

**ASSOCIATIONS
INCORPORATION REFORM
ACT (2012)**

**RULES OF THE ASSOCIATION
PARK ORCHARDS FOOTBALL
NETBALL CLUB**

For an

**INCORPORATED
ASSOCIATION**

RULES OF THE ASSOCIATION
PARK ORCHARDS FOOTBALL NETBALL CLUB

1 Name and Purposes

- (1) The name of the incorporated association is the Park Orchards Football Netball Club (in these Rules called "the Association").
- (2) The purposes of this Association are –
 - (a) To develop, promote and provide football and netball related activities in the Park Orchards, North Ringwood and surrounding areas.
 - (b) To promote the development of sporting facilities for the benefit of members of the Park Orchards, North Ringwood and surrounding Communities.
 - (c) To develop and provide a safe and healthy social and sporting environment for all members and local residents.
 - (d) To arrange and provide social activities for the enjoyment of all members.
 - (e) To provide rules for the sound administration of the Park Orchards Football Netball Club for the betterment of the members and local residents.
 - (f) To raise funds to further the objectives of the Park Orchards Football Netball Club for benefit of the members and local residents.
 - (g) To assist in the development of football at Under 18, 19, Reserves and Senior levels.
 - (h) To assist in the development of Netball at senior age levels.
 - (i) To provide a player pathway for Park Orchards North Ringwood Parish Junior Football Club players to continue with their football beyond Under 17's with a focus on providing past players with a game in Under 18's, 19's, Reserves and Seniors with intention to ensure a strong presence of Park Orchards North Ringwood Parish Junior Football Club past players in the Park Orchards Football Netball Club teams wherever possible.
 - (j) To develop, and maintain strong affiliation with the Park Orchards North Ringwood Parish Junior Football Club and to provide a positive, successful football and netball club with football and netball development and a social environment which will provide players and the community with a culture to enjoy local football and netball whilst assisting in attracting and retraining players and members.

2 Definitions

(1) In these Rules, unless the contrary intention appears—

Committee means the Committee of management of the Association;

financial year means the year ending on 31 October;

general meeting means a general meeting of members convened in accordance with rule 12;

member means a member of the Association set out in Rule 4;

ordinary member of the Committee means a member of the Committee who is not an officer of the Association under rule 21;

Player means a person registered to play Australian Rules Football with the Association;

Regulations means regulations under the Act;

special general meeting means a special general meeting of members convened in accordance with Rule 10;

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

the Act means the **Associations Incorporation Reform Act 2012..**

3 Alteration of the rules

(1) These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

(2) These Rules, including this entire Rule 3, may only be altered by special resolution of a general meeting of the Association.

(3) Notwithstanding anything contained in these Rules to the contrary, no decision by the Committee a Special Meeting or General Meeting of the Association shall be passed in relation to the following matters unless passed by the Junior Club Members only at a separate Special Meeting of Park Orchards North Ringwood Parish Junior Football Club:

(i) amendments to Association Rules;

(ii) the Association logo, playing jumper and team song;

- (iii) the Association home ground location;
- (iv) the League in which Association Under 18, 19, Reserve and Senior football teams play.
- (v) the affiliation and player pathway arrangements with Park Orchards North Ringwood Parish Junior Football Club.

4 Membership, entry fees and subscription

- (1) A person who supports the purposes of the Association and who applies and is approved for membership as provided in these Rules is eligible to be a member of the Association on payment of the annual fee payable under these Rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless—
 - (a) he or she applies for membership in accordance with subrule (3); and
 - (b) the admission as a member is approved by the Committee.
- (3) An application of a person for membership of the Association must—
 - (a) be made in writing in the form set out in Appendix 1; and
 - (b) be lodged with the Secretary of the Association.
- (4) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- (5) The Committee must determine whether to approve or reject the application.
- (6) If the Committee approves an application for membership, the Secretary must request payment within 28 days after receipt of the notification of the sum payable under these Rules as the annual fee.
- (7) The Secretary must, within 28 days after receipt of the amounts referred to in subrule (6), enter the applicant's name in the register of members.
- (8) An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members subject to payment of the annual fee being made in full (except for Junior Club members).

