
DAYLESFORD & HEPBURN
UNITED SC

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DAYLESFORD AND HEPBURN UNITED SOCCER CLUB INC.

Effective From [Date]

Model Club Constitution

A0012800W

Daylesford and Hepburn United Soccer Club Inc.

CONSUMER AFFAIRS VICTORIA

Associations Incorporation Reform Act 2012

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Note

The persons who from time to time are members of the Association 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 Association and its members.

1. Preliminary

1.1. Name

The name of the incorporated association is “Daylesford and Hepburn United Soccer Club Incorporated”.

Note

Under section 23 of the Act, the name of the association and its registration number must appear on all its business documents.

1.2. Purposes

The purposes of the association are —

a. be a member of Football Victoria and to comply with the constitution and by-laws of Football Australia (FA) and Football Victoria (FV);

b. administer Football throughout its recognised area and, prevent infringement of the constitution and by-laws of FA and FV and protect Football from abuse;

c. foster friendly relations among the officials and players of Football by encouraging Football games;

d. promote the diversity of the game and encourage inclusion of all people to participate in Football;

e. promote, provide for, regulate and ensure effective management of Football competitions, tournaments and games under the control of the Association;

f. promote, provide for, regulate and manage Football players representing the Association;

g. co-operate with FV, other members of FV and other bodies in the promotion and development of, or otherwise in relation to, Football;

h. facilitate the provision and maintenance of grounds, playing fields, materials, equipment and other facilities for Football under the control of the Association;

i. provide individuals with opportunity to maximize their potential by competing in the highest level of Football possible to them;

j. use and protect the Intellectual Property;

k. promote the health and safety of all individuals participating in Football;

l. establish and conduct education and training programs for players, coaches, match officials, and club officials in the implementation and upholding of Football rules and standards; and

m. any other object which, in the opinion of the Directors, is in the best interests of Football.

1.3. Financial Year

The financial year of the Association is each period of 12 months ending on 31 October.

1.4. Gender Equality

It is an objective of FA and FV that the 40/40/20 Principle is reflected within:

1) all FA bodies, including its Members and Directors, and its various committees; and
2) all bodies and committees of other stakeholders of Football in Australia, including Zones, and other Clubs and associations.

To facilitate the achievement of this objective under article 46(a)(ii), FA commits to providing support to all stakeholders of Football in Australia to assist stakeholders adopt and implement the 40/40/20 Principle, including by actively monitoring each stakeholder's progressive adoption and implementation of the 40/40/20 Principle.

This means gender composition must be considered when electing or appointing persons to roles in all bodies and committees. When considering people for the role of Chair and Deputy Chair, where possible, this means ensuring that the Chair and Deputy Chair are of different genders.

1.5. Definitions

In these Rules —

- **40/40/20 Principle** means a gender target of 40% men, 40% women and 20% any gender.
- **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);
- **appeal subcommittee** means a subcommittee appointed under rule 5.5 3);
- **Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 9.3;
- **Committee** means the Committee having management of the business of the Association;
- **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 rule 10.4;
- **disciplinary appeal meeting** means a meeting of the appeal subcommittee convened for the purposes of rule 5.6;
- **disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 5.4;
- **disciplinary subcommittee** means the subcommittee appointed under rule 5.2;
- **FA** means Football Australia Limited (ABN 28 106 478 068) or its successor;
- **financial year** means the 12-month period specified in rule 1.3;
- **FV** means Football Victoria Inc (ABN 97 592 993 965) or its successor;

- **general meeting** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting and a special general meeting;
- **Laws of the Game** means rules of the sport of football referred to in the Statutes and Regulations;
- **member** means a member of the Association;
- **registered mediator** means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812;
- **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;
- **Statutes and Regulations** means the statutes and regulations of Federation Internationale de Football Association in force from time to time;
- **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 (Consumer Affairs Victoria).

2. Powers of Association

2.1. Powers of Association

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

2) Without limiting subrule (1), the Association may—

    a. acquire, hold and dispose of real or personal property; or

    b. open and operate accounts with financial institutions; or

    c. invest its money in any security in which trust monies may lawfully be invested; or

    d. raise and borrow money on any terms and in any manner as it thinks fit; or

    e. secure the repayment of money raised or borrowed, or the payment of a debt or liability; or

    f. appoint agents to transact business on its behalf; or

    g. enter into any other contract it considers necessary or desirable.

