



ORMOND AMATEUR FOOTBALL CLUB INCORPORATED

CLUB RULES

(adopted 2013)

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RULES

CONTENTS

	<i>Page</i>
PART 1- NAME	1
PART 2 - PURPOSES	1
PART 3 - DEFINITIONS	2
PART 4 - POWERS OF THE O AFC	3
PART 5 - O AFC MEMBERSHIP	3
PART 6 - MEMBER DISCIPLINARY PROCEDURE	5
PART 7 - MEMBER DISPUTE PROCEDURE	7
PART 8 - O AFC COMMITTEE	8
PART 9 - ELECTION OF COMMITTEE MEMBERS	10
PART 10 - COMMITTEE MEETINGS	12
PART 11 - GENERAL MEETINGS OF THE O AFC	14
PART 12 - O AFC FINANCIAL MATTERS	18
PART 13 - GENERAL MATTERS	19
Club/Team Leaders	19
Common Seal	19
Registered Address	19
Notice Requirements	20
Custody and Inspection of Books and Records	20
Winding Up and Cancellation	21
Alteration of Rules	21
PART 14 - TRANSITION OF O AFC FROM OLD RULES TO NEW RULES	21
ATTACHMENT A - APPLICATION FOR MEMBERSHIP	22
ATTACHMENT B - APPOINTMENT OF PROXY	23

Note

The persons who from time to time are members of the Ormond Amateur Football Club Incorporated are an incorporated association by the name given in rule 1 of these Rules.

Under section 46 of the *Associations Incorporation Reform Act 2012*, these Rules are taken to constitute the terms of a contract between the Ormond Amateur Football Club Incorporated and its members.

PART 1 - NAME

1.1 The name of the incorporated association is the Ormond Amateur Football Club Incorporated.

Note

Under section 23 of the *Associations Incorporation Reform Act 2012*, Ormond Amateur Football Club Incorporated and its registration number must appear on all its business documents.

PART 2 - PURPOSES

2.1 The purposes of the Ormond Amateur Football Club Incorporated are:

- as a member of the Victorian Amateur Football Association (and/or any successor association/league), to encourage, promote, foster and develop participation in Australian Rules football, particularly in Ormond and the surrounding region
- to work with and support the Ormond Junior Football Club Incorporated (OJFC) in its Auskick and junior football (Under 9-17) endeavours, and to provide a pathway for OJFC players into senior football
- together with the OJFC, to generate a club and community environment (including the provision of suitable amenities and facilities) in which members, supporters and residents can freely participate and which supports a sense of belonging for all those involved.

- 2.2 To give effect to the purposes at rule 2.1, the OAFC and the OJFC committees must meet at least once each year to discuss how the clubs will work together and associated operational arrangements.
- 2.3 Meetings between the clubs will be facilitated by the usual arrangements in each club's rules regarding committee meetings. For example, there is to be an agenda.

PART 3 - DEFINITIONS

- 3.1 In these Rules:

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

AGM is an acronym for and means an annual general meeting of the OAFC as convened under rule 11.1

associate member means a member of the OAFC referred to in rule 5.16

Chairperson, of a general meeting or committee meeting, means the person chairing the meeting as required under rules 8.11-13, 9.1 and 9.8

Club Captain means the person appointed pursuant to rule 13.1

Committee means the Committee having management of the business of the OAFC

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

committee member means a member of the Committee elected or appointed under Parts 8-9 of these Rules

disciplinary appeal meeting means a meeting of the members convened under rule 6.12

disciplinary meeting means a meeting of the disciplinary subcommittee convened for the purposes of rules 6.5-9

disciplinary subcommittee means the subcommittee appointed under rules 6.2-3

financial year means the 12 month period specified in rule 12.1

general meeting means a general meeting of the members convened in accordance with Part 11 and includes an AGM and a special general meeting, and a disciplinary appeal meeting convened under rule 6.12

life member means a person selected pursuant to rule 5.14

member means a member of the OAFC (includes a life member)

member entitled to vote means a member who under rule 5.12 is entitled to vote at a general meeting

OAFC is an acronym for and means the Ormond Amateur Football Club Incorporated

special resolution means a resolution that requires not less than 75% of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution

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

the Registrar means the Registrar of Incorporated Associations.

PART 4 - POWERS OF THE O AFC

- 4.1 Subject to the Act, the O AFC has power to do all things incidental or conducive to achieve its purposes.
- 4.2 Without limiting rule 4.1, the O AFC may:
- acquire, hold and dispose of real or personal property
 - open and operate accounts with financial institutions
 - invest its money in any security in which trust monies may lawfully be invested
 - raise and borrow money on any terms and in any manner as it thinks fit
 - secure the repayment of money raised or borrowed, or the payment of a debt or liability
 - appoint agents to transact business on its behalf
 - enter into any other contract it considers necessary or desirable.
- 4.3 The O AFC may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- 4.4 The O AFC must not distribute any surplus, income or assets directly or indirectly to its members.
- 4.5 Rule 4.4 does not prevent the O AFC from reimbursing a member for expenses properly incurred by the member or paying a member for goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

Note

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

PART 5 - O AFC MEMBERSHIP

- 5.1 The O AFC must have at least 5 members.
- 5.2 Any person who supports the purposes of the O AFC is eligible for membership.
- Application for Membership**
- 5.3 To apply to become a member, a person must submit a written application for membership to a committee member in the form provided for by Attachment A to these Rules. The application must be signed by the applicant.
- 5.4 As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- 5.5 The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- 5.6 If an application for membership is approved by the Committee:
- the person becomes a member and, subject to rule 5.12, is entitled to exercise his or her rights of membership from the date, whichever is the later, on which the Committee approves the person's membership or the person pays the full annual membership fee
 - the resolution to accept the membership must be recorded in the minutes of the committee meeting
 - the Secretary must as soon as practicable enter in the register of members the membership details required by rule 5.22.