- (9) If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected. No reason need be given for the rejection of an application.
- (10) A right, privilege, or obligation of a person by reason of membership of the Association—
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership..
- (11) The annual subscription is the annual fee set out in Appendix 4 and is for a period of 12 months.
- (12) The membership shall be the following categories:

‘Ordinary Member’ means:

- I. A financial non player including parents/guardians of a Player who is under 18 years of age; or
- II. A financial senior Player (ie. over 18 years of age).

‘Life Member’ means a person who is given life membership of the Association by nomination of the Committee.

‘Foundation Member’ means no more than fifty (50) persons who contributed as a founding member of the Association the sum of \$1,000.

‘Junior Club Member’ means a financial member of the Park Orchards North Ringwood Parish Junior Football Club who is over 18 years if age. For the avoidance of doubt a Junior Club Member is not required to pay the annual fee to the Association.

4A General rights of members

- (1) All members of the Association have the right —
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to attend and be heard at general meetings; and
 - (c) to have access to the minutes of general meetings and other documents of the Association as provided under rule 36; and
 - (d) to inspect the register of members.

- (2) In addition to subrule (1), a member of the Association who is eligible to vote also has the right —
- (a) to submit items of business for consideration at a general meeting; and
 - (b) to vote in accordance with these Rules; and
 - (c) to be appointed or nominated for a position on the Committee.
- (3) A member is eligible to vote if—
- (a) more than 10 business days have passed since he or she became a member of the Association; and
 - (b) the member has paid the relevant annual fee (if any); and
 - (c) the member's membership rights are not suspended for any reason.

5 Register of members

- (1) The Secretary must keep and maintain a register of members that includes—
- (a) for each current member—
 - (i) the member's name;
 - (ii) the address for notice last given by the member;
 - (iii) the email address for notice last given by the member;
 - (iv) the date of becoming a member;
 - (v) the class of membership;
 - (vi) if the membership is subject to any restrictions, conditions or limitations, a note to that effect;
 - (vii) any other information determined by the Committee; and
 - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

Note

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

6 Ceasing membership

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- (3) A member of the Association who has paid all moneys due and payable by a member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.
- (4) A member is taken to have resigned if—
 - (a) the member's annual fee is more than 2 months in arrears; or
 - (b) where no annual fee is payable—
 - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
 - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

7 Discipline, suspension and expulsion of members

- (1) Subject to these Rules, if the Committee is of the opinion that a member has refused or neglected to comply with these Rules, refuses to support the Purposes of the Association, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Committee may by resolution—
 - (a) suspend that member from membership of the Association for a specified period; or
 - (b) expel that member from the Association; or
 - (c) fine that member an amount not exceeding \$500

- (2) A resolution of the Committee under sub rule (1) does not take effect unless—
 - (a) at a meeting held in accordance with sub rule (3), the Committee confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- (3) A meeting of the Committee to confirm or revoke a resolution passed under sub rule (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 sub rule (4).
- (4) For the purposes of giving notice in accordance with sub rule (3), the Secretary must, as soon as practicable, cause to be given to the member a written notice—
 - (a) setting out the resolution of the Committee and the grounds on which it is based; and
 - (b) stating that the member, 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; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following—
 - (i) attend that meeting;
 - (ii) give to the Committee before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the member 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 Association in general meeting against the resolution.
- (5) At a meeting of the Committee to confirm or revoke a resolution passed under sub rule (1), the Committee must—
 - (a) give the member, or his or her representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.

- (6) If at the meeting of the Committee, the Committee confirms the resolution, the member 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 Association in general meeting against the resolution.
- (7) If the Secretary receives a notice under sub rule (6), he or she must notify the Committee and the Committee must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- (8) At a general meeting of the Association convened under sub rule (7)-
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Committee may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members eligible to vote who are present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) A resolution is confirmed if, at the general meeting, not less than two-thirds of the members (who are eligible to vote) vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these Rules between—
 - (a) a member and another member; or
 - (b) a member and the Association.; or
 - (c) a member and the Committee.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure under rule 7 until the disciplinary procedure has been completed.

