Emerald Football Netball Club Inc.
A0000269A

CONSTITUTION

FOR ADOPTION | 2026

Incorporated under the
Associations Incorporation Reform Act 2012 (VIC.)

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

a. **absolute majority** means more than 50% of all current committee members entitled to vote on the matter;

b. **Act** means the *Associations Incorporation Reform Act 2012 (Vic.)*, including any regulations made under that Act, as amended from time to time;

c. **by lot** means making a determination or choice by lottery, for example, conducting a draw at random;

d. **casual vacancy** means a vacancy in a committee position that arises before the expiry of a committee member's term, or where a committee position remains vacant because no person is elected or appointed to fill it;

e. **club** means Emerald Football Netball Club Inc.;

f. **constitution** means rules for the purposes of the Act;

g. **day** means a calendar day, including weekends and public holidays. A period of days is calculated by including the day on which the relevant act or event occurs;

h. **employee** means a person employed by the club under a contract of employment, whether on a full-time, part-time, fixed-term or casual basis;

i. **ex-officio** means by virtue of their office;

j. **material personal interest** means an interest of a committee member that could reasonably influence, or appear to influence, the committee member's ability to act independently and in the best interests of the club;

k. **member** means a person admitted as a member of the club under this constitution;

l. **membership fee** means a fee payable to the club for membership rights and privileges;

m. **office holder** means an office holder of the club as defined in the Act;

n. **quorum** means the minimum number of people who must be present for a meeting to proceed validly;

o. **remuneration** includes salary, allowances and other benefits, but does not include reimbursement of reasonable out-of-pocket expenses;

p. **special resolution** means a resolution passed by at least 75% of the members who are present, entitled to vote and voting at a general meeting;

q. **surplus assets** means any assets that remain after the club has paid all debts, liabilities, costs and expenses associated with winding up; and

r. **written / in writing** includes printed and electronic forms of visible communication, unless this constitution states otherwise.

1.1.2. In this constitution, words in the singular include the plural and words in the plural include the singular, unless the context requires otherwise.

1.2. Name

1.2.1. The name of the club is Emerald Football Netball Club Inc.

1.3. Associations Incorporation Reform Act 2012 (Vic.)

1.3.1. Unless the context requires otherwise, words and expressions used in this constitution have the same meaning as they have in the Act.

1.3.2. The model rules under the Act do not apply to the club, to the extent permitted by the Act. This constitution is intended to replace the model rules.

1.4. Interpretation

1.4.1. The committee may interpret this constitution and decide any matter not dealt with by this constitution, provided its interpretation or decision is consistent with the Act and this constitution.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the club are to:

a. promote, support and develop the games of Australian Rules Football and netball;

b. abide by the rules regulating the conduct of Australian Rules Football and netball;

c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;

d. establish, maintain and improve facilities, amenities, services and programs for the benefit of the club, its members, participants and visitors;

e. affiliate with the Australian Football League (AFL), AFL Victoria, Netball Australia, Netball Victoria and such other bodies as the club considers appropriate;

f. consider environmental, community and public interest impacts in the club's activities; and

g. do anything reasonably necessary or incidental to achieving these objects.

2.2. Powers

2.2.1. Subject to the Act, the club may do anything necessary or convenient to carry out its objects and manage its affairs.

2.2.2. Without limiting clause 2.2.1, the club may:

a. acquire, hold, lease, license, manage, sell or otherwise deal with property;

b. open and operate accounts with banks, credit unions and other financial institutions;

c. invest money that is not immediately required, in accordance with the Act and any requirements approved by the committee;

d. raise, borrow and spend money on terms the committee considers appropriate;

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

f. appoint agents, contractors, employees and other people to act on behalf of the club;

g. enter into contracts, agreements and other arrangements;

h. charge fees for services, facilities, programs, events and activities;

i. apply for, receive and use grants, sponsorships, donations and other funding; and

j. do anything else reasonably necessary or desirable to achieve its objects.

2.2.3. The club must use its income and assets only to carry out its objects.

3. Membership

3.1. Classes of membership

3.1.1. The club must have at least five members.

3.1.2. The membership of the club may have the following classes of membership:

a. full:

i full members must be at least 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii full members may include players, coaches, managers, officials, volunteers and other people who are registered in the club's registration system;

iii full members are entitled to vote at general meetings;

iv full members are eligible to hold committee positions.

b. restricted:

i restricted members must be at least 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii restricted members are not entitled to vote at general meetings;

iii restricted members are not eligible to hold committee positions.

c. junior:

i junior members must be under 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii junior members are not entitled to vote at general meetings;

iii junior members are not eligible to hold committee positions.

d. life:

i life members must be at least 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii life membership is open to any person who has provided outstanding service to the club for an extended period;

iii any two members, who are full or life members, may nominate an eligible person for life membership;

iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary at least 14 days before the general meeting;

v on the committee's approval of the recommendation, the nominee must be proposed for election as a life member at the next general meeting;

vi life members must be elected by the passing of a resolution at a general meeting by the votes of at least 75% of the members who are present, entitled to vote and voting;

vii life members are entitled to vote at general meetings;

viii life members are eligible to hold committee positions.

3.1.3. The bylaws may create sub-classes of membership and set out the eligibility requirements, rights and obligations that apply to those sub-classes, provided they are consistent with this constitution.