5.7 If the Committee rejects an application for membership, the O AFC must return to the applicant any money accompanying the application for membership. No reason need be given for the rejection of an application for membership.

Annual Membership Fee

5.8 At each AGM, the O AFC must determine the amount of the annual membership fee for the following financial year and the date for payment of the annual membership fee.

5.9 In any year, the O AFC may determine that:

- differing annual membership fees are applicable for player and non-player memberships
- a lower annual membership fee is payable by associate members
- a pro rata annual membership fee is payable for any new member who joins after 31 May in the financial year.

5.10 The rights of a member (including the right to vote) who has not paid the full applicable annual membership fee by the due date are suspended until the full applicable annual membership fee is paid.

General Rights of Members

5.11 A member who is entitled to vote has the right to:

- receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules
- submit items of business for consideration at a general meeting
- attend and be heard at general meetings
- vote at a general meeting
- have access to the minutes of general meetings and other documents of the O AFC as provided under rules 13.10-14
- inspect the register of members.

5.12 A member is entitled to vote if:

- the member is a member other than an associate member; and
- more than 10 business days have passed since he or she became a member and the member is a financial member (refer rules 5.8-10); and
- the member's membership rights are not suspended for any reason.

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

O AFC Life Members

5.14 Life members of the O AFC may be selected from time to time by a majority of the Committee on the recommendation of a Life Member subcommittee.

5.15 Life members do not have to pay the annual membership fee and have all the rights and privileges of a member under these Rules.

Associate Members

5.16 Associate members include any members under the age of 15 years and any other category of member as determined by special resolution at a general meeting.

5.17 An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Ceasing Membership

- 5.18 The membership of a person ceases on resignation, expulsion or death (except that on death a life member's status as such continues in perpetuity).
- 5.19 A member may resign by notice in writing given to the O AFC. Rule 13.9 sets out how notice may be given to the O AFC.
- 5.20 A member is taken to have resigned if the member's annual membership fee is more than 12 months in arrears.
- 5.21 If a person ceases to be a member, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

Register of Members

- 5.22 The Secretary must keep and maintain a register of members that includes:
- for each current member:
 - the member's name and the date of becoming a member
 - if the member is an associate member, a note to that effect
 - if a person becomes a life member, the date the person became a life member
 - the address for notice (as provided by the member)
 - the telephone and mobile phone numbers, and the email address of the member (as provided by the member)
 - any other information determined by the Committee
 - for each former member, the date of ceasing to be a member and why (refer rules 5.18-20).
- 5.23 Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

PART 6 - MEMBER DISCIPLINARY PROCEDURE

- 6.1 The O AFC may take disciplinary action against a member (includes an associate member) in accordance with this Part if it is determined that the member:
- has failed to comply with these Rules; or
 - refuses to support the purposes of the O AFC; or
 - has engaged in conduct prejudicial to the O AFC.
- 6.2 If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee of at least 3 persons to hear the matter and decide what action, if any, to take against the member.
- 6.3 At least one person on the disciplinary subcommittee must be a committee member. The other persons on the disciplinary subcommittee may be members or anyone else. All persons on the disciplinary subcommittee must not be biased against or in favour of the member concerned.

Notice to Member

- 6.4 Before disciplinary action is taken against a member, the Secretary must give written notice to the member no earlier than 28 days, and no later than 14 days, before a disciplinary meeting is held:
- stating that the O AFC proposes to take disciplinary action against the member
 - stating the grounds for the proposed disciplinary action

- specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*)
- advising the member that he or she may do one or both of the following:
 - attend the disciplinary meeting and address the disciplinary subcommittee at that meeting
 - give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting
- setting out the member's appeal rights under rules 6.10-11.

Decision by Disciplinary Subcommittee

- 6.5 At the disciplinary meeting, the disciplinary subcommittee must give the member an opportunity to be heard and consider any written statement submitted by the member.
- 6.6 After complying with rule 6.5 and considering the matter, the disciplinary subcommittee must decide whether to:
- take no further action against the member; or
 - reprimand the member; or
 - suspend the membership rights of the member for a specified period; or
 - expel the member from the O AFC.
- 6.7 The disciplinary subcommittee may not fine the member.
- 6.8 The disciplinary subcommittee must immediately inform the member who is the subject of the disciplinary action of its decision and its reasons for taking that action. The disciplinary subcommittee must also immediately inform the Secretary in writing of its decision and its reasons for taking that action.
- 6.9 The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under rule 6.6 takes effect immediately after the member is informed of the decision of the disciplinary subcommittee.