- (3) 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.
- (4) 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.
- (5) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (6) A member of the Association can be a mediator.
- (7) The mediator must not be a person who—
 - (a) is a party to the dispute; or
 - (b) has a personal interest in the dispute; or
 - (c) is biased in favour of or against any party.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) The mediator, in conducting the mediation, must—
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9 Annual general meetings

- (1) The Committee must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite subrule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Committee may determine the date, time and place of the annual general meeting of the Association.
- (4) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (5) The ordinary business of the annual general meeting shall be—
 - (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive and consider –
 - (i) The annual report from the Committee on the activities of the Association during the last preceding financial year; and
 - (ii) The financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act; and
 - (c) to elect officers of the Association and the ordinary members of the Committee.
- (6) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

10 Special general meetings

- (1) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (2) All general meetings other than the annual general meeting are special general meetings.
- (3) The Committee may, whenever it thinks fit, convene a special general meeting of the Association.

- (4) If, but for this sub rule, more than 15 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period.
- (5) The Committee must, on the request in writing of members representing not less than 10 per cent of the total number of members eligible to vote, convene a special general meeting of the Association.
- (6) The request for a special general meeting must—
 - (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting; and
 - (c) be sent to the address of the Secretary.
- (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 eligible to vote making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
- (8) If a special general meeting is convened by members eligible to vote in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

11 Special business

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 rules as ordinary business of the annual general meeting, is deemed to be special business.

12 Notice of general meetings

- (1) The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause a notice to be sent to each member of the Association.
- (2) The notice must—

- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution; and
 - (d) state that a member eligible to vote may appoint another member who is eligible to vote as a proxy for the meeting; and
 - (e) include a copy of any form that the Committee has approved for the appointment of a proxy.
- (3) Notice may be sent—
- (a) by prepaid post to the address appearing in the register of members; or
 - (b) by facsimile transmission; or
 - (c) electronic transmission (i.e. email).
- (4) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (5) A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13 Quorum at general meetings

- (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 considering that item.
- (2) Twenty (20) members who are eligible to vote personally present constitute a quorum for the conduct of the business of a general meeting.
- (3) If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present—
 - (i) in the case of a meeting convened upon the request of members—the meeting must be dissolved; and

- (ii) 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.
- (4) 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 eligible to vote personally present being not less than fifteen (15) shall be a quorum.

14 Presiding at general meetings

- (1) The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association.
- (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.

15 Adjournment of meetings

- (1) The person presiding may, with the consent of a majority of members eligible to vote present at the meeting, adjourn the meeting from time to time and place to place.
- (2) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (3) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (4) Except as provided in sub rule (3), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16 Voting at general meetings

- (1) Upon any question arising at a general meeting of the Association, a member eligible to vote has one vote only.
- (2) All votes must be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17 Poll at general meetings

- (1) If at a meeting a poll on any question is demanded by not less than ten (10) members eligible to vote, 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 question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

18 Manner of determining whether resolution carried

- (1) If a question arising at a general meeting of the Association is determined on a show of hands—
 - (a) a declaration by the Chairperson that a resolution has been—
 - (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by a particular majority; or
 - (iv) lost; and
 - (b) an entry to that effect in the minute book of the Association—is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

19 Proxies

- (1) Each member eligible to vote is entitled to appoint another member eligible to vote as a proxy by notice given to the Secretary no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be—
 - (a) for a meeting of the Association convened under rule 7(7), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

19A Special resolutions

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

Note

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

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

20 Committee of management

- (1) The affairs of the Association shall be managed by the Committee of management.
- (2) The Committee—
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- (3) Subject to section 77 of the Act, the Committee shall consist of—
 - (a) the officers of the Association; and
 - (b) no more than eight (8) ordinary members—

each of whom shall be elected at the annual general meeting of the Association in each year.
- (4) One member of the Committee at any particular time shall also be appointed as the affiliation representative to develop and maintain strong affiliation with the Park Orchards North Ringwood Parish Junior Football Club.

- (5) A member must be eligible to vote in order to be eligible to be elected or appointed to be a member of the committee.

20A General Duties

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

Note

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

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

21 Office holders

- (1) The officers of the Association shall be—
- (a) a President;
 - (b) a Vice-President (Director of Football);

- (c) a Treasurer; and
 - (d) a Secretary.
- (2) The provisions of rule 23, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in subrule (1).
 - (3) Each officer of the Association shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in subrule (1), the Committee may appoint one of its members to the vacant office provided that such appointment is in accordance with rule 24 and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the appointment.
 - (5) Notwithstanding subrule (4), if the position of Secretary becomes vacant, the Committee must appoint a member to the position in accordance with rule 24 within 14 days after the vacancy arises.