3.1.4. The number of members in all classes of membership is unlimited.

3.1.5. A person's membership rights, privileges and obligations are personal to that member and cannot be transferred to another person.

3.1.6. Despite any other provision of this constitution, an employee is not eligible to be elected or appointed to the committee.

3.2. Fees and levies

3.2.1. Life members are not required to pay membership fees to the club.

3.2.2. The membership fees for each class of membership, other than life membership, are:

a. the amounts decided by the committee; and

b. payable when, and in the way, the committee decides.

3.2.3. The committee may waive, reduce or refund any membership fee payable by any member.

3.2.4. 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.

3.2.5. A member whose membership fee, other fee or levy is at least two months overdue may have their membership rights suspended until the overdue amount is paid.

3.2.6. Suspension or termination of membership does not affect a member's liability to pay any unpaid membership fee, other fee or levy.

3.3. Application for membership

3.3.1. An application for membership must:

a. be in writing; and

b. be in the form decided by the committee; and

c. include any information, documents or evidence reasonably required by the committee.

3.4. Admission and rejection of new members

3.4.1. The committee must consider an application for membership at the next committee meeting held after it receives:

a. the application; and

b. any membership fee payable with the application.

3.4.2. The committee must decide at the meeting whether to approve or reject the application.

3.4.3. An applicant becomes a member in the class of membership applied for if the application is approved by a majority of committee members present, entitled to vote and voting.

3.4.4. If the committee decides to reject an application, the secretary must, as soon as practicable, give the applicant written notice of the decision, provide reasons for the decision and refund any membership fee paid by the applicant.

3.4.5. An applicant whose application for membership is rejected under this clause has no right of appeal against that decision.

3.5. Membership renewal and re-joining

3.5.1. Each year, the club will invite existing members, other than life members, to renew their membership in accordance with the timeframes and procedures determined by the committee.

3.5.2. A person who has resigned, ceased to be a member or otherwise allowed their membership to lapse may be required to apply for membership as a new applicant.

3.5.3. If the committee rejects a member's application to renew their membership, the secretary must, as soon as practicable, give the member written notice of the decision and provide reasons for the decision.

3.5.4. A member whose application for membership renewal is rejected may appeal the decision in accordance with clause 4.3.

3.6. Register of members

3.6.1. The committee must ensure the club keeps a register of members.

3.6.2. The register of members must include, for each member:

a. the member's name;

b. the member's address for notices;

c. the member's class of membership;

d. the date the member became a member; and

e. any other information required by the Act or determined by the committee.

3.6.3. The register of members must also include, for each former member, the date on which the person stopped being a member.

3.6.4. A member may inspect the register of members at a reasonable time and free of charge, subject to the Act.

3.6.5. Access to personal information recorded in the register of members may be restricted where permitted by the Act.

3.7. Proper use of register of members

3.7.1. A person must not use or disclose information obtained from the register of members except as permitted by the Act.

3.7.2. Without limiting clause 3.7.1, information obtained from the register of members may only be used or disclosed where the use or disclosure is directly related to the management or purposes of the club and is not otherwise prohibited by this constitution.

4. Resignation, discipline and appeals

4.1. Resignation of a member

4.1.1. A member may resign from the club by giving a written notice to the secretary.

4.1.2. The resignation takes effect:

a. when the secretary receives the notice; or

b. if the notice states a later date, on that later date.

4.2. Discipline

4.2.1. The committee may take disciplinary action against a member if the committee considers that the member has:

a. been convicted of an indictable offence;

b. breached this constitution, the bylaws, a policy or a reasonable direction of the club;

c. failed, refused or neglected to comply with a resolution or decision of the committee or a duly authorised subcommittee;

d. acted in a way that is harmful to the interests, reputation or values of the club;

e. brought themselves, the club, another member, Australian Rules Football or netball into disrepute; or

f. failed to pay any membership fee, other fee or levy that is at least two months overdue, where the member has first been given a reasonable opportunity to pay the overdue amount.

4.2.2. If the committee proposes to suspend or terminate a member's membership, the secretary must give the member written notice of the proposed decision within seven days after the committee decides to propose that action.

4.2.3. The notice must:

a. state the proposed action;

b. explain the grounds for the proposed action;

c. state the date, time and place of the meeting at which the committee will consider the matter, noting that the meeting must be held at least seven days, and no more than 28 days, after the notice is given;

d. state that the member may attend the meeting and speak to the committee;

e. state that the member may bring a support person to the meeting;

f. state that the member may provide a written response to the committee before or at the meeting; and

g. explain the member's appeal rights.

4.2.4. Before deciding whether to suspend or terminate the member's membership, the committee must give the member a full and fair opportunity to:

a. attend the meeting and speak to the committee; and

b. provide a written response before or at the meeting.

4.2.5. The committee must genuinely consider any verbal or written response provided by the member.

4.2.6. If, after considering the member's response, the committee decides to suspend or terminate the member's membership, the secretary must give the member written notice of the decision within seven days after the meeting.

4.2.7. If a member's membership is suspended or terminated, the member immediately loses all membership rights, privileges and benefits, including any voting rights, access to member services and right to participate in club activities.

4.2.8. Clause 4.2.7 continues to apply during any appeal process, unless the committee or appeals panel decides otherwise.

4.2.9. The committee may immediately restrict a member from participating in club activities before the process in clauses 4.2.2 to 4.2.6 is completed if the committee considers immediate action is necessary to protect the club, its members, participants, visitors or reputation.