Appeal Rights

- 6.10 A person whose membership rights have been suspended or who has been expelled from the O AFC under rule 6.6 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 6.11 The notice must be in writing and given:
- to the disciplinary subcommittee immediately after the person has been informed by the disciplinary subcommittee of its decision to suspend or expel the person (the disciplinary subcommittee must immediately inform the Secretary if such a notice is received); or
 - to the Secretary not later than 48 hours after the person is informed by the disciplinary subcommittee of its decision.

Disciplinary Appeal Meeting

- 6.12 If a person has given notice under rule 6.11, a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 6.13 Notice of a disciplinary appeal meeting must be given to each member who is entitled to vote as soon as practicable, must specify the date, time and place of the meeting, and state:
- the name of the person against whom the disciplinary action has been taken
 - the grounds for taking that action
 - that at a disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

- 6.14 At a disciplinary appeal meeting:
- no business other than the question of the appeal may be conducted
 - the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action
 - the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 6.15 After complying with rule 6.14, the members present and entitled to vote at a disciplinary appeal meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 6.16 A member may not vote by proxy at a disciplinary appeal meeting.
- 6.17 The decision is upheld if not less than 75% of the members voting at a disciplinary appeal meeting vote in favour of the decision.

PART 7 - MEMBER DISPUTE PROCEDURE

- 7.1 The dispute procedure set out in this Part applies to disputes under these Rules (that is, about matters covered in the Rules) between:
- a member (includes an associate member) and another member
 - a member and the Committee
 - a member and the O AFC.
- 7.2 A member must not initiate a member dispute procedure in relation to a matter that is the subject of a member disciplinary procedure until the member disciplinary procedure has been completed.
- 7.3 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 7.4 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 7.3, the parties must within 10 days:
- notify the Committee of the dispute
 - agree to or request the appointment of a mediator
 - attempt in good faith to settle the dispute by mediation.
- 7.5 The mediator must be:
- a person chosen by agreement between the parties; or
 - in the absence of agreement:
 - if the dispute is between a member and another member - a person appointed by the Committee
 - if the dispute is between a member and the Committee or the O AFC - a person appointed or employed by the Dispute Settlement Centre of Victoria (or any successor organisation).
- 7.6 A mediator appointed by the Committee may be a member or a former member but in any case must not be a person who has a personal interest in the dispute or is biased in favour of or against any party.
- 7.7 The mediator to the dispute, in conducting the mediation, must:
- give each party every opportunity to be heard
 - allow due consideration by all parties of any written statement submitted by any party
 - ensure that natural justice is accorded to the parties throughout the mediation process
 - not determine the dispute.

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

PART 8 - O AFC COMMITTEE

- 8.1 The business of the O AFC must be managed by or under the direction of a Committee. The Committee consists of a President, up to 4 Vice-Presidents, a Secretary, a Treasurer and at least 5 ordinary members elected under rule 9.12.
- 8.2 As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- 8.3 The Committee is collectively responsible for ensuring that the O AFC complies with the Act and that individual committee members comply with these Rules.
- 8.4 Committee members must exercise their powers and discharge their duties with reasonable care and diligence, in good faith in the best interests of the O AFC, and for a proper purpose.
- 8.5 Committee members and former committee members must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the O AFC.

Note

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

- 8.6 In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.
- 8.7 The Committee may:
- exercise all the powers of the O AFC except those powers that these Rules or the Act require to be exercised by general meetings of the members
 - establish subcommittees consisting of members and other persons with terms of reference it considers appropriate (see also rules 8.16-17)
 - appoint and remove staff.

Delegation

- 8.8 The Committee may delegate to a committee member, a subcommittee or staff, any of its powers and functions, other than this power of delegation or a duty imposed on the Committee by the Act or any other law.
- 8.9 The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- 8.10 The Committee may, in writing, revoke a delegation wholly or in part.

President and Vice-Presidents

- 8.11 Subject to rules 8.12-13, the President is the Chairperson for any general meetings and for any committee meetings.
- 8.12 If the President is absent or unable to preside, the Vice-Presidents present are to select one of their number to preside as Chairperson.

8.13 If the President and Vice Presidents are all absent or unable to preside, the Chairperson must in the case of:

- a committee meeting - be a committee member elected by the other committee members present
- a general meeting - be a member elected by the other members present.

Secretary

8.14 The Secretary must:

- give to the Registrar notice of his or her appointment within 14 days after the appointment
- perform any duty or function required under the Act to be performed by the secretary of an incorporated association

Example

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

- maintain the register of members in accordance with rule 5.22
- keep custody of the common seal (if any) of the O AFC (see also rules 13.4-5) and, except for the financial records referred to in rule 12.11, all books, documents and securities of the O AFC in accordance with rules 13.10-14
- subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents
- perform any other duty or function imposed on the Secretary by these Rules.

