



## Section 2. Association Rules.

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## **2.1 NAME**

- (1) The name of the Incorporated Association is the Ballarat and District Soccer Association Incorporated. (in these rules called "the Association").

## **2.2 PURPOSES**

- (1) The purposes of the Association are:
- A) To support, protect and advance the game of Association Football (Soccer; hereinafter called "the Game") and in particular to promote the advancement and further the interests of the Game in the Ballarat region of the State of Victoria.
  - B) To foster the true spirit of sporting ethics in players, officials and administrators.
  - C) To promote proper methods and practices of the Game.
  - D) To promote participation in the game without violence, prejudice or discrimination by players, officials, administrators and the general public.
  - E) To promote the proper and orderly administration of the Game by the Association and its members.
  - F) To promote and encourage the advancement of players, coaches, match officials and administrators.
  - G) To ensure that all member clubs have Rules and Purposes which are not inconsistent with the Association's Rules and Purposes.
  - H) To promote, provide for, regulate and manage competitions and matches.
  - I) To regulate, control and register all players within the Ballarat and District Soccer Association;
  - J) To regulate and control the transfer of all players within the region of the Association;
  - K) To promote improvements to and uniformity in the principles, methods and practices of the Game;
  - L) To exercise or delegate supervision and control, within the scope of these Purposes Rules and Bye-Laws, over members, member clubs, officers, players and other persons and to expel, suspend, disqualify, fine or otherwise deal with any member, member club, member of a member club, officer, official player or other person who shall have committed breaches of the Rules or Bye-Laws or who shall have been guilty of any conduct which in the opinion of the Association is contrary to the interests of the Game and/or the Association.
  - M) To print, publish and circulate such journals, periodicals, books, media releases and other publications as may seem conducive to any purpose of the Association.



- N) To promote the interchange of information, resources and knowledge among members of the Association by conferences, courses, seminars and clinics;
- O) To adopt such means of making known the Purposes and benefit of the Association as may seem expedient and to otherwise further the interests of members in particular by advertising in the media, by circulars, by publication of books, leaflets, periodicals, pamphlets or literature of a similar nature relating wholly to the Purposes and benefits of the Association and by granting prizes, rewards and donations;
- P) To apply, petition for, or promote and to join any other body or bodies in promoting legislation, subordinate legislation or other authority with a view to the attainment of the Association's Purposes or any one of them;
- Q) To promote any other Association, trust, institution, organisation, department or instrumentality of government, local government authority, educational organisation or other organisation as may be approved from time to time by the Association, which has as its main object the purchase or acquisition of any land for purposes of providing premises and facilities for the Association;
- R) In furtherance of the Purposes of the Association to promote amalgamation with or absorb or co-operate with any other association, company or society whose objects are not incompatible with the Purposes of the Association;
- S) In furtherance of the Purposes of the Association to seek membership of any other association or society whose objects are not inconsistent with the purposes of the Association;
- T) To accept the gift of monies or chattels whether testamentary or otherwise and if necessary or advisable to perform, execute or adopt any conditions or trusts attached to such gifts.
- U) To undertake and execute any trusts which may seem to the Association not opposed to any of its purposes;
- V) Solely for the purpose of furthering these Purposes, Rules and Bye-Laws of the Association the Association shall have the power:
  - i) To engage and employ any persons as may be necessary for carrying out the Purposes of the Association.
  - ii) To invest the monies of the Association from time to time separate funds and the corpus and income of each fund shall be applied from time to time as may be resolved by the Board of Management of the Association or as directed by the terms of any will or gift creating such fund;



- iii) To borrow or raise with or without security and in order to. secure the payment of money in such a manner as the Association shall consider expedient and particular by way of mortgage of all or any part of the property of the Association or by issue of debentures chargeable upon all or any part of the property of the Association both present and future and to purchase, redeem or pay off any such securities;
- iv) Purchase, rent, lease, exchange, hire or otherwise acquire any land, buildings, plant, furniture or other property, real or personal, and to construct any buildings, to maintain, and from time to time alter and add to any building or plant used by the Association;
- v) Sell, manage, lease, mortgage, dispose of, dedicate mortgage, exchange or otherwise deal with all or any part of the property of the Association but in any case should the Association take hold of any property subject to any trusts the Association shall only deal with the same in accordance with the trusts affecting it;
- vi) Establish or support funds for carrying out or otherwise assisting activities by the Association or any other body or bodies within the scope of the Purposes of the Association;
- vii) To invest the monies of the Association not immediately required in such investments as may from time to time be determined by the Board of Management of the Association;
- W) To review these Rules, Purposes and Bye-Laws, and the Rules, Purposes and Bye-Laws of member clubs from time to time but in any case at no. longer intervals than ten years.
- X) To do all such lawful acts, deeds and things as are incidental to the attainment of all or any of the above purposes.