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

2.2. Not for profit organization

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

2) Subrule (1) does not prevent the Association from paying a member—

    a. reimbursement for expenses properly incurred by the member; or

    b. for goods or services provided by the member—

    if this is done in good faith on terms no more favourable than if the member was not a member.

    Note

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

3. FA and FV

3.1. Purposes for Football

The purposes for which the Club is established are to:

1) be the Football organisation's formal legal entity recognised by FA and/or FV, and to comply with the constitution and by-laws of FA and FV; and
2) organise teams to participate in competitions sanctioned by FV and/or FA; and
3) prevent infringement of the constitution and by-laws of FA and FV, and protect Football from abuse; and
4) co-operate with FA, FV, and other bodies in the promotion and development of, or otherwise in relation to, football, the Statutes, the Regulations, and the Laws of the Game.

3.2. Club responsibilities for membership

The Club is bound by and will observe, and must procure that each person admitted to membership agrees to be bound by and observe:

1) this Constitution; and
2) the Laws of the Game; and
3) the Statutes and Regulations and those of the By-Laws expressed to apply to or in relation to members; and
4) the Statutes and Regulations and the constitutions and by-laws of FA and FV as enforced from time to time; and
5) the FV Codes of Behaviour and Rules of Competition, as amended from time to time; and
6) the FA Code of Conduct, as amended from time to time,

subject always to the application of the established order of precedence set out in rule 3.4.

3.3. Membership entitlement

All members of Club teams are entitled to:

1) Club membership; and
2) Vote in an election for any Club officeholders (through his or her parents or guardian if under 18).

3.4. Governing rules – order of precedence

In this Constitution, in the event of inconsistency between any statutes, rules, regulations, laws, policy or other governing document of a relevant body or bodies, the relevant governing document of the relevant body applies in accordance with the established order of precedence within the sport of football, from international, national, state and regional, down to local level.

3.5. Club restrictions

The Club must not strike or impose any fee, subscription, or other amount on any member:

1) which relates solely or principally to the right to vote for any Club officeholder; or
2) in addition to the Club's regular membership fee, for the right of a member to vote for any Club officeholder; or

3) in any other ways disassociates the right to vote for Club officeholders from the usual rights of members whether they participate in the Club as players, administrators, official, or otherwise.

3.6. Club responsibilities to FV

The Club must:

1) amend this Constitution and/or its By-laws to promptly adopt changes in the constitutions and by-laws of FA and/or FV made from time to time to the extent that they are applicable to the Club; and
2) not otherwise amend or vary this Constitution and/or any of its By-laws without the prior written consent of FV and in accordance with the Associations Incorporation (Reform) Act 2012 (Vic).
3) promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
4) co-operate with FA and FV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general.
5) be or remain incorporated in Victoria;
6) subject to the FV constitution:
    a. appoint a Delegate annually to represent the Club at general and other meetings of FV, and where applicable to vote on behalf of the Club at FV general meetings;
    b. nominate such other persons as may be required to be appointed to FV committees from time to time under this Constitution or the FV constitution or otherwise;
7) forward to FV a copy of its constituent documents and details of its Directors during the Membership Application process;
8) provide updated details of its Directors as and when they change during the year;
9) adopt the objects of FV (in whole or in part as are applicable to the Association) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the FV constitution.

4. Members, disciplinary procedures and grievances

4.1. Minimum number of members

The Association must have at least 5 members.

4.2. Who is eligible to be a member

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

4.3. Application for membership

An application for membership by an individual must be:

1) in writing on the form as may be prescribed from time to time by FV, including electronic application;
2) from the applicant or its nominated representative;
3) lodged with the Association; and
4) accompanied by the appropriate fee, if any.

Notes

1 The joining fee is the fee (if any) determined by the Association under rule 4.6.

2 A requirement for a signature of a person may be met by electronic signature. See section 9 of the Electronic Transactions (Victoria) Act 2000.

