is demanded on the election of a Chairperson or on a motion of an adjournment must be taken immediately and a poll that is demanded on any other motion must be taken at such time before the close of the meeting as the Chairperson may direct.

## **29. Procedures at General Meetings**

29.1 The proceedings of a General Meeting, subject to this Constitution, shall

be conducted without undue formality save and except that it shall be necessary for a motion to be seconded for the motion to be put to a General Meeting.

29.2 Upon any motion arising at a General Meeting of the Club, save and except for the election of the Committee to which clause 16(h) applies, a Member has one vote only.

29.3 In the case of a vote (save and except in the case of a special resolution when clause 29.4 shall apply),

29.3.1 a majority of a show of hands shall determine any motion unless a poll is called for in accordance with this Constitution (save and except in respect to the election of the Committee when a poll is not available);

29.3.2 all votes must be given personally or by proxy;

29.3.3 in the case of an equality of voting on a motion, the Chairperson of the meeting is entitled to exercise a casting vote;

29.3.4 the Chairman shall not otherwise vote except in the case of a tied vote;

29.3.5 if a vote of the General Meeting, after the Chairman exercises a casting vote or abstains, is equally divided then any motion shall be determined in the negative.

29.4 In the case of a special resolution, a special resolution is passed if three-quarters of members present at the General Meeting in person or by proxy vote in favour of the special resolution.

29.5 A declaration by the Chairperson that a resolution or a special resolution has been:

29.5.1 carried; or

29.5.2 carried unanimously; or

29.5.3 carried by a particular majority; or

29.5.4 lost;

is conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution or special resolution.

29.6 An entry in the minutes of the Club is conclusive proof of any fact, matter or event recorded therein.

## 30. Proxies

30.1 Each financial Ordinary Member or Associate Member is entitled to appoint another person, whether a financial Ordinary Member or Associate Member or not, as a proxy by notice given to the Secretary no

later than 24 hours before the time of a General Meeting in respect of which the proxy is appointed.

30.2 The proxy must:

30.2.1 be in the form of Schedule 2 to this Constitution save and except if the General Meeting is called pursuant to clause 14 when it shall be the form of Schedule 3 to this Constitution;

30.2.2 be completed by the insertion of the particulars required by the form;

30.2.3 be signed and dated by the Member giving the proxy.

30.3 If a proxy is not delivered in the time required by this clause and/or completed as required by this clause then the proxy is invalid and the Chairman and the General Meeting shall ignore the proxy.

### 31. Referendum

31.1 The Committee may at any time determine that a proposition should be put to the Members and/or players by way of a referendum.

31.2 If the Committee determines to hold a referendum the Secretary shall give written notice to Members and/or players as the case may be by post or electronic means to the address of Members or players as the case may be shown in the Register of Members and the Register of Players that:

31.2.1 the Committee proposes to call a referendum on a certain proposition or propositions;

31.2.2 state the proposition or propositions;

31.2.3 invite Members and/or Players as the case may be to provide any written argument (not exceeding 2 typescript pages) either for or against the proposition or propositions for circulation with the referendum paper, such written argument to be delivered to the Secretary not later than a certain date being 21 days after the date of the written notice.

31.3 Not less than 35 days after the date of the written notice the Secretary shall give to financial Ordinary Members and Associate Members by post or by electronic means or to players as the case may be to the address of Members or players as the case may be shown in the Register of Members and the Register of Players:

31.3.1 a ballot paper with the proposition or propositions and alternative boxes with the words "yes" or "no" beside them and a date by which the ballot paper must be returned to be counted (which shall be 45 days after the date of the written notice) and a place to which the ballot papers should be returned;

31.3.2 copies of the written arguments received by the Secretary in accordance with clause 31.2;

31.3.3 a statement (if any) by or on behalf of the Committee which statement may state the Committee's position on the proposition or propositions.

31.4 Any ballot papers returned to the Secretary not later than 45 days after the date of the written notice referred to in clause 31.2 shall be counted in determining the proposition or propositions.