## **2.3 FINANCIAL YEAR**

- (1) The financial year of the Association is each period of 12 months ending on 30 September.

## **2.4 DEFINITIONS**

- (1) In these Rules, unless the contrary intention appears:
  - A) "The Act" means the *Associations Incorporations Reform Act 2012*.
  - B) "The Regulations" means Regulations under the Act.
  - C) "Board" means the Board of Management of the Association.
  - D) "Officer" shall be any of those persons appointed in accordance with these rules, and where appropriate, shall include any person appointed to fill a casual vacancy.
  - E) "Member" means a member of the Association.
  - F) "Ordinary Member of the Board" means a member of the Board who is not an Officer of the Association under Clause 2.10.2.



- G) "Life Member" means an individual person upon whom the Association has conferred Life Membership in accordance with these Rules.
  - H) "Financial Year" means the year commencing on 1 October and ending on 30 September.
  - I) "Membership Year" means the year commencing on 1 December and ending on 30 November.
  - J) "General Meeting" means a general meeting of members convened in accordance with Clause 2.8
  - K) "Rules" means these rules of the Association and include the Statement of Purposes.
  - L) "Bye-Laws" means any Bye-Laws made by the Board in accordance with these Rules.
  - M) "Statement of Purposes" means the Statement of Purposes setting out objects and purposes of the Association.
  - N) "Seal" means the common seal of the Association and includes any official seal of the Association.
- (2) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and as in force from time to time.

## **2.5 MEMBERSHIP**

### **2.5.1 MEMBERSHIP OF THE ASSOCIATION**

- (1) The membership of the Association shall consist of:
- A) Affiliated Club membership (with voting rights. See Clause 2.5.2)
  - B) Corporate membership (without voting rights.)
  - C) Individual membership (without voting rights.)
  - D) Individual membership (Board members-with voting rights. See Clause 2.5.6)
  - E) Honorary life membership (without voting rights.)
  - F) Such other category of membership as the Association may determine by resolution at an Annual General Meeting

### **2.5.2 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;
  - B) to submit items of business for consideration at a general meeting;
  - C) to attend and be heard at general meetings;
  - D) to vote at a general meeting;
  - E) to have access to the minutes of general meetings and other documents of the Association as provided under Clause 2.12.4;
  - F) to inspect the register of members.



### **2.5.3 AFFILIATED CLUB**

- (1) A club which applies for membership as provided for in these Rules is eligible to be a member of the Association subject to the Association approving the application and upon payment of the annual subscription applicable under these Rules.
- (2) In determining an application for Affiliated Club Membership the Association shall consider the Bye-Laws of the Association regarding benchmarks for the fielding of teams in approved competitions and the Purposes, Rules and Bye-Laws of the applicant. All members under this Clause shall be incorporated bodies.

### **2.5.4 CORPORATE MEMBER**

- (1) A corporate body which applies for membership as provided in these Rules is eligible to be a member of the Association subject to the Association approving the application and upon the payment of the annual subscription applicable under these Rules.
- (2) In determining an application for Corporate Membership the Association shall consider the benefits to the Association in approving the application.

### **2.5.5 ORDINARY MEMBER (NON-VOTING)**

- (1) A natural person who applies for membership as provided in these Rules is eligible to be a member of the Association shall be registered as a member upon the payment of the subscription fee applicable but shall not be entitled to vote at General Meetings.

### **2.5.6 ORDINARY MEMBER (VOTING)**

- (1) All board members shall be registered as Ordinary Members of the Association under Clause 2.5.5 of these rules within fourteen days of appointment to the board and shall be entitled to vote at Board Meetings and General Meetings.