4.4. Consideration of application

1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
4) The Committee is not required to give a reason for the rejection of an application.

Note

An association may have obligations under Division 6 of Part 4 of the Equal Opportunity Act 2010.

4.5. New membership

1) If an application for membership is approved by the Committee—
    a. the resolution to accept the membership must be recorded in the minutes of the committee meeting; and
    b. the Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.
2) A person becomes a member of the Association from the date on which both of the following have occurred—

a. the Committee approves the person's membership; and

b. the person pays the joining fee.

3) Subject to rule 4.7, a person is entitled to exercise their rights of membership from the date referred to in subrule (2).

4.6. Annual subscription and fee on joining

1) At each annual general meeting, the Association must determine—

a. the process for setting the amount of the annual subscription (if any) for the following financial year; and

b. the date for payment of the annual subscription.

2) The Association may determine that a lower annual subscription is payable by non-voting members.

3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—

a. the full annual subscription; or

b. a pro rata annual subscription based on the remaining part of the financial year; or

c. a fixed amount determined from time to time by the Association.

4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

4.7. Categories of members

1) Voting members

a. Players

b. Officials (Committee Members, Coaches, Team Managers)

2) Non-Voting members

a. Life members

4.8. Life members

1) The Committee may recommend to the AGM that any natural person who has rendered distinguished service to the Association and Football be appointed as a Life Member.

2) A resolution of the AGM Meeting to confer life membership on the recommendation of the Board must be a Special Resolution.

3) A person must accept or reject the Association’s resolution to confer life membership in writing. Upon written acceptance, the person’s details shall be entered upon the register, and from the time of entry on the register the person shall be a Life Member.

4.9. General rights of members

1) A member of the Association who is entitled to vote has the right—

a. to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

b. to submit items of business for consideration at a general meeting; and

c. to attend and be heard at general meetings; and

d. to vote at a general meeting; and

e. to have access to the minutes of general meetings and other documents of the Association as provided under rule 13.3; and

f. to inspect the register of members.

2) A member is entitled to vote if—

a. the member is a member other than a non-voting member; and

b. more than 10 business days have passed since the member became a member of the Association; and

c. the member's membership rights are not suspended for any reason.

d. under the age of 18 years, the member is entitled to vote through the member's parent or other legal guardian.

4.10. Rights not transferable

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

4.11. 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.

4.12. Resigning as a member

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

Note

Rule 13.2 subrule (3) sets out how notice may be given to the association. It includes by post or by handing the notice to a member of the committee.

2) A member is taken to have resigned if—

a. the member's annual subscription is more than 3 months in arrears;

i. Should a sufficient explanation be made to the Board for the failure to pay subscription or reason for not responding to a request, the Board may restore the Membership upon payment of the amount due (if any); or

b. where no annual subscription is payable—

i. the Secretary has made a written request to the member to confirm that the member wishes to remain a member; and

ii. the member has not, within 1 month after receiving that request, confirmed in writing that the member wishes to remain a member.

4.13. Forfeiture of rights

If a Member ceases membership for any reason, they shall forfeit all rights and claims to the Association and its property and must not use any of the Association's equipment or property,

including its intellectual property. Furthermore, any Association documents, records, or other property in the Member's possession, custody, or control must be returned immediately.

4.14. Membership may be reinstated

Membership which has been discontinued under rules 4.11 and 4.12 may be reinstated at the discretion of the Board, upon such conditions as it deems appropriate. The Board is not obliged to reinstate any former Member's membership.

4.15. Refund of membership fees

Membership fees or subscriptions paid by the discontinued Member may be refunded by the Board on a pro-rata basis to the Member upon discontinuance. There is no obligation on the Board to pay a refund. There is no right to natural justice or any right of appeal where the Board declines to make a refund under this rule 4.15.

4.16. 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; and
        ii. the address for notice last given by the member; and
        iii. the email address last given by the member (if available); and
        iv. the date of becoming a member; and
        v. the category of membership of the Member; and
        vi. whether the Member has voting rights; and
        vii. any other information determined by the Committee; and
    b. for each former member, the name of the person and the date on which the person ceased to be a member of the Association.
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.