22 Ordinary members of the Committee

- (1) Subject to these Rules, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.
- (2) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Association to fill the vacancy provided that the appointment is in accordance with Rule 24 and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23 Election of officers and ordinary Committee members

- (1) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be—
 - (a) made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

- (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) A candidate may only be nominated for one office, or as an ordinary member of the Committee, prior to the annual general meeting.
- (3) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (5) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of officers and ordinary members of the Committee must be conducted at the annual general meeting in such manner as the Committee may direct.

24 Vacancies

- (1) The office of an officer of the Association, or of an ordinary member of the Committee, becomes vacant if the officer or member—
 - (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (c) resigns from office by notice in writing given to the Secretary; or
 - (d) becomes a represented person within the meaning of the section 3 of the *Guardianship and Administration Act 1986* ; or
 - (e) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 24A; or
 - (f) 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.

- (2) The Committee may appoint an eligible member of the Association to fill a position on the Committee that has become vacant under subrule (1).
- (3) Subject to Rule 27(1), the Committee may continue to act despite any vacancy in its membership.

24A Leave of absence

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) 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.

25 Meetings of the Committee

- (1) The Committee must meet at least 3 times in each year at such place and such times as the Committee may determine.
- (2) Special meetings of the Committee may be convened by the President or by any 4 members of the Committee.
- (3) The Committee may at any time by resolution –
 - (a) establish one or more sub-committees whether of continuing nature or for specific purpose as designated by the Committee.
 - (b) delegate any of its powers to any person or sub-committee but such person or sub-committee shall be responsible to and under the control of the Committee and all action taken by such person or sub-committee shall be forthwith reported to the Committee for approval or otherwise. Any such person or sub-committee shall be appointed from Members.
- (4) The Committee shall have the power to make, repeal and amend by-laws not inconsistent with these Rules, notice of motion of any proposal to make, repeal or amend by-laws shall be given to the Committee not later than 7 days prior to the meeting of the Committee and no by-law or amendments or repeal thereof shall be binding upon Members of the Association until published by notice in writing to the Members.

- (5) All acts done by or with the authority of the Committee or of any sub-committee shall be deemed to be duly authorised notwithstanding that it shall be afterwards discovered that there was some defect in the convening or constitution of the Meeting of the Committee or of the sub-committee.

- (6) The President, or in his absence, the Vice-President, or in his absence, the Secretary and Treasurer may call for a resolution to be passed without a meeting on basis of circular resolution being sent to all Committee Members by email to their normal email addresses detailing the reason for the resolution, why it is urgent and cannot wait until the next scheduled meeting and the resolution being sought for approval or otherwise. Should a majority of Committee members reply to the circular in the affirmative the circular resolution is carried, if a majority of Committee Members reply to the circular resolution in the negative the circular resolution is not carried, should there be an equality of votes the circular resolution is not carried. All replies are to be made to the Secretary of the Association and copied to all Committee Members.

26 Notice of Committee meetings

- (1) Written notice by electronic transmission of each Committee meeting must be given to each member of the Committee at least 2 business days before the date of the meeting.

- (2) Written notice must be given to members of the Committee of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

27 Quorum for Committee meetings

- (1) Any 4 members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.

- (2) No business may be conducted unless a quorum is present.

- (3) If within half an hour of the time appointed for the meeting a quorum is not present—
 - (i) in the case of a special meeting—the meeting lapses;

- (ii) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.

28 Presiding at Committee meetings

At meetings of the Committee—

- (a) the President or, in the President's absence, the Vice-President presides; or
- (b) if the President and the Vice-President are absent, or are unable to preside, the members present must choose one of their number to preside.

29 Voting at Committee meetings

- (1) Questions arising at a meeting of the Committee, or at a meeting of any subcommittee appointed by the Committee, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- (2) Each member present at a meeting of the Committee, or at a meeting of any subcommittee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

30 Removal of Committee member

- (1) The Association in general meeting may, by special resolution, 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.
- (2) A member who is the subject of a proposed special resolution referred to in subrule (1) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (3) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

30A Conflict of interest

- (1) 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.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

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

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

31 Minutes of meetings

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) 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.
- (3) In addition, the minutes of each annual general meeting must include—
 - (a) the names of the members attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting; and
 - (c) the financial statements submitted to the members in accordance with rule 32C; and
 - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

- (4) The Committee must ensure that minutes are taken and kept of each committee meeting. The minutes must record the following—
- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under rule 30A.