4.3. Appeal against rejection, suspension or termination of membership

4.3.1. A person may appeal if:

a. their membership has been suspended or terminated; or

b. their application to renew their membership has been rejected.

4.3.2. To appeal, the person must give the secretary written notice of appeal within seven days after receiving written notice of the decision.

4.3.3. The written notice of appeal should state the grounds of appeal.

4.4. Appeals panel

4.4.1. If an appeal is lodged under clause 4.3, the committee must appoint an appeals panel within seven days after the secretary receives the notice of appeal.

4.4.2. The appeals panel must comprise three people who are independent of the decision being appealed.

4.4.3. The appeals panel may include members and other people, but must not include any committee member.

4.4.4. The appeals panel must appoint one of its members to chair the appeal meeting.

4.5. Appeal meeting and decision

4.5.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of appeal.

4.5.2. At the appeal meeting, the appellant must be given a full and fair opportunity to explain why:

a. their membership should not be suspended or terminated; or

b. their application to renew membership should not be rejected.

4.5.3. The committee must be given a full and fair opportunity to explain why:

a. the membership should be suspended or terminated; or

b. the application to renew membership should be rejected.

4.5.4. The appeals panel may decide the procedure for the appeal meeting, provided the procedure is fair and gives the appellant and the committee a reasonable opportunity to be heard.

4.5.5. The appeal must be decided by majority vote of the appeals panel.

4.5.6. If the appeals panel sets aside a decision to suspend or terminate membership, the member's membership is reinstated to their previous class of membership without payment of any additional fee.

4.5.7. If the appeals panel sets aside a decision to reject a membership renewal, the renewal is approved subject to payment of any fees due.

4.5.8. The decision of the appeals panel is final within the club.

5. Grievance procedure

5.1. Application

5.1.1. This grievance procedure applies to disputes under this constitution between:

a. a member and another member;

b. a member and the committee; or

c. a member and the club.

5.1.2. A member must not start a grievance procedure about a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

5.1.3. A person whose membership has been terminated must not start a grievance procedure.

5.2. Parties must try to resolve the dispute

5.2.1. The parties to a dispute must try to resolve the dispute between themselves within 14 days after the dispute comes to the attention of each party.

5.2.2. If two or more members have a grievance about the same matter, the committee may deal with the grievances together.

5.2.3. If clause 5.2.2 applies, the members raising the grievance must choose one of them to represent them in the grievance procedure.

5.3. Referral to mediation

5.3.1. If the parties cannot resolve the dispute within the time required under clause 5.2.1, the parties must, within 10 days:

a. notify the committee of the dispute;

b. agree to or request the appointment of a mediator; and

c. attempt in good faith to resolve the dispute by mediation.

5.4. Appointment of mediator

5.4.1. The mediator must be:

a. a person chosen by agreement between the parties; or

b. if the parties cannot agree:

i for a dispute between a member and another member, a person appointed by the committee; or

ii for a dispute between a member and the committee or the club, a registered mediator.

5.4.2. The committee may appoint any person as mediator, provided the person:

a. does not have a personal interest in the dispute; and

b. is not biased in favour of or against any party.

5.4.3. A registered mediator may include a mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.

5.5. Mediation process

5.5.1. The mediator must conduct the mediation fairly and must:

a. give each party a reasonable opportunity to be heard;

b. allow each party reasonable time to consider any written statement submitted by another party; and

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

5.5.2. The mediator must not decide the dispute.

5.5.3. The parties must take part in the mediation in good faith.

5.5.4. The costs of mediation must be paid:

a. in accordance with any agreement reached between the parties; or

b. if there is no agreement, by the club.

5.6. Failure to resolve dispute by mediation

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

6. The committee, delegation and subcommittees

6.1. Role and powers of committee

6.1.1. The business and affairs of the club must be managed by, or under the direction of, the committee.

6.1.2. The committee may exercise the powers of the club, except any powers that the Act or this constitution requires to be exercised by members at a general meeting.

6.1.3. Without limiting clause 6.1.2, the committee may:

a. appoint, manage and remove employees, contractors and other personnel;

b. establish, dissolve and set terms of reference for subcommittees;

c. delegate powers and functions in accordance with this constitution; and

d. do anything reasonably necessary or desirable to manage the business and affairs of the club.

6.2. Delegation

6.2.1. The committee may delegate any of its powers or functions to a committee member, subcommittee, employee, contractor or other person, except:

a. the power to delegate; or

b. a duty imposed on the committee by the Act or any other law.

6.2.2. A delegation must be in writing and may be subject to any conditions or limitations the committee considers appropriate.

6.2.3. The committee may revoke a delegation, wholly or partly, by written notice.

6.2.4. Despite any delegation under this clause, the committee:

a. may continue to exercise any delegated power or function; and

b. remains accountable for all delegated powers and functions.

6.3. Committee member duties

6.3.1. As soon as practicable after being elected or appointed, each committee member must become familiar with this constitution and the Act.

6.3.2. The committee is collectively responsible for taking reasonable steps to ensure that the club complies with the Act and this constitution.

6.3.3. Each committee member must exercise their powers and discharge their duties with reasonable care and diligence.

6.3.4. Each committee member must exercise their powers and discharge their duties:

a. in good faith in the best interests of the club; and

b. for a proper purpose.