4.17. Changes to Member details

Members shall provide notice of any change and required details to the Association within one month of such change.

4.18. Right of FV to Register

The Association shall provide a copy of the Register at a time, and in a form, acceptable to FV, and shall provide regular updates of the Register to FV. The Association agrees that FV may utilise the information contained in the Register and the Register itself to further the objects of FV, subject always to reasonable confidentiality considerations and privacy laws.

5. Disciplinary action

5.1. Grounds for taking disciplinary action

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

1) has failed to comply with these Rules; or
2) refuses to support the purposes of the Association; or
3) has engaged in conduct prejudicial to the Association.

5.2. Disciplinary subcommittee

1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
2) Subject to subrule (3), the Committee may appoint any person to a disciplinary subcommittee.
3) A person must not be appointed to a disciplinary subcommittee if the person is biased in favour of or against the member concerned.

5.3. Notice to member

1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
    a. stating that the Association proposes to take disciplinary action against the member; and
    b. stating the grounds for the proposed disciplinary action; and
    c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
    d. advising the member that the member may do one or both of the following—
        i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
        ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
    e. setting out the member's appeal rights under rule 5.5.
2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

5.4. Decision of subcommittee

1) At the disciplinary meeting, the disciplinary subcommittee must—
    a. give the member an opportunity to be heard; and
    b. consider any written statement submitted by the member.
2) After complying with subrule (1), the disciplinary subcommittee may—

a. take no further action against the member; or

b. subject to subrule (3)—

i. reprimand the member; or

ii. suspend the membership rights of the member for a specified period; or

iii. expel the member from the Association.

3) The disciplinary subcommittee may not fine the member.

4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

5.5. Appeal rights

1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 5.4 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.

2) The notice must be in writing and given—

a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or

b. to the Secretary not later than 7 days after the vote.

3) If a person has given notice under subrule (2), the Committee must appoint at least 3 persons to an appeal subcommittee to consider the appeal.

4) Subject to subrule (5), the Committee may appoint any person to an appeal subcommittee.

5) A person must not be appointed to an appeal subcommittee if the person—

a. was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or

b. has a personal interest in the dispute; or

c. is biased in favour of or against the member concerned.

6) The committee must convene a meeting of the appeal subcommittee (the *disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.

7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must—

a. specify the date, time and place of the meeting; and

b. state—

i. the name of the person against whom the disciplinary action has been taken; and

ii. the grounds for taking that action; and

iii. that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

5.6. Conduct of disciplinary appeal meeting

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

6. Grievance procedure

6.1. Application

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

6.2. Parties must attempt to resolve the dispute

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

6.3. Appointment of mediator

1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 6.2, the parties must within 10 days—
    a. notify the Committee of the dispute; and
    b. agree to or request the appointment of a mediator; and
    c. attempt in good faith to settle the dispute by mediation.
2) The mediator must be—
    a. a person chosen by agreement between the parties; or
    b. in the absence of agreement—
        i. if the dispute is between a member and another member—a person appointed by the Committee; or
        ii. if the dispute is between a member and the Committee or the Association—a registered mediator.

    Note

    This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.
3) Subject to subrule (4), the Committee may appoint any person as a mediator.
4) The Committee must not appoint a person as a mediator if the person—
    a. has a personal interest in the dispute; or
    b. is biased in favour of or against any party.

6.4. Mediation process

1) The mediator to the dispute, in conducting the mediation, must—
    a. give each party every opportunity to be heard; and

b. allow due consideration by all parties of any written statement submitted by any party; and

c. ensure that natural justice is accorded to the parties throughout the mediation process.

2) The mediator must not determine the dispute.

3) Any costs of mediation are to be paid—

a. if an agreement as to costs is reached between the parties—in accordance with that agreement; or

b. if there is no such agreement—by the Committee.