31.5 The Secretary shall act as a returning officer for the ballot and shall:

31.5.1 keep all ballot papers in secure and safe custody;

31.5.2 tally the ballots after the close of the ballot;

31.5.3 deliver up the ballots if called upon by the Committee or the Club in General Meeting.

31.6 If a "yes" vote exceeds 50% of the number of ballots returned by any percentage then the proposition shall be deemed to be answered in the affirmative.

31.7 If a "no" vote is 50% or greater of the number of ballots returned then the proposition shall be deemed to be answered in the negative.

## 32. **Trusts**

The Secretary of the Club shall, within fourteen days after the Club becomes a trustee of a trust, lodge with the Registrar particulars of the trust and a copy of any deed or other instrument creating or embodying that trust.

## 33. **Disclosure of Interests and incapacity**

33.1 A member of the Committee of the Club who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must not take part in any decision of the Committee with respect to that contract.

33.2 A member of the Committee of the Club who has any direct or indirect pecuniary interest in a contract, or proposed contract, with the Club:

33.2.1 must, as soon as he or she becomes aware of his or her interest, disclose the nature and extent of his or her interest to the Committee; and

33.2.2 must disclose the nature and extent of his or her interest in the contract in the statement submitted under section 30(3) by the Club to its Members at the next Annual General Meeting of the Club.

33.3 Clause 33.2 does not apply in respect of a pecuniary interest that exists only by virtue of the fact:

- 33.3.1 that the member of the Committee is an employee of the Club; or
- 33.3.2 that the member of the Committee is a Member of a class of persons for whose benefit the Club is established; or
- 33.3.3 that the member of the Committee has the pecuniary interest in common with all or a substantial proportion of the Members of the Club.

33.4 If a member of the Committee of the Club discloses a pecuniary interest in a contract, or proposed contract, in accordance with this clause, or his or her interest is not such as need be disclosed under this clause:

33.4.1 the contract is not liable to be avoided by the Club on any ground arising from the fiduciary relationship between the member and the Club; and

33.4.2 the member is not liable to account for profits derived from the contract.

**34. Public Officer**

34.1 The Secretary of the Committee from time to time shall hold the position of Public Officer within the meeting of that term in the Act.

34.2 The Secretary of the Club shall, within fourteen days after his or her appointment, give notice in writing in the prescribed form to the Registrar of his appointment and of his full name and address in Victoria, together with the prescribed fee (if any).

**35. Negotiable Instruments**

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee authorised by a resolution of the Committee to do so.

**36. Seal**

36.1 The common seal of the Club must be kept in the custody of the Secretary or such other person as the Committee shall resolve from time to time.

36.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two members of the Committee or, of one member of the Committee and of the public officer of the Club.

**37. Custody and inspection of books and records**

37.1 Except as otherwise provided in this Constitution or the Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Club.

- 37.2 All accounts, books, securities and any other relevant documents of the Club must be available for inspection free of charge by any financial Member or Associate Member upon request.
- 37.3 A financial Member or Associate Member may make a copy of any accounts, books, securities and any other relevant documents of the Club including this Constitution.

**38. Winding up**

- 38.1 The Club may be wound up voluntarily if the Club fails to field any teams for two consecutive seasons and thereafter the Club so resolves by special resolution at a General Meeting
- 38.2 Any Member may propose a special resolution (which special resolution may be put to Members with the special resolution referred to in clause 38.1) as to the distribution of the assets of the Club on a voluntary winding up.
- 38.3 If the special resolution in clause 38.1 passes then the assets of the Club shall be distributed as follows:
- 38.3.1 in accordance with any special resolution passed governing and directing the distribution of assets on a voluntary winding up; or
- 38.3.2 if there is no special resolution governing and directing the distribution of assets on a voluntary winding up then the Secretary or some other Member authorised to do so shall advise the FFV in writing that the Club is to be wound up and that the FFV may dispose of any and all remaining assets and the books and papers of the Club as it sees fit after full settlement of all just debts and liabilities incurred by the Club and after full settlement of all just debts and liabilities incurred by the Club, the FFV may dispose of any and all remaining assets and the books and papers of the Club as it sees fit;
- PROVIDED THAT nothing herein shall authorize the distribution of assets otherwise than accordance with the provisions of the Act governing the distribution of assets on a voluntary winding up.
- 38.4 If the special resolution in clause 38.1 passes then the Secretary as Public Officer shall prepare and lodge all forms and declarations and do all things required by the Act on a voluntary winding up.

