Emerald Football Netball Club Inc.

Constitution Summary | August 2026

Emerald Football Netball Club Inc. (the club) is a not-for-profit incorporated association registered under the *Associations Incorporation Reform Act 2012 (Vic.)* (the Act). The club must operate in accordance with a set of rules, known as a constitution, that is consistent with the Act.

To ensure the club's constitution remains contemporary, compliant and aligned with current governance practice, the club engaged CPRG to review the existing constitution.

The proposed new constitution is a complete, plain-English rewrite that modernises the club's governance framework while preserving the club's identity as a member-led community football and netball club. Subject to adoption by members and registration with Consumer Affairs Victoria, the proposed constitution replaces the current model rules adopted on 8 October 2013.

General

- The proposed constitution is a complete plain-English rewrite with clear structure and consistent numbering, replacing the Victorian model rules adopted in 2013.
- The club's objects have been expanded and modernised to expressly promote, support and develop Australian Rules Football and netball, foster a safe, fair and inclusive environment and consider environmental, community and public interest impacts.
- The proposed constitution reflects the club's affiliations with the Australian Football League (AFL), AFL Victoria, Netball Australia and Netball Victoria.
- A new grievance and mediation procedure is included. The parties to a dispute must first try to resolve it between themselves within 14 days, and may then refer the matter to a mediator.
- Operational detail moves into bylaws, so the committee can adjust day-to-day matters without asking members to amend the constitution each time.

Membership

- Classes of membership specified in the proposed constitution are:
  - **full members** – adults aged 18 and over (voting, eligible for the committee), replacing the current 'member' class
  - **restricted members** – adults aged 18 and over (non-voting, not eligible for the committee), a new class for social or non-playing members
  - **junior members** – members under 18 (non-voting, not eligible for the committee), replacing the current 'associate member' class for those under 16
  - **life members** – adults who have provided outstanding service over an extended period (voting, eligible for the committee)
- Life membership requires nomination in writing by two full or life members at least 14 days before a general meeting, committee approval and election at a general meeting by at least 75% of members present, entitled to vote and voting.
- The bylaws may create sub-classes of membership and set out the eligibility requirements, rights and obligations for those sub-classes.

- Subscription fees are set by the committee. Committee members have a duty to prevent insolvent trading, so the committee needs the power to fulfil its statutory fiduciary duties.
- The committee may impose a levy on all members or any class of members, provided the levy has first been approved by the members at a general meeting. This is a new protection for members.
- Membership rights may be suspended where a subscription fee, other fee or levy is at least two months overdue, until the overdue amount is paid.
- A member with fees overdue is not entitled to vote at a general meeting and cannot be nominated for a committee position.
- The club will invite members to renew their membership each year, and a person who allows their membership to lapse may be required to apply again as a new applicant.
- A new applicant whose application is rejected has no right of appeal. This only applies to applicants who are not already members.
- An existing member whose membership renewal is rejected has the right to appeal the decision.
- Employees of the club are not eligible to be elected or appointed to the committee.
- Members may inspect the register of members free of charge, and access to personal information in the register may be restricted as permitted by the Act.

Discipline and appeals

- The proposed constitution includes detailed procedural fairness protections for discipline, including written notice of the proposed action, the grounds for the action, the right to attend and speak, the right to bring a support person, the right to provide a written response and an explanation of appeal rights.
- The committee hears disciplinary matters. Currently, disciplinary matters are heard by a subcommittee, then appealed to a general meeting of all members.
- The disciplinary actions available to the committee are suspension and termination of membership.
- The committee may immediately restrict a member from participating in club activities before the full disciplinary process is completed if the committee considers immediate action is necessary to protect the club.
- Appeals are heard by an independent appeals panel of 3 people that does not include any committee member. Currently, appeals are heard at a general meeting.
- The panel must be appointed within 7 days of an appeal being lodged and must hold the appeal meeting within 28 days. The decision of the appeals panel is final within the club.
- The new process removes the requirement for the full membership to be involved in an appeal, while the independent panel provides a fairer and more private process.

The committee

- The committee comprises between 5 and 9 members: a president, a secretary, a treasurer and between 2 and 6 ordinary committee members. The vice-president position has been removed from the constitution as a named position.
- Each committee member holds office for a term of one year and is eligible for re-election. There is no maximum number of consecutive terms.