6.5. Failure to resolve dispute by mediation

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

7. General meetings of the association

7.1. 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.
4) The ordinary business of the annual general meeting is as follows—
    a. to confirm the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
    b. to receive and consider—
        i. the annual report of the Committee on the activities of the Association during the 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;
    c. to elect the members of the Committee;
    d. to determine the process for setting the amounts (if any) of the annual subscription and joining fee.
5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

7.2. Special general meetings

1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
2) The Committee may convene a special general meeting whenever it thinks fit.
3) No business other than that set out in the notice under rule 7.4 may be conducted at the meeting.

    Note

    General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 7.4 and the majority of members at the meeting agree.

7.3. Special general meeting held at request of members

1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
2) A request for a special general meeting must—
    a. be in writing; and
    b. state the business to be considered at the meeting and any resolutions to be proposed; and

c. include the names and signatures of the members requesting the meeting; and

d. be given to the Secretary.

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

4) A special general meeting convened by members under subrule (3)—

a. must be held within 3 months after the date on which the original request was made; and

b. may only consider the business stated in that request.

5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

7.4. Notice of general meetings

1) The Secretary (or, in the case of a special general meeting convened under rule 7.3 subrule (3), the members convening the meeting) must give to each member of the Association—

a. at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

b. at least 14 days' notice of a general meeting in any other case.

2) The notice must—

a. specify the date, time and place of the meeting; and

b. indicate the general nature of each item of business to be considered at the meeting; and

c. if a special resolution is to be proposed—

i. state in full the proposed resolution; and

ii. state the intention to propose the resolution as a special resolution; and

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

Note

Rule 5.6 subrule (7) sets out the requirements for notice of a disciplinary appeal meeting.

7.5. Proxy and postal voting

Unless otherwise determined by the Board, there shall be no proxy or postal voting on any matter.

7.6. Use of technology

1) A general meeting may be held and members may take part by the use of technology that allows members to clearly and simultaneously communicate with each other participating member.

2) For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

7.7. Quorum at general meetings

1) No business may be conducted at a general meeting unless a quorum of members is present.

2) The quorum for a general meeting is the presence (physically or as allowed under rule 7.6) of of the members entitled to vote.

3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—

    a. in the case of a meeting convened by, or at the request of, members under rule 7.3—the meeting must be dissolved; or

    Note

    If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 7.3.

    b. in any other case—

        i. the meeting must be adjourned to a date not more than 21 days after the adjournment; and

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

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

7.8. President to Chair

The President shall, subject to this Constitution, preside as chairperson at every General Meeting except:

1) in relation to any election for which the President is a nominee; or

2) where a conflict of interest exists.

If the President is not present or is unwilling or unable to preside, the Members shall appoint one of the Directors to preside as chairperson for that meeting only.

7.9. Adjournment of general meeting

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

2) Without limiting subrule (1), a meeting may be adjourned—

    a. if there is insufficient time to deal with the business at hand; or

    b. to give the members more time to consider an item of business.

    Example

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

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

4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 7.4.

7.10. Voting at general meeting

1) On any question arising at a general meeting—

   a. subject to subrule (3), each member who is entitled to vote has one vote; and

   b. members may vote personally at the meeting or through technology as per rule 7.6; and

   c. except in the case of a special resolution, the question must be decided on a majority of votes.

2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

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

4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 5.6.

7.11. Special resolutions

A special resolution is passed if not less than three-quarters (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—

1 to remove a committee member from office;

2 to alter these Rules, including changing the name or any of the purposes of the Association.

7.12. Determining whether resolution carried

1) Subject to subrule (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—

   a. carried; or

   b. carried unanimously; or

   c. carried by a particular majority; or

   d. lost—

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

2) If a count is demanded by 3 or more members on any question—

   a. the count must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

   b. the Chairperson must declare the result of the resolution on the basis of the count.

3) A count demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

4) A count demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

7.13. Minutes of general meeting

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 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. the financial statements submitted to the members in accordance with rule 7.1 subrule (4)(b)(ii); and

    c. 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 Association; and

    d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

8. Powers of Committee

8.1. Role and powers

1) The business of the Association must be managed by or under the direction of a Committee.
2) The Committee may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Association.
3) The Committee may—
    a. appoint and remove staff; and
    b. establish subcommittees consisting of members with terms of reference it considers appropriate.