**39. Alteration or Amendment of this Constitution**

The Club may, by special resolution at a General Meeting including an Annual General Meeting, alter or amend this Constitution or the Rules and the procedures applicable to Special General Meetings shall govern proposals for the alteration or amendment of this Constitution or the Rules.

**40. Inconsistency with the Act**

If any part or parts (including any words or phrases in any clause) of this Constitution is inconsistent with or contrary to any obligation or requirement stated in the Act then to the extent necessary such part or parts of this Constitution shall be read down so that it is in harmony with the requirements and obligations of the Act and in so reading down a Court or Tribunal interpreting this Constitution may add or delete words or phrases or a clause or clauses so that the part or parts are not inconsistent with or contrary to any obligation or requirement of the Act.

#### **41. Liquor Licence**

- 41.1 An officer or servant of the Club is precluded from receiving payment by way of commission or allowance from the receipts of the club for the supply of liquor.
- 41.2 A visitor to the club must not be supplied with liquor in the Club premises unless the visitor is a guest in the company of a member of the Club.
- 41.3 The Club must maintain a record of guests that enter the Club premises that are not Honorary Members as defined in clause 41.4
- 41.4 Any Member, Coach, player or supporter of any visiting opposition Team and any supporter of the Club that is not a Member shall, on any day of competition in which a Senior or Adult Team, a Junior Team or a Sub-Junior Team is participating, be deemed to be an Honorary Member of the club entitled to all the rights and subject to all the obligations of a Member save and except for the right to vote and stand for election and the obligation to pay any membership fees and subscription.

**SCHEDULE 1**

**NOMINATION FORM FOR ELECTION TO THE COMMITTEE OF THE BOROONDARA  
EAGLES FOOTBALL CLUB INC.**

I,

*(name)*

of

*(address)*

being a member of the Boroondara Eagles Football Club Inc. ("the Club") AND

I,

*(name)*

of

*(address)*

being a member of the Boroondara Eagles Football Club Inc. ("the Club")

**HEREBY NOMINATE**..... *(name)*

for election to the Committee of the Club to be held on *(date of meeting)* or  
at any adjournment of that meeting.

**CONSENT OF NOMINEE**

I,

*(name)*

of

*(address)*

being a member of the Boroondara Eagles Football Club Inc. ("the Club") hereby consent  
to the above nomination.

Signed

Date

**SCHEDULE 2**  
**FORM OF APPOINTMENT OF PROXY**

I,

*(name)*

of

*(address)*

being a member of the Boroondara Eagles Football Club Inc.

appoint

*(name of proxy holder)*

of

*(address of proxy holder)*

being a member of the Club, as my proxy to vote for me on my behalf at the annual/special\* General Meeting of the Club to be held on-

*(date of meeting)*

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against\* following resolution (insert details of resolution).

Signed

Date

\*Delete if not applicable

**SCHEDULE 3**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE BOROONDARA EAGLES  
FOOTBALL CLUB INC. CONVENED UNDER CLAUSE 14.7**

I,

*(name)*

of

*(address)*

being a member of the Boroondara Eagles Football Club Inc.

appoint

*(name of proxy holder)*

of

*(address of proxy  
holder)*

being a member of the Club, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Club convened under clause 14.7 of the Constitution, to be held on-

*(date of meeting)*

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution (insert details of resolution passed under clause 14.1)

Signed

Date