### **2.5.7 HONORARY LIFE MEMBER**

- (1) An Honorary Life Member shall be a natural person upon whom the Association has conferred the title Honorary Life Member.
- (2) An Honorary Life Member shall be subject to these rules, shall have the same rights and privileges as an Ordinary Member (non-voting) and shall be exempt from the payment of an annual membership fee.
- (3) The Board shall have the power to confer Honorary Life Membership on such persons as the board considers have rendered outstanding service to or on behalf of the Association.
- (4) Any Honorary Life Membership so conferred shall be awarded at the next Annual General Meeting of the Association.

### **2.5.8 APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION:**

- (1) Shall be made in writing and,
- (2) Shall be lodged with the secretary of the Association.



- (3) As soon as practicable after receipt of an application, the Secretary shall refer the application to the Board.
- (4) Upon referral of an application to the Board, the Board shall determine whether to approve or reject the application.
- (5) Upon an application being approved by the Board, the Secretary shall, with as little delay as possible, notify the applicant in writing of the approval for membership of the Association and request payment within 28 days of receipt of the notification of the sum payable under these Rules as the first year's annual membership fee.
- (6) The Secretary shall, upon receipt of the membership fee referred to in sub-clause (5) within the period referred to in that sub-clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association and shall be bound by the conditions of membership of the Association.

#### **2.5.9 CONDITIONS OF MEMBERSHIP**

- (1) Every member shall be bound by the Purposes, Rules and Bye-Laws of the Association and shall refrain from doing any act likely to prejudice the Association. All members shall be considered to have assented and agreed to be bound by the Purposes, Bye-Laws and these Rules.
- (2) Registered players shall be considered not to be members of the Association but, by virtue of their membership of an Association member shall be bound by these Rules, the Purposes and Bye-Laws and shall be subject to the Disciplinary Matters contained in these Rules, the Purposes and Bye-Laws.
- (3) All member clubs shall within thirty days of the member club's Annual General Meeting submit to the Association Secretary a copy of the financial statement submitted by the club in accordance with the Act.
- (4) A right, privilege or obligation of a person by reason of membership of the Association:-
  - A) Is not capable of being transferred or transmitted to another person, and,
  - B) Terminates upon the cessation of membership whether by death or resignation, or otherwise

#### **2.5.10 REGISTER OF MEMBERS**

- (1) The Secretary must keep and maintain a register of members that includes
  - A) for each current member
    - i) the member's name;
    - ii) the address for notice last given by the member;
    - iii) the date of becoming a member;
    - iv) class of membership;
    - v) any other information determined by the Committee; and
  - B) for each former member, the date of ceasing to be a member.





- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

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

#### **2.5.11 RESIGNATION OF MEMBER**

- (1) A member of the Association who has paid all moneys due and payable by the member to the Association may resign from the Association by first giving notice in writing to the Secretary of his or her intention to resign and upon serving such notice upon the Secretary the member ceases to be a member.
- (2) Upon the receipt of a notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

#### **2.5.12 EXPULSION, SUSPENSION OR FINE OF MEMBER**

- (1) Subject to these Rules and except for Disciplinary Matters subject to Clause 2.6 of these Rules, if the Board is of the opinion that a member (including a member of the Board):
- A) Has refused or neglected to comply with these Rules; or
  - B) Has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Board may by resolution:
    - i) Expel a member from the Association; or
    - ii) Remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned
    - iii) Suspend a member from membership of the Association for a specified period; or
    - iv) Fine a member an amount not exceeding the amount specified in the Bye-Laws.
- (2) Where the Board passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable cause to be served on the member a notice in writing:
- A) Setting out the resolution of the Committee and the grounds on which it is based;
  - B) Stating that the member may give written notice of a dispute under Clause 2.6 of these Rules.