31A Secretary

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

Example

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

- (2) The Secretary must—
- (a) maintain the register of members in accordance with rule 5; and
 - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 32B(3), all books, documents and securities of the Association in accordance with rules 33 and 36; and
 - (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
 - (d) perform any other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

32 Treasurer

- (1) The Treasurer of the Association must—
- (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

- (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed in accordance with subrule (3).
 - (e) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (f) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (2) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

32A Funds

- (1) The funds of the Association shall be derived from Foundation member contributions, annual fees, donations, sponsorship and such other sources as the Committee determines.
- (2) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (3) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- (4) The Committee may authorise the Treasurer to expend funds on behalf of the Association (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.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

- (6) 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.

32B Financial records

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

32C Financial statements

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting subrule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Committee;
 - (d) the submission of the financial statements to the annual general meeting of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

33 Seal

- (1) The common seal of the Association must be kept in the custody of the Secretary.

- (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 Association.

34 Notice to members

Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by—

- (a) delivering the notice to the member personally; or
- (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (c) facsimile transmission to the member at the member's facsimile number shown in the Register of Members; or
- (d) electronic transmission to the member at the member's email address shown in the Register of Members

35 Winding up

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

36 Custody and inspection of books and records

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.

- (2) Members may on request inspect free of charge—
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to subrule (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

Note

See note following rule 5 for details of access to the register of members.

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

relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

37 Official Team Colours, Emblem, Song

- (1) The official team playing colours shall be set out in a picture below.
 - (2) The official team emblem shall be a shark. The Park Orchards Football Netball Club has two official emblems as set out in Appendix 5. .
 - (3) The official team song shall be as set out below.
 - (4) The official home ground shall be Domeney Reserve Knees Road Park Orchards 3114.
-

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF PARK ORCHARDS FOOTBALL
NETBALL CLUB**

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED
UNDER RULE 7(7)**

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the appeal to the general meeting of the Association convened under rule 7(7), 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 rule 7(1)]*

Signed

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of

(name of Incorporated Association)

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote on my behalf at the *annual/*special general meeting of the Association to be held on—

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote *in favour of/*against the following resolution: [*insert details of resolution*]

Signed

Date

*Delete if not applicable

APPENDIX 4

SCHEDULE OF FEES

<i>Fee</i>	<i>Amount</i>
Entrance fee	
Annual subscription fee	to be determined by the Committee from time to time.

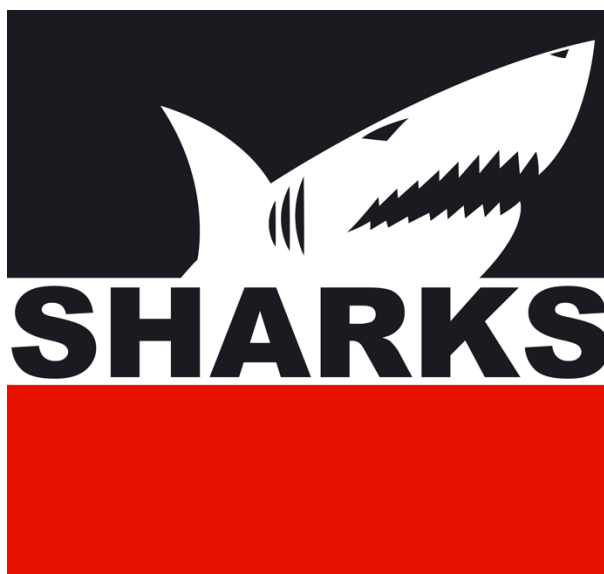
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APPENDIX 5

THE OFFICIAL CLUB EMBLEM

The below logo is to be used as follows:

- On the Clubs Honour Boards
- For historical correspondence
- Signage within the Club's facility
- Website content pages when referring to the history of the club and junior club
- The Club's Playing Jumpers



The below logo is to be used as follows:

- On Club's apparel and merchandise
- On any social media formats
- On the Club signage (excluding the Clubs Honour Board)