Treasurer

8.15 The Treasurer must:

- receive all moneys paid to or received by the O AFC and issue receipts for those moneys in the name of the O AFC
- ensure that all moneys received are paid into the account of the O AFC within 5 working days after receipt
- make any payments authorised by the Committee or by a general meeting from the O AFC's funds
- ensure cheques are signed by at least 2 committee members
- in the case of internet banking, ensure e-payments are authorised by 2 committee members
- ensure that the financial records of the O AFC are kept in accordance with the Act and these Rules (particularly Part 12)
- coordinate the preparation of the financial statements of the O AFC and their certification by the Committee prior to their submission to the AGM
- ensure that at least one other committee member has access to the accounts and financial records of the O AFC.

O AFC Subcommittees

8.16 Apart from the disciplinary subcommittees that might be constituted from time to time pursuant to Part 6 of these Rules and any other subcommittees, the Committee pursuant to rule 8.7 may each year also constitute:

- an Executive subcommittee comprising the President, Vice-Presidents, Secretary and Treasurer

Note

Details of Executive subcommittee operations that must be in its terms of reference include that any decisions made must be reported by the Executive subcommittee to each committee meeting

- a Coaches Appointments subcommittee for the purposes of selecting coaches for all playing teams, comprising the President and up to 4 other committee members

Note

Details of Coaches Appointments subcommittee operations that must be in its terms of reference include how and when coaching positions are to be advertised, the interviewing arrangements for applicants, the term of any coaching appointments and that it is the Committee who must approve the appointments

- a Selection subcommittee for the purposes of selecting O AFC playing teams each playing week, comprising a chairperson and any other persons approved by the Committee, O AFC coaches and the Club Captain
- a Functions subcommittee for the purposes of organising and coordinating O AFC social activities, events and lunches, comprising a committee member and other persons approved by the Committee, and in liaison with any persons nominated by the O JFC
- a Life Members subcommittee for the purposes of recommending life members to the Committee, comprising at least one committee member and at least 4 other members.

8.17 The terms of reference the Committee provides to a subcommittee must be in writing and, at least, include details on its membership/composition, purpose/objectives, operational and communications arrangements, recommendation/decision making powers and responsibilities, reporting obligations, and any other matters considered appropriate by the Committee in the circumstances.

<p>PART 9 - ELECTION OF COMMITTEE MEMBERS</p>
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9.1 After the annual report and financial statements of the O AFC have been received at an AGM, the Chairperson must declare all positions on the Committee vacant:

- if the Chairperson is not nominating for President for the new year, he or she will then hold an election for the new President
- if the Chairperson is nominating for President for the new year, he or she must vacate the Chairperson position and the members at the AGM must elect a Chairperson (usually the outgoing Secretary) for the sole purpose of holding an election for the new President.

Nominations

9.2 Prior to the election of each position at an AGM, the Chairperson must call for nominations to fill that position.

9.3 A member is eligible to be elected or appointed as a committee member if the member is 18 years or over and is entitled to vote at a general meeting.

9.4 An eligible member may nominate himself or herself; or with the member's consent, be nominated by another member.

9.5 A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

Elections

9.6 At the AGM, single separate elections must be held for the President, Vice-Presidents, Secretary, Treasurer and ordinary members of the Committee positions.

9.7 If only one member is nominated for President, the Chairperson must declare the member elected to the position. If more than one member is nominated for President, a ballot must be held in accordance with rules 9.6 and 9.13-22.

9.8 On his or her election, the new President must take over as Chairperson of the remainder of the AGM and preside over the conduct of the elections of all other committee member positions.

9.9 If the number of members nominated for the Vice-Presidents positions is 4 or less, the Chairperson must declare each of those members elected to the position. If more than 4 members are nominated for the Vice-Presidents positions, a ballot must be held in accordance with rules 9.6 and 9.13-22.

9.10 If only one member is nominated for each of the Secretary and Treasurer positions, the Chairperson must declare those members elected to the positions. If more than one member is nominated for the Secretary or the Treasurer positions, a ballot must be held in accordance with rules 9.6 and 9.13-22.

- 9.11 The AGM may by resolution decide the number of ordinary members of the Committee it wishes to hold office for the next year.
- 9.12 If the number of members nominated for the ordinary members of the Committee positions is less than or equal to the number to be elected, the Chairperson must declare each of those members elected to the positions. If the number of members nominated for the ordinary members of the Committee positions exceeds the number of ordinary members of the Committee positions to be elected, a ballot must be held in accordance with rules 9.6 and 9.13-22.

Ballots

- 9.13 If a ballot is required for the election for a position, the Chairperson must appoint a member to act as returning officer to conduct the ballot. The returning officer must not be a member nominated for the position.
- 9.14 Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- 9.15 The election must be by secret ballot.
- 9.16 The returning officer must give a blank piece of paper to each member present in person and each proxy appointed by a member.

Note

Eligibility to vote is subject to the requirements of rule 5.12.