6.3.5. A committee member or former committee member must not improperly use their position, or any information obtained because of their position, to:

a. gain an advantage for themselves or another person; or

b. cause detriment to the club.

6.3.6. A committee member must not allow the club to incur a debt:

a. while the club is insolvent; or

b. if incurring the debt would cause the club to become insolvent.

6.3.7. A committee member must perform any other duties imposed on them by the Act, this constitution or a resolution passed by members at a general meeting.

6.4. Membership of committee

6.4.1. The committee comprises between five and nine members, including:

a. president;

b. secretary;

c. treasurer; and

d. between two and six ordinary committee members elected or appointed in accordance with this constitution.

6.4.2. The committee may determine the number of ordinary committee members to be elected at each annual general meeting.

6.4.3. A committee member must be a member of the club.

6.5. Terms of office

6.5.1. The term of office for each committee member is one year.

6.5.2. Each committee member holds office from the end of the annual general meeting at which they are elected until the next annual general meeting.

6.5.3. A retiring committee member is eligible for re-election, subject to this constitution.

6.5.4. There is no maximum number of consecutive terms for which a committee member may hold office.

6.6. Subcommittees

6.6.1. The committee may establish and dissolve subcommittees to assist with the conduct of the club's activities, operations or affairs.

6.6.2. The committee may determine:

a. the membership of each subcommittee;

b. the role, powers, duties and functions of each subcommittee;

c. the terms of reference for each subcommittee; and

d. any reporting requirements for each subcommittee.

6.6.3. A subcommittee may meet and adjourn as it considers appropriate, subject to any direction from the committee.

6.6.4. A subcommittee must act in accordance with:

a. this constitution;

b. the bylaws;

c. its terms of reference;

d. any delegation made by the committee; and

e. any direction, condition or limitation imposed by the committee.

6.6.5. A subcommittee must keep adequate records of its meetings and decisions and must provide those records to the committee when requested.

6.6.6. A person who is a member of a subcommittee, but is not a committee member, is not entitled to vote at committee meetings.

6.6.7. The president may be an ex-officio member of any subcommittee.

6.7. Acts not affected by defects or disqualifications

6.7.1. An act or decision of the committee, a subcommittee or a person acting under the direction of the committee is not invalid only because:

a. there was a defect, irregularity or informality in the appointment of a person involved in the act or decision;

b. there was an irregularity in the way a committee meeting, subcommittee meeting or general meeting was called or conducted, and the irregularity was not discovered until after the meeting; or

c. it is later discovered that a person involved in the act or decision was disqualified from acting.

6.7.2. Clause 6.7.1 does not validate an act or decision if the defect, irregularity, informality or disqualification was known before the act or decision occurred.

7. Election, appointment and vacancies on committee

7.1. Eligibility for election or appointment

7.1.1. A person is eligible to be elected or appointed as a committee member only if the person:

a. is at least 18 years of age;

b. is a member who is entitled to vote at general meetings;

c. is eligible to be a committee member under the Act and this constitution; and

d. has no membership fee, other fee or levy overdue at the date of their nomination or appointment.

7.2. Election of committee members

7.2.1. Elections for committee positions must be held at a general meeting.

7.2.2. At each annual general meeting, elections must be held for any committee positions that are vacant or due for election under this constitution.

7.2.3. The committee may call another general meeting to conduct an election for any vacant committee position.

7.2.4. The secretary must call for nominations for committee positions to be elected at a general meeting with sufficient notice to allow nominations to be received at least 14 days before the meeting.

7.2.5. An eligible member may:

a. nominate themselves; or

b. be nominated by another member who is entitled to vote at general meetings, provided the nominee consents to the nomination.

7.2.6. A nomination must:

a. be in writing;

b. include the nominee's consent; and

c. be received by the secretary at least 14 days before the general meeting at which the election is to be held.

7.2.7. An individual may only be nominated for one committee position at each election.

7.2.8. The secretary must make a list of candidates available for inspection by members for at least seven days before the general meeting.

7.2.9. If there is only one candidate for a committee position to be elected, the candidate is declared elected if approved by a majority of members present, entitled to vote and voting.

7.2.10. If the candidate is not approved under clause 7.2.9, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with this clause.

7.2.11. If, at the start of the general meeting, there are no candidates nominated for a committee position to be elected, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with this clause.

7.2.12. If the number of candidates for a position is greater than the number of positions to be elected, an election must be held.

7.2.13. The chairperson of the meeting may determine the method of voting for an election, unless this constitution requires a secret ballot.

7.2.14. An election must be held by secret ballot if:

a. required by the chairperson of the meeting; or

b. requested by at least 20% of the members present and entitled to vote.

7.2.15. If a secret ballot is held, the chairperson of the meeting must appoint a returning officer to conduct the ballot.

7.2.16. The returning officer must not be a candidate for the position being elected.

7.2.17. Before voting begins, the chairperson may give each candidate a reasonable opportunity to speak in support of their election.

7.2.18. Each member present and entitled to vote may vote for one candidate for each committee position to be elected.

7.2.19. The candidate, or candidates, who receive the most votes are elected.

7.2.20. If two or more candidates receive the same number of votes and the result affects who is elected, the successful candidate is determined by lot.

7.2.21. If no candidate is elected to a committee position, a casual vacancy occurs.

7.3. Resignation, removal or vacation of office

7.3.1. A committee member may resign from office by giving written notice to the secretary.

7.3.2. The resignation takes effect:

a. when the secretary receives the notice; or

b. if the notice states a later date, on that later date.