8.2. Delegation

1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
    a. this power of delegation; or
    b. a duty imposed on the Committee by the Act or any other law.
2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
3) The Committee may, in writing, revoke a delegation wholly or in part.

9. Composition of Committee and duties of members

9.1. Composition of Committee

The Committee consists of a minimum of five and maximum of nine members including —

a. a President; and

b. a Vice-President; and

c. a Secretary (this is the only mandatory committee position); and

d. a Treasurer; and

e. ordinary members elected under rule 10.5.

9.2. 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 the member's powers and discharge the member's duties with reasonable care and diligence.

4) Committee members must exercise the member's powers and discharge the member's 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. the member's, or former member's, position; or

    b. information acquired by virtue of holding the member's, or former member's, 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.

9.3. President and Vice-President

1) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.

2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—

    a. in the case of a general meeting—a member elected by the other members present; or

b. in the case of a committee meeting—a committee member elected by the other committee members present.

9.4. 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 4.11; and

   b. keep custody of, except for the financial records referred to in rule 12.3 subrule (3), all books, documents and securities of the Association in accordance with rule 13.3; 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 the Secretary's appointment within 14 days after the appointment.

9.5. Treasurer

1) The Treasurer 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 are signed by at least 2 committee members.

2) The Treasurer must—

   a. ensure that the financial records of the Association are kept in accordance with the Act; and

   b. coordinate the preparation of the financial statements of the Association and the Association's certification by the Committee prior to the Association's submission to the annual general meeting of the Association.

3) The Treasurer must ensure that all other committee members have access to the accounts and financial records of the Association.

9.6. Appointment of delegate

1) The Board shall, from amongst its members, appoint a Delegate to:

a. attend general and other meetings of FV for such term as the Board determines; and

b. vote at FV general meetings on behalf of the Association (if the Association classifies as a Voting Member)

subject to and in accordance with the FV Constitution.

2) The Association must advise FV in writing of its Delegate.

3) The Association must advise FV in writing of any change to its Delegate.

10. Election of Committee members and tenure of office

10.1. Who is eligible to be a Committee member

A member is eligible to be elected or appointed as a committee member if the member—

a. is 18 years or over; and

b. is entitled to vote at a general meeting.

10.2. Positions to be declared vacant

1) This rule applies to—

    a. the first annual general meeting of the Association after its incorporation; or

    b. any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.

2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 10.3 to 10.6.

10.3. Nominations

1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.

2) An eligible member of the Association may—

    a. nominate ; or

    b. with the member's consent, be nominated by another member.

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

10.4. Election of President etc.

1) At the annual general meeting, separate elections must be held for each of the following positions—

    a. President;

    b. Vice-President;

    c. Secretary;

    d. Treasurer.

2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.

3) If more than one member is nominated, a ballot must be held in accordance with rule 10.6.

4) On the President’s election, the new President may take over as Chairperson of the meeting.

10.5. Election of ordinary members

1) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.

2) A single election may be held to fill all of those positions.

3) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.

4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 10.6.

10.6. Ballot

1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.

2) The returning officer must not be a member nominated for the position.

3) Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.

4) The election must be by secret ballot.

5) If the election is held in person, the returning officer must give a blank piece of paper to—

    a. each member present in person; and

    b. each proxy appointed by a member.

    Example

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

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

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

    a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;

    b. the voter must not write the names of more candidates than the number to be elected.

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

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

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

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

    a. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or

    b. with the agreement of those candidates, decide by lot which of them is to be elected.

    Examples

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

10.7. Term of office

1) Subject to subrule (3) and rule 10.8, a committee member holds office position Committee declared vacant at the next annual general meeting.
2) A committee member may be re-elected.
3) A general meeting of the Association may—
    a. by special resolution remove a committee member from office; and
    b. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
4) A member who is the subject of a proposed special resolution under subrule (3)(a) 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.
5) 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 at which the special resolution is to be proposed.

10.8. Vacation of office

1) A committee member may resign from the Committee by written notice addressed to the Committee.
2) A person ceases to be a committee member if the person—
    a. ceases to be a member of the Association; or
    b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 11.10; or
    c. 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.