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

- 9.17 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- 9.18 If the ballot is for more than one position, the voter must:
- write on the ballot paper the name of each candidate for whom they wish to vote
 - not write the names of more candidates than the number to be elected.
- 9.19 Ballot papers that do not comply with rules 9.17 or 9.18 are not to be counted.
- 9.20 Each compliant ballot paper (see also rules 9.17-19) on which the name of a candidate has been written counts as one vote for that candidate.
- 9.21 The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 9.22 If the returning officer is unable to declare the result of an election under rule 9.21 because 2 or more candidates received the same number of votes, the returning officer must:
- conduct a further election for the position in accordance with rules 9.15-21 to decide which of those candidates is to be elected; or
 - with the agreement of those candidates, decide by lot which of them is to be elected

Examples

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

Term of Office

- 9.23 Subject to rules 9.25 and 9.28-29, a committee member holds office until the positions of the Committee are declared vacant at the next AGM.
- 9.24 A committee member may be re-elected.

- 9.25 A general meeting may by special resolution remove a committee member from office and elect an eligible member to fill the vacant position in accordance with Part 9 of these Rules.
- 9.26 A member who is the subject of a proposed special resolution under rule 9.25 may make representations in writing to the Secretary or President of the O AFC (not exceeding a reasonable length) and may request that the representations be provided to members.
- 9.27 The Secretary or the President of the O AFC may give a copy of the representations to each member or, if they are not so given, the member may require that they be read out at the general meeting at which the special resolution is to be proposed.

Vacation of Office

- 9.28 A committee member may resign from the Committee by written notice addressed to the Committee.
- 9.29 A person ceases to be a committee member if he or she:
- ceases to be a member; or
 - fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rules 9.34-35; or
 - otherwise ceases to be a committee member by operation of section 78 of the Act.

Note

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

Filling Casual Vacancies

- 9.30 The Committee may appoint an eligible member to fill a position on the Committee that has become vacant under rules 9.28-29 or was not filled by election at the last AGM.
- 9.31 If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- 9.32 Rules 9.23-27 apply to any committee member appointed by the Committee under rule 9.30.
- 9.33 The Committee may continue to act despite any vacancy in its membership.

Leave of Absence of Committee Members

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

10. COMMITTEE MEETINGS

- 10.1 The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
- 10.2 The date, time and place of the first committee meeting in any year must be determined by the committee members as soon as practicable after the AGM at which the committee members were elected.
- 10.3 Special committee meetings may be convened by the President or by any 4 committee members.

Notice of Meetings

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

Urgent Meetings

- 10.8 In cases of urgency, a committee meeting can be held without notice being given in accordance with rules 10.4-7 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- 10.9 Any resolution made at the urgent committee meeting must be passed by an absolute majority of the Committee.
- 10.10 The only business that may be conducted at an urgent committee meeting is the business for which the urgent committee meeting is convened.

Procedure and Order of Business

- 10.11 The procedure to be followed at a committee meeting must be determined from time to time by the Committee.
- 10.12 The order of business may be determined by the committee members present at the committee meeting.

Use of Technology

- 10.13 A committee member who is not physically present at a committee meeting may participate in the committee meeting by the use of technology that allows that committee member and the committee members present at the committee meeting to clearly and simultaneously communicate with each other.
- 10.14 For the purposes of Parts 8-10 of these Rules, a committee member participating in a committee meeting as permitted under rule 10.13 is taken to be present at the committee meeting and, if the member votes at the committee meeting, is taken to have voted in person.

Quorum

- 10.15 No business may be conducted at a committee meeting unless a quorum is present. The quorum for a committee meeting is the presence (in person or as allowed under rules 10.13-14) of a majority of the committee members holding office.
- 10.16 If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - in the case of a special committee meeting - the meeting lapses
 - in any other case - the committee meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the committee meeting is adjourned must be given in accordance with rules 10.4-7.

Voting

- 10.17 On any question arising at a committee meeting, each committee member present at the committee meeting has one vote.
- 10.18 A motion is carried if a majority of committee members present at the committee meeting vote in favour of the motion.
- 10.19 Rule 10.18 does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- 10.20 If votes are divided equally on a question, the Chairperson has a second or casting vote.
- 10.21 Voting by proxy is not permitted.

Conflict of Interest

- 10.22 A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- 10.23 The committee member must not be present while the matter is being considered at the committee meeting and must not vote on the matter.

Note

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

- 10.24 Rules 10.22-23 do not apply to a material personal interest that:
- exists only because the committee member belongs to a class of persons for whose benefit the OAFC is established; or
 - the committee member has in common with all, or a substantial proportion of, the members.

Minutes of Meetings

- 10.25 The Committee must ensure that minutes are taken and kept of each committee meeting. The minutes must record the following:
- the names of the committee members in attendance at the committee meeting
 - the business considered at the committee meeting
 - any resolution on which a vote is taken and the result of the vote
 - any material personal interest disclosed under rule 10.22.

PART 11 - GENERAL MEETINGS OF THE OAFC

Annual General Meetings

- 11.1 The Committee must convene an AGM to be held within 5 months after the end of each financial year.
- 11.2 The Committee must determine the date, time and place of the AGM.

Note

The date of the AGM should also comply with any related Victorian Amateur Football Association timeline requirements.

11.3 The ordinary business of the AGM is to:

- confirm the minutes of the previous AGM and of any special general meeting held since then
- receive and consider:
 - the annual report of the Committee on the activities of the O AFC during the preceding financial year
 - the financial statements of the O AFC for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act
- elect the new committee members
- confirm or vary the amount of the annual membership fee(s)
- appoint the persons who will undertake the independent review of the financial statements of the O AFC consistent with section 96 of the Act prior to their submission to the next AGM.