7.3.3. A committee member may be removed from office by special resolution at a general meeting.

7.3.4. A committee member who is the subject of a proposed special resolution to remove them from office may give the secretary or president a written statement, of reasonable length, about the proposed resolution.

7.3.5. If the committee member asks for their written statement to be provided to members, the secretary or president must:

a. give a copy of the statement to members before the meeting; or

b. arrange for the statement to be read out at the meeting before the special resolution is voted on.

7.3.6. Before the vote is taken, the committee member must be given a full and fair opportunity to explain why they should not be removed from office.

7.3.7. A committee member vacates office if they:

a. die;

b. resign;

c. cease to be a member;

d. cease to be entitled to vote at general meetings;

e. become disqualified from being a committee member under the Act;

f. fail, without reasonable excuse, to disclose a material personal interest as required by the Act or this constitution;

g. fail to attend three consecutive committee meetings, other than special committee meetings, without approval of the committee;

h. become an employee; or

i. do not agree to undergo a criminal history check, or are disqualified as a result of such a check, if the committee requires the member to undergo a criminal history check.

7.3.8. A committee member has no internal right of appeal against their removal from office under this clause.

7.3.9. If a committee member's membership is suspended or terminated, the committee member immediately vacates office.

7.3.10. If the decision to suspend or terminate the person's membership is later set aside by an appeals panel, the person is not automatically reinstated to the office they vacated unless the appeals panel decides otherwise.

7.3.11. If the person is not reinstated to office, the position is treated as a casual vacancy.

7.4. Casual vacancies

7.4.1. A casual vacancy occurs if:

a. a committee member vacates office before the end of their term; or

b. a committee position is not filled by election at an annual general meeting.

7.4.2. The committee may appoint an eligible member to fill a casual vacancy.

7.4.3. A committee member appointed to fill a casual vacancy holds office until the next annual general meeting.

7.4.4. The committee may continue to act despite any vacancy in its membership.

7.4.5. If the number of committee members falls below the minimum number required by this constitution, the continuing committee members may act only to:

a. appoint enough eligible members to meet the minimum number; or

b. call a general meeting.

7.5. Secretary

7.5.1. The club must have a secretary.

7.5.2. The secretary must be appointed or elected in accordance with this constitution and must satisfy any requirements for the role under the Act.

7.5.3. The secretary may be removed from the role of secretary in the same way they were appointed or elected, subject to the Act and this constitution.

7.5.4. If the position of secretary becomes vacant, the committee must ensure a secretary is appointed or elected within 14 days after the vacancy occurs.

8. Meetings of the committee

8.1. Committee meetings

8.1.1. The committee must meet at least four times each year at the dates, times and places determined by the committee.

8.1.2. The date, time and place of the first committee meeting after an annual general meeting must be determined by the committee as soon as practicable after that annual general meeting.

8.2. Notice of committee meetings

8.2.1. Notice of each committee meeting must be given to each committee member at least seven days before the meeting.

8.2.2. Notice may be given for more than one committee meeting at the same time.

8.2.3. A notice of a committee meeting must state the date, time and place of the meeting.

8.2.4. If the meeting is a special committee meeting, the notice must state the general nature of the business to be considered.

8.2.5. Only the business stated in the notice may be considered at a special committee meeting.

8.3. Special committee meetings

8.3.1. A special committee meeting may be called by the president or by at least 33% of the current committee members.

8.3.2. A request for a special committee meeting must state:

a. why the meeting is requested; and

b. the business to be considered at the meeting.

8.3.3. In cases of urgency, a special committee meeting may be held without the notice required under clause 8.2, provided as much notice as practicable is given to each committee member by the quickest practicable means.

8.3.4. Any resolution passed at a special committee meeting under clause 8.3.3 must be passed by an absolute majority of the committee.

8.3.5. Only the business for which the special committee meeting is called may be considered at that meeting.

8.4. Procedure, technology and chairing

8.4.1. The committee may determine the procedure to be followed at its meetings, subject to the Act and this constitution.

8.4.2. The order of business may be determined by the committee members present at the meeting.

8.4.3. A committee meeting may be held, or a committee member may participate in a meeting, by using any technology that allows each person participating to clearly and simultaneously communicate with the other participants.

8.4.4. A committee member who participates in a meeting under clause 8.4.3 is taken to be present at the meeting and, if they vote, is taken to have voted in person.

8.4.5. The president is entitled to chair committee meetings.

8.4.6. If there is no president, or the president is not present within 30 minutes after the scheduled start time of a committee meeting, the committee members present may choose one of themselves to chair the meeting.

8.5. Quorum and adjournment

8.5.1. No business may be considered at a committee meeting unless a quorum is present.

8.5.2. The quorum for a committee meeting is a majority of the current committee members.

8.5.3. If a quorum is not present within 30 minutes after the scheduled start time of a special committee meeting, the meeting lapses.

8.5.4. If a quorum is not present within 30 minutes after the scheduled start time of any other committee meeting:

a. the meeting must be adjourned to a date no later than 14 days after the adjournment; and

b. notice of the date, time and place of the adjourned meeting must be given in accordance with clause 8.2.

8.6. Voting at committee meetings

8.6.1. Each committee member present and entitled to vote has one vote.

8.6.2. A motion is carried if a majority of committee members present, entitled to vote and voting vote in favour of the motion.