#### **2.5.13 NOTICES**

- (1) A notice may be served by or on behalf of the Association upon any member by:
- A) Delivering it to the member personally; or,



- B) Sending it by prepaid post addressed to the member at the address shown in the Register of Members.; or,
  - C) Sending it by facsimile or other electronic communication where appropriate confirmation that the notification has been dispatched is obtained.
- (2) Where a document is properly addressed and served upon a person in accordance with this Clause, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## **2.6 GRIEVANCE PROCESS**

### **2.6.1 WRITTEN NOTICE OF DISPUTE**

- (1) Any member may give written notice to the Secretary of a dispute under these Rules (not being disciplinary matter within the meaning of Clause 2.7) between:
- A) Members, or;
  - B) A Member or Members and the Association.
- (2) Within 14 days of receipt of such written notice the Secretary shall:
- A) Forward written details of the dispute to all parties to the dispute.
  - B) Require the parties to meet to discuss and attempt to resolve the dispute in good faith within 28 days of the dispute being forwarded to all parties or such other time as the parties agree.

### **2.6.2 DISPUTE REFERRED TO MEDIATION**

- (1) If the parties are unable to resolve the dispute at a meeting under Clause 2.6.1 or if any party fails to attend that meeting or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this Clause.

### **2.6.3 APPOINTMENT OF MEDIATOR**

- (1) If a dispute under Clause 2.6.1 proceeds to mediation then the Board of the Association shall appoint a mediator who is:
- A) A person having knowledge and expertise in relation to sport and the subject matter in dispute, and;
  - B) A person agreed to by the parties, or;
  - C) In the absence of agreement:
    - i) In the case of a dispute between members, the Board shall select a mediator who has no association with the dispute, or;
    - ii) In the case of a dispute between a member and the Association, the Board shall select a mediator who has no association with the dispute and is not a member of the Association or a member of a member of the Association.



#### **2.6.4 MEDIATION PROCEDURE:**

- (1) The mediator shall have control of the timetable for the undertaking of the mediation but, in any event, the mediation shall be completed within 30 days of the appointment of the mediator.
- (2) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
  - A) Give to the parties every opportunity to be heard.
  - B) Allow due consideration by all parties of any written-statement submitted by any party.
  - C) Allow each of the parties to appoint any person to act on their behalf in respect of the mediation, and;
  - D) Otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (3) Costs incurred by any party for the mediation shall be borne by that party unless otherwise agreed by other parties or the Association.
- (4) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- (5) If the dispute referred to mediation in accordance with Clause 2.6.2 is not resolved there shall be no further right of complaint or appeal under these Rules, but, the parties may seek other means of resolving the dispute within the provisions of the Act and otherwise at law.

### **2.7 DISCIPLINARY MATTERS**

#### **2.7.1 REFEREE REPORTS**

- (1) Every charge based upon a report of a Referee or Assistant referee shall be dealt with by the Association in accordance with the Bye-Laws.
- (2) The Board shall appoint a Tribunal and an Investigation and Disciplinary Committee.
- (3) Every charge by a Referee or Assistant Referee requiring a hearing under the Bye-Laws shall be placed before the Tribunal or Investigation and Disciplinary Committee by the Investigation and Disciplinary Co-ordinator within the time specified in the Bye-Laws.
- (4) All penalties and automatic penalties as determined under Clause 2.11.2 shall be paid within fourteen days after demand by the Association.

#### **2.7.2 APPEALS**

- (1) The Board shall appoint an Appeal Board to hear all appeals against any decision of the Tribunal or Investigation and Disciplinary Committee.
- (2) The Appeal Board shall consist of a panel of persons who shall not be members of the Association (other than Honorary Life Members), members, officials or officers of member clubs.
- (3) The Appeal Board shall elect a Chairperson from its own members.



- (4) All decisions of the Appeal Board shall be final and binding on all parties.

## **2.8 MEETINGS**

### **2.8.1 CONVENING MEETINGS & NOTICE OF MEETINGS;**

- (1) Written notice of each Annual General Meeting, Special General Meeting and Ordinary General Meeting shall be served on each member of the Association not less than 14 days prior to the meeting by:
- A) Delivering it to the member personally; or,
  - B) Sending it by prepaid post addressed to the member; or,
  - C) Sending it by facsimile or other electronic communication where appropriate confirmation that the notification has been dispatched is obtained.
- (2) Written notice of each Board meeting shall be served on each member of the Board not less than 48 hours prior to the meeting by:
- A) Delivering it to the member personally; or,
  - B) Sending it by prepaid post addressed to the member; or,
  - C) Sending it by facsimile or other electronic communication where appropriate confirmation that the notification has been dispatched is obtained.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of notice.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at a meeting of the Association.