11.4 The AGM may also conduct any other business of which notice has been given in accordance with these Rules.

Special General Meetings

11.5 Any general meeting other than an AGM or a disciplinary appeal meeting is a special general meeting.

11.6 The Committee may convene a special general meeting whenever it thinks fit. No business other than that set out in the notice under rules 11.12-13 may be conducted at the special general meeting.

Note

General business may be considered at the special general meeting if it is included as an item for consideration in the notice under rules 11.12-13 and the majority of members at the special general meeting agree.

11.7 The Committee must convene a special general meeting if a request to do so is made in accordance with rule 11.8 by at least 10% of the total number of members.

11.8 A request for a special general meeting under rule 11.7 must:

- be in writing
- state the business to be considered at the special general meeting and any resolutions to be proposed
- include the names and signatures of the members requesting the special general meeting
- be given to the Secretary.

11.9 If the Committee does not convene a special general meeting requested under rule 11.7 within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

11.10 A special general meeting convened by members under rule 11.9 must be held within 3 months after the date on which the original request was made and may only consider the business stated in that request.

11.11 The O AFC must reimburse all reasonable expenses incurred by the members convening a special general meeting under rule 11.9.

Notice of General Meetings

11.12 The Secretary (or, in the case of a special general meeting convened under rule 11.9, the members convening the special general meeting) must give to each member:

- at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- at least 14 days' notice of a general meeting in any other case.

11.13 The notice must:

- specify the date, time and place of the general meeting
- indicate the general nature of each item of business to be considered at the general meeting
- if a special resolution is to be proposed:
 - state in full the proposed resolution; and
 - state the intention to propose the resolution as a special resolution
- comply with rule 11.18.

11.14 Rules 11.12-13 do not apply to a disciplinary appeal meeting, as rules 6.12-13 set out the requirements for the notice of a disciplinary appeal meeting.

Proxies

11.15 A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.

11.16 The appointment of a proxy must be in writing in the form provided for by Attachment B to these Rules and signed by the member making the appointment.

11.17 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

11.18 Notice of a general meeting given to a member under rules 11.12-13 must:

- state that the member may appoint another member as a proxy for the general meeting
- include a copy of the form approved for the appointment of a proxy (Attachment B to these Rules).

11.19 A form appointing a proxy must be given to the Chairperson before or at the commencement of the general meeting.

11.20 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the OAFCA no later than 24 hours before the commencement of the general meeting.

Use of Technology

11.21 A member not physically present at a general meeting may be permitted to participate in the general meeting by the use of technology that allows that member and the members present at the general meeting to clearly and simultaneously communicate with each other.

11.22 For the purposes of Part 11, a member participating in a general meeting as permitted under rule 11.21 is taken to be present at the general meeting and, if the member votes at the general meeting, is taken to have voted in person.

Quorum at General Meetings

11.23 No business may be conducted at a general meeting unless a quorum of members is present. The quorum for a general meeting is the presence (physically, by proxy or as allowed under rules 11.21-22) of 10% of the members entitled to vote.

11.24 If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:

- in the case of a special general meeting convened by or at the request of members under rules 11.7-10, the special general meeting must be dissolved

Note

If a special general meeting convened by, or at the request of, members is dissolved under this rule, the business that was to have been considered at the special general meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special general meeting, the members must make a new request under rules 11.7-8

- in any other case:
 - the general meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - notice of the date, time and place to which the general meeting is adjourned must be given at the general meeting and confirmed by written notice given to all members as soon as practicable after the general meeting.

11.25 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under the second dot point of rule 11.24, the members present at the general meeting (if not fewer than 3) may proceed with the business of the general meeting as if a quorum were present.

Adjournment of General Meetings

11.26 The Chairperson at a general meeting at which a quorum is present may, with the consent of a majority of members present at the general meeting, adjourn the general meeting to another time at the same place or at another place.

11.27 Without limiting rule 11.26, a general meeting may be adjourned if there is insufficient time to deal with the business at hand or to give the members more time to consider an item of business.

Example

The members may wish to have more time to examine the financial statements submitted by the Committee at an AGM.

11.28 No business may be conducted on the resumption of an adjourned general meeting other than the business that remained unfinished when the general meeting was adjourned.

11.29 Notice of the adjournment of a general meeting under rules 11.26-29 is not required unless the general meeting is adjourned for 14 days or more, in which case notice of the general meeting must be given in accordance with rules 11.12-13.

Voting at General Meetings

11.30 On any question arising at a general meeting:

- subject to rule 11.32, each member who is entitled to vote has one vote
- members may vote personally or by proxy
- except in the case of a special resolution, the question must be decided on a majority of votes.

11.31 If votes are divided equally on a question, the Chairperson has a second or casting vote.

11.32 If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that general meeting may vote.

11.33 Rules 11.30-32 do not apply to a vote at a disciplinary appeal meeting conducted under rules 6.14-17.

Special Resolutions

11.34 A special resolution is passed if not less than 75% of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required to remove a committee member from office; or to alter these Rules, including changing the name or any of the purposes of the OAFIC.