8.6.3. Clause 8.6.2 does not apply to any motion or question that this constitution requires to be passed by an absolute majority of the committee.

8.6.4. If the votes are equal, the question is decided so as to maintain the status quo.

8.6.5. Voting by proxy is not permitted at committee meetings.

8.7. Minutes of committee meetings

8.7.1. The committee must ensure that minutes are taken and kept of each committee meeting.

8.7.2. The minutes must record:

a. the names of committee members present;

b. the business considered at the meeting;

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

d. any material personal interest disclosed.

8.7.3. The minutes may be kept in electronic form.

8.7.4. The minutes of each committee meeting must be confirmed as accurate at a later committee meeting.

8.7.5. After the minutes are confirmed, they must be signed or otherwise approved by the chairperson of the meeting at which they are confirmed.

8.7.6. Minutes of committee meetings may only be inspected by the secretary, committee members and any other person approved by the committee.

8.8. Resolutions without meeting

8.8.1. The committee may pass a resolution without a meeting if:

a. each committee member entitled to vote on the resolution is given a reasonable opportunity to consider and vote on the resolution; and

b. a majority of committee members entitled to vote on the resolution agree to it.

8.8.2. A resolution under clause 8.8.1 may be agreed in writing, including by electronic means.

8.8.3. Committee members may agree to the same resolution in separate documents or electronic records.

8.8.4. A resolution passed under this clause is as valid as if it had been passed at a committee meeting.

8.9. Material personal interests

8.9.1. 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 the interest to the committee as soon as they become aware of the interest.

8.9.2. Unless clause 8.9.4 applies, the committee member must not:

a. be present while the matter is being considered; or

b. vote on the matter.

8.9.3. The disclosure must be recorded in the minutes of the committee meeting.

8.9.4. Clause 8.9.2 does not apply to a material personal interest:

a. that exists only because the committee member belongs to a class of people for whose benefit the club is established; or

b. that the committee member has in common with all, or a substantial proportion of, the members of the club.

8.9.5. The committee must keep a conflict of interest register.

8.9.6. The conflict of interest register must record:

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

b. the nature and extent of the interest; and

c. any actions required to manage the conflict.

9. Meetings of members

9.1. Annual general meetings

9.1.1. The club must hold an annual general meeting within five months after the end of each financial year.

9.1.2. The committee may determine the date, time and place of the annual general meeting.

9.1.3. The ordinary business of the annual general meeting is to:

a. confirm the minutes of the previous annual general meeting and any general meeting held since then;

b. receive and consider the annual report of the committee on the club’s activities during the previous financial year;

c. receive and consider the club’s financial statements, and audit, for the previous financial year;

d. appoint an auditor for the current financial year;

e. elect committee members, if any committee positions are vacant or due for election under this constitution; and

f. conduct any other business stated in the notice of meeting.

9.1.4. The annual general meeting may only conduct business that is ordinary business under clause 9.1.3 or business stated in the notice of meeting.

9.2. General meetings

9.2.1. The committee may call a general meeting whenever it considers it appropriate.

9.2.2. The committee must call a general meeting if requested in writing by at least 10% of the members entitled to vote at general meetings.

9.2.3. A request under clause 9.2.2 must:

a. state the business to be considered at the meeting;

b. state any resolution to be proposed;

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

d. be signed by the members requesting the meeting; and

e. be given to the secretary.

9.2.4. The general meeting must be held within three months after the secretary receives the request.

9.2.5. If the committee does not call the general meeting within one month after the secretary receives the request, the members who made the request, or any of them, may call the general meeting.

9.2.6. A general meeting called by members under clause 9.2.5:

a. must be held within three months after the secretary received the original request; and

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

9.2.7. The club must reimburse the reasonable expenses incurred by members calling and holding a general meeting under clause 9.2.5.

9.3. Notice of general meetings

9.3.1. The secretary must give written notice of a general meeting to each member:

a. at least 21 days before the meeting if a special resolution is to be proposed; or

b. at least 14 days before the meeting in any other case.

9.3.2. A notice of general meeting must:

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

b. state the general nature of each item of business to be considered;

c. if a special resolution is to be proposed, state the proposed resolution in full and state that it is intended to be proposed as a special resolution; and

d. include any information required by this constitution.

9.3.3. Only the business stated in the notice of meeting may be considered at a general meeting, unless this constitution or the Act provides otherwise.

9.4. Use of technology and presence

9.4.1. A general meeting may be held, or a member may participate in a general meeting, by using any technology approved by the committee that allows members to clearly and simultaneously communicate with each other participating member.

9.4.2. A member who participates in a general meeting under clause 9.4.1 is taken to be present at the meeting and, if they vote, is taken to have voted in person.

9.5. Quorum and adjournment

9.5.1. No business may be conducted at a general meeting unless a quorum is present.

9.5.2. The quorum for a general meeting is:

a. at least ten members entitled to vote at general meetings; or

b. if the club has fewer than ten members entitled to vote at general meetings, all members entitled to vote.

9.5.3. If a quorum is not present within 30 minutes after the scheduled start time of a general meeting called by, or at the request of, members, the meeting lapses.

9.5.4. If a quorum is not present within 30 minutes after the scheduled start time of any other general meeting:

a. the meeting must be adjourned to a date no more than 21 days after the adjournment; and

b. notice of the date, time and place of the adjourned meeting must be given to all members as soon as practicable after the meeting is adjourned.