10.9. Filling casual vacancies

1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
    a. has become vacant under rule 10.8; or
    b. was not filled by election at the last annual general meeting.
2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
3) Rule 10.7 applies to any committee member appointed by the Committee under subrule (1) or (2).
4) The Committee may continue to act despite any vacancy in its membership.

11. Meetings of Committee

11.1. Meetings of Committee

1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee.
2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

11.2. Notice of Meetings

1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
2) Notice may be given of more than one committee meeting at the same time.
3) The notice must state the date, time and place of the meeting.
4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

11.3. Urgent Meetings

1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 11.2 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

11.4. Procedure and order of business

1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
2) The order of business may be determined by the members present at the meeting.

11.5. Use of technology

1) A committee meeting may be held by the use of technology that allows committee members to clearly and simultaneously communicate with each other participating member.
2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

11.6. Quorum

1) No business may be conducted at a Committee meeting unless a quorum is present.

2) The quorum for a committee meeting is the presence (in person or as allowed under rule 11.5) of a majority of the committee members holding office.

3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—

    a. in the case of a special meeting—the meeting lapses;

    b. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the date, time and place to which the meeting is adjourned must be given in accordance with rule 11.1.

11.7. Voting

1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.

2) A motion is carried if a majority of committee members present and voting at the meeting vote in favour of the motion.

3) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.

4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

5) Voting by proxy is not permitted.

11.8. Conflict of interest

1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose their position and 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.

4) The Committee must keep a conflict of interest register.

5) The conflict of interest register must record the following—

    a. the name and position of the member who has disclosed a material personal interest;

b. a description of the nature and extent of that interest;

c. a management plan documenting actions required to mitigate the conflict.

11.9. Minutes of meeting

1) The Committee must ensure that minutes are taken and kept of each committee meeting.

2) The minutes must record the following—

a. the names of the members in attendance at the meeting;

b. the business considered at the meeting;

c. any resolution on which a vote is taken and the result of the vote;

d. any material personal interest disclosed under rule 11.8.

11.10. 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.

12. Financial matters

12.1. Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

12.2. Management of funds

1) 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.
2) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
3) 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.
4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
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) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
7) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

12.3. 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 the Treasurer’s custody, or under the Treasurer’s control—
    a. the financial records for the current financial year; and
    b. any other financial records as authorised by the Committee.

12.4. 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; and
    b. if required, the review or auditing of the financial statements; and
    c. the certification of the financial statements by the Committee; and

d. the submission of the financial statements to the annual general meeting of the Association; and

e. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

13. General Matters

13.1. Registered address

The registered address of the Association is—

a. the address determined from time to time by resolution of the Committee; or

b. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

13.2. Notice requirements

1) Any notice required to be given to a member or a committee member under these Rules may be given—

    a. by handing the notice to the member personally; or

    b. by sending it by post to the member at the address recorded for the member on the register of members; or

    c. by email or facsimile transmission.

2) Subrule (1) does not apply to notice given under rule 11.3.

3) Any notice required to be given to the Association or the Committee may be given—

    a. by handing the notice to a member of the Committee; or

    b. by sending the notice by post to the registered address; or

    c. by leaving the notice at the registered address; or

    d. if the Committee determines that it is appropriate in the circumstances—

        i. by email to the email address of the Association or the Secretary; or

        ii. by facsimile transmission to the facsimile number of the Association.

13.3. Custody and inspection of books and records

1) Members may on request inspect free of charge any of the following—

    a. the register of members;

    b. the minutes of general meetings;

    c. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

    Note

    See note following rule 4.11 for details of access to the register of members.

2) 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.

3) The Committee must on request make available, or provide copies of, these Rules available to members and applicants for membership free of charge.

4) Subject to subrule (2), a member may request a copy of, or 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.

5) For the purposes of this rule—

   relevant document means any record or other document, however compiled, recorded or stored, that relates to the incorporation and management of the Association and includes the following—

   a. a membership record;

   b. a financial statement;

   c. a financial record;

   d. any other record or document relating to transactions, dealings, business or property of the Association.

13.4. Winding up and cancellation

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.

13.5. Alteration of Rules

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