### **2.8.2 ANNUAL GENERAL MEETING**

- (1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held at such a time and place as the Committee determines but within 5 months after the end of each financial year.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be
- A) To confirm the minutes of the last preceding Annual General Meeting and of any Special general meeting held since that meeting;
  - B) To receive from the Board reports upon the transactions of the Association during the last preceding financial year;
  - C) To elect officers of the Association and the ordinary members of the Board.
  - D) To receive and consider the financial statement *required to be* submitted by the Association in accordance with the Act.
  - E) To set Fees and Charges to apply until the next Annual General Meeting.



- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

### **2.8.3 ORDINARY GENERAL MEETINGS, SPECIAL GENERAL MEETINGS AND BOARD MEETINGS**

- (1) An Ordinary General Meeting shall be held no less than thirty days prior to the commencement of each competition season for the purpose of approving the fixtures and competition administration.
- (2) Special General Meetings may be convened by the Board whenever it thinks fit and where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.
- (3) Board Meetings shall be convened at such times and places as the Board shall determine.

### **2.8.4 SPECIAL GENERAL MEETINGS REQUISITIONED BY MEMBERS**

- (1) The Board shall, on the requisition in writing of members representing not less than 30 per cent of the total number of voting members convene a Special General Meeting of the Association.
- (2) The requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.
- (3) If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three months after that date.
- (4) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (5) A Special General Meeting convened by members in pursuance of these Rules shall be convened in the same manner, or, as neatly as possible as that in which those meetings are convened by the Board and, all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expense.



## **2.9 PROCEEDINGS AT MEETINGS**

### **2.9.1 BUSINESS AT ANNUAL AND SPECIAL GENERAL MEETINGS.**

- (1) All business that is transacted at a Special General Meeting and an Annual General Meeting with the exception of that specially referred to in these Rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a General meeting, Special General Meeting or Annual General Meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.

### **2.9.2 QUORUM**

- (1) Seven members personally present (being members entitled under these Rules to vote at an Annual General Meeting, Special General Meeting or Board Meeting) constitute a quorum for the transaction of the business of an Annual General Meeting, Special General Meeting or Ordinary General Meeting.
- (2) Six members personally present (being members entitled under these Rules to vote at a Board Meeting) constitute a quorum for the transaction of the business of a Board Meeting.
- (3) If within half an hour after the appointed time for the commencement of an Annual General Meeting, Special General Meeting or Board Meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.
- (4) A quorum for sub-committee meetings shall be determined by the Board.

### **2.9.3 CHAIRPERSON AT MEETINGS**

- (1) The President, or in the President's absence, the Vice President, shall preside as Chairperson at each general meeting or Board Meeting of the Association.
- (2) If the President and the Vice President are absent from a general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- (3) Unless appointed by the Board sub-committees of the Association shall elect one of their own number to preside as chairperson.



#### **2.9.4 ADJOURNMENT OF MEETING.**

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the meeting adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in this Clause, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **2.9.5 VOTING**

- (1) A question arising at a General Meeting, Board Meeting or Committee Meeting of the Association shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded of the votes recorded in favour of, or against, that resolution.
- (2) Upon any question arising at a general meeting of the Association, a member has one vote only.
- (3) Voting on behalf of an Affiliated Club shall be exercised by the delegate appointed under Clause 2.9.6 (4)
- (4) All votes shall be given personally or by proxy.
- (5) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (6) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (7) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.

#### **2.9.6 ELIGIBILITY TO VOTE**

- (1) A member is not entitled to vote at any General Meeting or Board Meeting unless all monies due and payable by the member to the Association under Clause 2.11.2 have been paid, other than the amount of the annual subscription payable in respect of the forthcoming financial membership year.





- (2) Each member entitled to vote is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (3) The notice appointing the proxy shall be in the form set out in the Bye-Laws.
- (4) Each Affiliated Club member is entitled on the form set out in the Bye-Laws to appoint one delegate to vote at an Annual General Meeting or Special General Meeting
- (5) Individual members, other than Board members are not entitled to vote at any General Meeting or Board Meeting.
- (6) Honorary Life Members are not entitled to vote at any General Meeting or Board Meeting.
- (7) All members of Committees of the Association, whether Affiliated Club Members, Individual Members, Honorary members or appointed non-members are entitled to vote at sub-committee meetings.
- (8) Board members are entitled to vote at a Board Meeting and at any General Meeting.