9.5.5. If a quorum is not present within 30 minutes after the scheduled start time of the adjourned meeting, the members present and entitled to vote, if at least three are present, may proceed with the business of the meeting as if a quorum were present.

9.6. Chairing and procedure

9.6.1. The president is entitled to chair general meetings.

9.6.2. If there is no president, or the president is not present within 30 minutes after the scheduled start time of a general meeting, the members present and entitled to vote may choose another person to chair the meeting.

9.6.3. The chairperson must conduct the meeting in a proper and orderly way.

9.6.4. The chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present and entitled to vote, adjourn the meeting to another time or place.

9.6.5. No business may be conducted at an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

9.6.6. Notice of an adjourned meeting is not required unless the meeting is adjourned for 14 days or more, in which case notice must be given in accordance with clause 9.3.

9.7. Voting at general meetings

9.7.1. Each member present and entitled to vote has one vote.

9.7.2. Except for a special resolution, a resolution is passed if a majority of members present, entitled to vote and voting vote in favour of the resolution.

9.7.3. A special resolution is passed if at least 75% of members present, entitled to vote and voting vote in favour of the resolution.

9.7.4. A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy overdue at the date of the meeting.

9.7.5. A challenge to a member's right to vote at a general meeting:

a. may only be made at the meeting; and

b. must be determined by the chairperson, whose decision is final.

9.7.6. Proxy voting is not permitted at general meetings.

9.7.7. If the votes are equal, the question is decided so as to maintain the status quo.

9.8. Method of voting and declaring results

9.8.1. The method of voting at a general meeting is to be decided by the chairperson, unless this constitution requires a particular method.

9.8.2. The chairperson may declare, on the basis of a show of hands or other method of voting, that a resolution has been carried or lost.

9.8.3. An entry in the minutes recording the chairperson's declaration is evidence of the result of the vote.

9.8.4. If at least three members present and entitled to vote request that votes be formally counted, the chairperson must arrange for the votes to be counted in the way the chairperson determines.

9.8.5. The chairperson must declare the result of the resolution on the basis of the count.

9.8.6. A count demanded on the election of the chairperson or on a question of adjournment must be taken immediately.

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

9.9. Minutes of general meetings

9.9.1. The committee must ensure that minutes are taken and kept of each general meeting.

9.9.2. The minutes must record:

a. the business considered at the meeting;

b. any resolution on which a vote is taken; and

c. the result of the vote.

9.9.3. The minutes of each annual general meeting must also record:

a. the names of members attending the meeting;

b. the annual report received by the meeting;

c. the financial statements received by the meeting; and

d. any auditor's report, review report or other financial report required under the Act.

9.9.4. The minutes may be kept in electronic form.

9.9.5. The minutes of each general meeting must be confirmed as accurate at a later general meeting.

9.9.6. After the minutes are confirmed, they must be signed or otherwise approved by the chairperson of the meeting at which they are confirmed.

9.9.7. If a member asks to inspect or receive a copy of the minutes of a general meeting, the secretary must, within 28 days after receiving the request:

a. make the minutes available for inspection by the member at a mutually agreed time and place; or

b. give the member a copy of the minutes.

9.9.8. The club may require the member to pay the reasonable cost of providing a copy of the minutes.

10. Finance

10.1. Source and management of funds

10.1.1. The funds of the club may come from membership fees, joining fees, donations, fundraising activities, grants, interest, sponsorship, fees for services or activities and any other sources approved by the committee.

10.1.2. The club must maintain one or more accounts with a financial institution in the name of the club.

10.1.3. All money received by the club must be deposited into a club account no later than five business days after receipt, unless otherwise approved by the committee.

10.1.4. Subject to any restrictions imposed by members at a general meeting, the committee may approve expenditure on behalf of the club.

10.2. Payments and financial controls

10.2.1. Payments by the club must be made in a manner approved by the committee.

10.2.2. Subject to any approval given under clause 10.2.5, any electronic funds transfer must be authorised by at least two people approved by the committee.

10.2.3. The committee may approve the following people to authorise electronic funds transfers:

a. the president;

b. the secretary;

c. the treasurer; or

d. any other person approved by the committee.

10.2.4. A payment must not be authorised by two people who are in a close personal or family relationship, or who live at the same address.

10.2.5. The committee may approve the treasurer, or another person, to incur expenditure and authorise payments on behalf of the club up to a specified limit, without requiring separate committee approval for each item of expenditure.

10.2.6. The committee may approve petty cash, credit card or debit card arrangements for the club and must determine the conditions applying to those arrangements.

10.2.7. A credit card or debit card must only be used for club purposes and must not be used for cash withdrawals, unless otherwise approved by the committee.

10.3. Financial records

10.3.1. The committee must ensure that the club keeps financial records that:

a. correctly record and explain the club's transactions, financial position and financial performance; and

b. enable financial statements to be prepared as required by the Act.

10.3.2. The club must keep financial records for at least seven years after the transactions covered by the records are completed.

10.3.3. The treasurer must keep, or ensure the club keeps, the financial records for the current financial year and any other financial records authorised by the committee.

10.4. Financial statements and reporting

10.4.1. For each financial year, the committee must ensure that the club complies with the requirements under the Act relating to financial statements.