Determining Whether Resolution Carried

11.35 Subject to rule 11.36, the Chairperson may on the basis of a show of hands declare that a resolution has been:

- carried; or
- carried unanimously; or
- carried by a particular majority; or
- lost

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

11.36 If a poll (where votes are cast in writing) is demanded by 3 or more members on any question, the poll must be taken at the general meeting in the manner determined by the Chairperson and the Chairperson must declare the result of the resolution on the basis of the poll.

11.37 A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

11.38 A poll demanded on any other question must be taken before the close of the general meeting at a time determined by the Chairperson.

Minutes of General Meetings

11.39 The Committee must ensure that minutes are taken and kept of each general meeting.

11.40 The minutes must record the business considered at the general meeting, any resolution on which a vote is taken and the result of the vote.

11.41 In addition, the minutes of each AGM must include:

- the names of the members attending the AGM
- proxy forms given to the Chairperson under rule 11.19
- the financial statements submitted to the members in accordance with rule 11.3
- the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the O AFC
- any reviewed accounts and the report of the independent review of the financial statements of the O AFC that has been undertaken consistent with section 96 of the Act.

PART 12 – O AFC FINANCIAL MATTERS

12.1 The financial year of the O AFC is each period of 12 months ending on 16 October.

12.2 The funds of the O AFC may be derived from annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

12.3 The O AFC must open an account(s) with a financial institution(s) from which all expenditure of the O AFC is made and into which all of the O AFC's revenue is deposited.

12.4 Subject to any restrictions imposed by a general meeting, the Committee may approve expenditure on behalf of the O AFC.

12.5 The Committee may authorise the Treasurer to expend funds on behalf of the O AFC (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.

12.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.

- 12.7 All funds of the O AFC must be deposited into the financial account(s) of the O AFC no later than 5 working days after receipt.
- 12.8 With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- 12.9 The O AFC must keep financial records that correctly record and explain its transactions, financial position and performance; and enable financial statements to be prepared as required by the Act.
- 12.10 The O AFC must retain the financial records for 7 years after the transactions covered by the records are completed.
- 12.11 The Treasurer must keep in his or her custody, or under his or her control, the financial records for the current financial year and any other financial records as authorised by the Committee.
- 12.12 For each financial year, the Committee must ensure that the requirements under the Act and these Rules relating to the financial statements of the O AFC are met.
- 12.13 Without limiting rule 12.12 those requirements include:
- the preparation of the financial statements
 - the report of the independent review of the financial statements of the O AFC that has been undertaken consistent with section 96 of the Act
 - the certification of the financial statements by the Committee
 - the submission of the financial statements to the AGM
 - the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 13 - GENERAL MATTERS

Club/Team Leaders

- 13.1 Each year, the Committee must appoint a Club Captain (this person is also captain of the senior playing side).
- 13.2 Each year, the Committee must also appoint captains for each other playing side and such number of vice-captains and deputy vice-captains it considers appropriate for each team that year.
- 13.3 The Selection subcommittee must each year provide to the Committee for the Committee's approval its recommendations regarding all club/team leader positions under rules 13.1-2.

Common Seal

- 13.4 The O AFC may have a common seal.
- 13.5 If the O AFC has a common seal:
- the name of the O AFC must appear in legible characters on the common seal
 - a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of 2 committee members
 - the common seal must be kept in the custody of the Secretary.

Registered Address

- 13.6 The registered address of the O AFC is the address determined from time to time by resolution of the Committee; or if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

Notice Requirements

- 13.7 Any notice required to be given to a member or a committee member under these Rules may be given by:
- handing the notice to the member personally; or
 - sending it by post to the member at the address recorded for the member on the register of members; or
 - email or facsimile transmission.
- 13.8 Rule 13.7 does not apply to notice given under rules 10.8-10.
- 13.9 Any notice required to be given to the O AFC or the Committee may be given:
- by handing the notice to a committee member; or
 - by sending the notice by post to the registered address; or
 - by leaving the notice at the registered address; or
 - if the Committee determines that it is appropriate in the circumstances:
 - by email to the email address of the O AFC or the Secretary; or
 - by facsimile transmission to the facsimile number of the O AFC or the Secretary.

Custody and Inspection of Books and Records

- 13.10 Members may on request inspect free of charge:
- the register of members
 - the minutes of general meetings
 - subject to rule 13.11, the financial records, books, securities and any other relevant document of the O AFC, including minutes of committee meetings.

Note

See note following rule 5.23 for details of access to the register of members.

- 13.11 The Committee may refuse to permit a member to inspect records of the O AFC that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the O AFC.
- 13.12 The Committee must on request make copies of these Rules available to members and applicants for membership free of charge.
- 13.13 Subject to rule 13.11, a member may make a copy of any of the other records of the O AFC referred to in rules 13.10-14 and the O AFC may charge a reasonable fee for provision of a copy of such a record.
- 13.14 For the purposes of rules 13.10-13, *relevant documents* means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the O AFC and includes the following:
- its membership records
 - its financial statements
 - its financial records
 - records and documents relating to transactions, dealings, business or property of the O AFC.