- The legal duties of committee members are clarified, including the duties to act in good faith, exercise care and diligence, act for proper purpose, not improperly use their position or information and prevent insolvent trading.
- Committee members must disclose material personal interests and the club must keep a conflict of interest register.
- Nominations for committee positions must be received by the secretary at least 14 days before the general meeting, and the list of candidates must be available to members at least 7 days before the meeting.
- Committee members may be removed from office by special resolution at a general meeting. This is a significant improvement, as removal is a decision for the members rather than the committee.
- A committee member vacates office if they become an employee, or do not agree to undergo a criminal history check required by the committee, or are disqualified as a result of that check.
- Casual vacancies may be filled by the committee, and a member appointed to a casual vacancy holds office until the next annual general meeting.
- The committee may delegate its powers in writing and may establish subcommittees with terms of reference. The committee remains accountable for anything it delegates.

Meetings

- The club must hold an annual general meeting (AGM) within 5 months after the end of each financial year.
- The ordinary business of the AGM is to confirm the previous minutes, receive the committee's annual report and the club's financial statements, appoint an auditor and elect committee members.
- Committee meetings may be held, and committee members may participate, using any technology that allows clear and simultaneous communication. The same applies to general meetings, using technology approved by the committee.
- The committee must meet at least 4 times each year.
- The committee may pass a resolution without a meeting if each committee member is given a reasonable opportunity to consider the resolution and a majority agree to it in writing.
- The quorum for committee meetings is a majority of current committee members.
- The quorum for general meetings is at least 10 members entitled to vote, or all members entitled to vote if the club has fewer than 10. This replaces the current percentage-based quorum of 10% of members, and a fixed number provides certainty as membership grows.
- If the votes are equal at either a committee meeting or a general meeting, the question is decided so as to maintain the status quo. Currently, the chairperson has a casting vote. The new approach prevents one person from deciding a contested matter.
- Proxy voting is not permitted at committee meetings or general meetings. Currently, proxies are permitted at general meetings. The removal of proxies encourages members to participate in person or by technology, and reduces the risk of proxy harvesting.
- A secret ballot must be held for an election if required by the chairperson or requested by at least 20% of the members present and entitled to vote.

Finance

- Electronic funds transfers must be authorised by at least two people approved by the committee, and those two people must not be in a close personal or family relationship or live at the same address.

- The committee may approve the treasurer, or another person, to incur expenditure and authorise payments up to a specified limit without requiring separate committee approval for each item.
- The club must keep financial records that correctly record and explain its transactions and financial position, and must keep those records for at least 7 years.
- The committee must ensure the club meets the financial statement, audit and lodgement requirements under the Act, and the AGM appoints an auditor for the current financial year.
- The income and property of the club must be used only to promote its objects and must not be distributed to members.

Documents and legal

- The common seal is optional.
- Notices may be given personally, by post, by email or by any other method approved by the committee and permitted by law.
- Members may inspect the constitution, the minutes of general meetings and the club's financial records free of charge. Members are not entitled to inspect or obtain copies of committee meeting minutes unless the committee approves.
- The committee may refuse or restrict access to records that relate to confidential, personal, employment, commercial or legal matters.
- The constitution may only be altered by special resolution at a general meeting, and an alteration does not take effect until it is approved or registered as required by the Act.
- The committee has a bylaw power to make, amend or repeal bylaws for the proper management of the club. To the extent of any inconsistency between a bylaw and the constitution, the constitution prevails.
- The club indemnifies each office holder against liability incurred in good faith while acting for or on behalf of the club, helping the club attract and retain quality committee members. The indemnity does not apply to wilful misconduct, fraud, dishonesty, gross negligence or a knowing breach of the law.
- The club may take out and maintain insurance for the benefit of the club, committee members, office holders, employees and volunteers.
- The proposed constitution includes licensed club requirements that apply while the club holds a club licence under the *Liquor Control Reform Act 1998 (Vic.)*.

Winding up

- Surplus assets must be given to another body with similar objects that is not carried on for the profit or gain of its individual members. Surplus assets must not be distributed to any current or former member.
- A member has no liability to contribute to the debts and liabilities of the club except to the extent required by the Act.

Next steps

1. Members consider the proposed constitution and vote at a general meeting. Adoption requires a special resolution, being a 75% vote of members present, eligible to vote and voting.

2. Once adopted, the constitution must be registered with Consumer Affairs Victoria in accordance with the Act.


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