10.4.2. These requirements include:

a. preparing the financial statements;

b. arranging for the financial statements to be audited;

c. submitting the financial statements to the annual general meeting; and

d. lodging the financial statements and any required reports, certificates, statements and fees as required by the Act.

10.5. Not-for-profit

10.5.1. The income and property of the club must be used only to promote its objects and must not be distributed to members.

10.5.2. Clause 10.5.1 does not prevent the club from making a payment in good faith for:

a. reasonable remuneration for services provided to the club;

b. reimbursement of reasonable expenses incurred on behalf of the club;

c. goods supplied to the club;

d. rent for premises leased or made available to the club; or

e. interest on money lent to the club, provided the interest rate is reasonable.

10.6. Financial year

10.6.1. The club's financial year ends on 30 September each year.

11. General matters

11.1. Common seal and execution of documents

11.1.1. The club may have a common seal.

11.1.2. If the club has a common seal:

a. the name of the club must appear on the common seal in legible characters;

b. the common seal may only be used with the authority of the committee;

c. the use of the common seal must be witnessed by two committee members; and

d. the common seal must be kept in the custody of the secretary.

11.2. Registered address

11.2.1. The registered address of the club is the address determined by the committee from time to time.

11.3. Notices

11.3.1. A notice required or permitted to be given to a member or committee member under this constitution may be given:

a. personally;

b. by post to the person's address recorded in the register of members;

c. by email to the person's email address recorded in the register of members; or

d. by any other method approved by the committee and permitted by law.

11.3.2. A notice required or permitted to be given to the club or the committee may be given:

a. personally to a committee member;

b. by post to the registered address;

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

d. by email to the email address of the club or the secretary, if the committee considers that appropriate.

11.4. Custody and inspection of records

11.4.1. Members may, on request, inspect the following records free of charge:

a. the register of members, subject to any restriction permitted by the Act;

b. this constitution;

c. the minutes of general meetings; and

d. subject to clauses 8.7.6 and 11.4.3, the financial records, books, securities and other documents of the club.

11.4.2. A member may request a copy of this constitution or the minutes of a general meeting in writing. The club must provide the copy within the time required by the Act and this constitution.

11.4.3. The committee may refuse or restrict a member's access to records, or copies of records, that relate to confidential, personal, employment, commercial or legal matters, or where access may be prejudicial to the interests of the club.

11.4.4. The club does not permit members to inspect or obtain copies of minutes of committee meetings, unless approved by the committee.

11.4.5. Subject to clauses 11.4.3 and 11.4.4, a member may request a copy of, or make a copy of, any record referred to in clause 11.4.1.

11.4.6. The club may charge a reasonable fee for providing a copy of a record, except where the Act requires the copy to be provided free of charge.

11.4.7. In this clause, relevant document means any record or document, however stored, that relates to the incorporation, management, transactions, dealings, business or property of the club.

11.5. Alteration of constitution

11.5.1. This constitution may only be altered by special resolution at a general meeting.

11.5.2. An alteration to this constitution does not take effect unless and until it is approved or registered as required by the Act.

11.6. Bylaws

11.6.1. The committee may make, amend or repeal bylaws for the proper management of the club.

11.6.2. Bylaws must be consistent with the Act and this constitution.

11.6.3. To the extent of any inconsistency between a bylaw and this constitution, this constitution prevails.

11.6.4. The committee must make any bylaws available to members.

11.7. Indemnity

11.7.1. To the extent permitted by law, the club indemnifies each office holder against liability incurred by the office holder in good faith while acting for or on behalf of the club.

11.7.2. The indemnity in clause 11.7.1 does not apply to liability arising from wilful misconduct, fraud, dishonesty, gross negligence or a knowing breach of the law.

11.8. Insurance

11.8.1. The club may take out and maintain insurance as the committee considers appropriate.

11.8.2. Without limiting clause 11.8.1, the club may take out and maintain insurance for the benefit of the club, committee members, office holders, employees, volunteers and other people acting for or on behalf of the club.

11.9. Licensed club requirements

11.9.1. While the club holds a club licence under the *Liquor Control Reform Act 1998 (Vic.)*:

a. the club must comply with any requirements applying to its rules, members, guests, visitors, authorised gaming visitors, registers and supply of liquor under that Act;

b. no office holder, employee or other person may be paid any commission or allowance from the receipts of the club for the supply of liquor;

c. a visitor must not be supplied with liquor on the club's premises unless the visitor is a guest in the company of a member or, if applicable, an authorised gaming visitor admitted in accordance with the law and this constitution;

d. any honorary or temporary membership, and any exemption from paying ordinary membership fees, must be limited to the classes of people and processes set out in this constitution, the bylaws or any applicable law; and

e. the secretary must ensure that any member, guest, visitor, authorised gaming visitor or other register required by law is kept in the form and manner required.

12. Winding up

12.1. Winding up and cancellation

12.1.1. The club may be wound up voluntarily by special resolution.

12.1.2. If the club is wound up or its incorporation is cancelled, its surplus assets must not be distributed to any current or former member.

12.1.3. Subject to the Act and any court order, the surplus assets must be given to another body that:

a. has similar objects to the club; and

b. is not carried on for the profit or gain of its individual members.

12.1.4. The body to receive the surplus assets must be decided by special resolution.

12.1.5. A member has no liability to contribute to the payment of the debts and liabilities of the club, or the costs, charges and expenses of winding up, except to the extent required by the Act.