Winding Up and Cancellation

- 13.15 The O AFC may be wound up voluntarily by special resolution.
- 13.16 In the event of the winding up or the cancellation of the incorporation of the O AFC, the surplus assets of the O AFC must not be distributed to any members or former members of the O AFC.

- 13.17 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the OAFC and which is not carried on for the profit or gain of its individual members.
- 13.18 The body to which the surplus assets are to be given must be decided by special resolution.

Alteration of Rules

- 13.19 These Rules may only be altered by special resolution of a general meeting.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar.

PART 14 - TRANSITION OF OAFC FROM OLD RULES TO NEW RULES

- 14.1 This Part of these Rules deals with the transition of the OAFC from the 'old' OAFC rules to these new Rules. This Part of these Rules is in addition to those matters covered by Part 16 and Schedule 4 of the Act.
- 14.2 For the purposes of Part 5 of these Rules, all previous members under part 3 of the old rules continue as members under Part 5 of these Rules and therefore do not have to reapply for membership. The register of members under rule 5.22 will record these previous members, their original date of membership and the other requirements of the register of members.
- 14.3 For the purposes of Part 9 of these Rules, those committee members elected at the OAFC AGM on 9 December 2013 continue in those positions until the next AGM, unless he/she is removed from office pursuant to rule 9.25 or ceases to be a committee member pursuant to rules 9.28-29.

Note

While rule 8.1 now only provides for 4 Vice-Presidents, all Vice-Presidents elected at the 2013 AGM on 9 December 2013 may continue until their position is vacated at the 2014 AGM. In the above circumstances, if a Vice-President subsequently resigns their position in the 2014 year, the option to replace must not be exercised until the number of Vice-Presidents that would remain would be less than 4.

- 14.4 For the purposes of rule 12.3, the following accounts established under the old rules continue as if established under rule 12.3:

OAFC Statement Account
Bendigo Bank
BSB: 633 108
Account No: 140906173

OAFC Savings Account
Bendigo Bank
BSB: 633 108
Account No: 141477976

- 14.5 Reflective of and to accommodate the new financial year of the OAFC at rule 12.1, the 2013/14 financial year will be 1 November 2013 to 16 October 2014.

ORMOND AMATEUR FOOTBALL CLUB INCORPORATED			
APPLICATION FOR MEMBERSHIP			
NAME			
ADDRESS			
EMAIL ADDRESS			
TELEPHONE		MOBILE	
I wish to become a member/associate member (delete whichever does not apply) of the Ormond Amateur Football Club Incorporated as provided for under Part 5 of the Rules of the Ormond Amateur Football Club Incorporated.			
I state that I will support the purposes of the Ormond Amateur Football Club Incorporated as provided for by Part 2 of the Rules of the Ormond Amateur Football Club Incorporated.			
I agree to comply with the Rules of the Ormond Amateur Football Club Incorporated.			
ANNUAL MEMBERSHIP FEE			
<i>Delete those options that do not apply</i>			
I enclose the annual membership fee payable by a member/associate member (delete whichever does not apply) pursuant to Part 5 of the Rules of the Ormond Amateur Football Club Incorporated.			
I will pay the annual membership fee payable by a member/associate member (delete whichever does not apply) pursuant to Part 5 of the Rules of the Ormond Amateur Football Club Incorporated immediately after the Committee accepts my application.			
I provide the following details to enable payment of the annual membership fee payable by a member/associate member (delete whichever does not apply) pursuant to Part 5 of the Rules of the Ormond Amateur Football Club Incorporated:			
Card Type (Master Card or Visa only)		Credit Card No.	
Name on Credit Card		Expiry Date	
SIGNATURE			
DATE			
COMMITTEE RESOLUTION AND MEMBERSHIP COMMENCEMENT			
Pursuant to rule 5.4 of the Rules of the Ormond Amateur Football Club Incorporated, the Committee accepts/rejects (delete whichever does not apply) the above application by			
<i>As applicable</i>			
The Committee resolution to accept the application is recorded in the minutes of the committee meeting on			
Applicant became a member/associate member (delete whichever is not applicable) on			
SECRETARY			
Member/associate member (delete whichever is not applicable) details entered in the Register of Members.			
SIGNATURE			
DATE			

ORMOND AMATEUR FOOTBALL CLUB INCORPORATED	
APPOINTMENT OF PROXY	
NAME OF PERSON APPOINTING THE PROXY	
SIGNATURE	
DATE	
NAME OF THE PROXY	
DATE OF MEETING FOR USE OF PROXY	
Consistent with rules 11.15-20 of the Rules of the Ormond Amateur Football Club Incorporated I,, appoint the person named above as my proxy for the purposes of	
SPECIFIC DIRECTIONS <i>(as might be applicable – refer rule 11.17)</i>	
CHAIRPERSON ACKNOWLEDGEMENT OF RECEIPT OF PROXY	
Consistent with rule 11.19 of the Rules of the Ormond Amateur Football Club Incorporated, I acknowledge receipt of the above appointment of proxy <i>Delete following if not applicable</i> The appointment of proxy is of no effect as it was received less than 24 hours before the date of the meeting for which it was to be used.	
SIGNATURE	
DATE	