## **2.10 BOARD OF MANAGEMENT**

- (1) The affairs of the Association shall be managed by the Board of Management.
- (2) Subject to the Act the Board shall consist of the Officers of the Association as provided for in Clause 2.10.2 and six Ordinary Board Members.

### **2.10.1 FUNCTIONS OF THE BOARD**

- (1) The Board:
  - A) Shall control and manage the business and affairs of the Association;
  - B) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and,
  - C) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
  - D) May appoint or disband such sub-committees as it sees fit and to delegate any of its *powers* whatsoever to such sub-committees as seems desirable for the proper management of the Association.
  - E) Shall have the power to make, alter and repeal from time to time such regulations and Bye-Laws as the Board deems desirable for the proper conduct and management of the affairs of the Association.





### **2.10.2 OFFICERS OF THE ASSOCIATION**

- (1) The Officers of the Association shall be:
  - A) A President; and
  - B) A Vice-President; and
  - C) A Secretary; and
  - D) A Treasurer; and
  - E) A Registration Officer; and
  - F) A Publicity Officer.

### **2.10.3 TERM OF OFFICE**

- (1) Subject to sub-clause (2) each Board member shall hold office until the second Annual General Meeting following his or her election to office, but is eligible for re-election.
- (2) At any Annual General Meeting there shall be six Board positions subject to nomination and election. The Board shall determine which Board positions at the 2000 Annual General Meeting shall be for a term of one year and two years in order to obtain a tenure of office structure consistent with sub-clause (1).
- (3) In the event of a casual vacancy in any office referred to in Clause 2.10.2 or General Board Member, the Board may appoint a person nominated by a voting member of the Association to the vacant office and the person so appointed may continue in office up to the time at the Annual General Meeting at which that office would normally have expired.

### **2.10.4 ELECTION OF OFFICERS AND VACANCY**

- (1) Nominations of candidates for election as officers of the Association:
  - A) Shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - B) Shall be delivered to the Secretary of the Association not less than seven clear days (168 hours) before the time fixed for the holding of the Annual General Meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall, subject to the provisions of sub-clause (3) and (4), be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.



- (6) A person may only hold one office at any one time.
- (7) There shall be a maximum of three Officers of the Association at any one time who are Officers, Committee Members of, or are affiliated with, as declared on their Nomination for Office form, any individual Affiliated Club member of the Association.
  - A) An invalid nomination under this Clause shall be established by conducting the election for Office in descending order according to Clause 2.10.2.
  - B) At such time during the election as an invalid nomination is established the person conducting the elections shall declare such nomination to be invalid.
- (8) For the purposes of these Rules, the office of an officer of the Association or Ordinary Member of the Board becomes vacant if the officer or member:
  - A) Ceases to be a member of the Association whether by death, resignation or otherwise;
  - B) Becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - C) Resigns from office by notice in writing given to the Secretary;
  - D) The Officer shall be absent from three consecutive Board Meetings without leave of absence or reasonable cause.
  - E) Is removed from office under Clause 2.5.12.

#### **2.10.5 PROCEEDINGS OF BOARD**

- (1) The Board shall meet at least once per month for the duration any BDSA competition at such place and such times as the Board may determine.
- (2) A Board meeting may be convened by the President, Secretary or by any four of the members of the Board.
- (3) Notice shall be given to members of the Board of any Board meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) Any six members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a Board meeting convened by any four Board members in which case it lapses.
- (6) At meetings of the Board:
  - A) The President or in the President's absence the Vice President shall preside; or
  - B) If the President and the Vice President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.



- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote
- (9) Subject to Clause 2.9.2 the Board may act notwithstanding any vacancy on the Board.

#### **2.10.6 COMMITTEES AND DELEGATION OF POWERS**

- (1) The Board may, in relation to the attainment of any or all of these Rules, Purposes and Bye-Laws, appoint Committees of the Association consisting of members of the Association and, where deemed appropriate, non-members of the Association.
- (2) The Board may, in relation to any activity or function of the Association delegate all or any of its powers or functions under these Rules (except this power of delegation) to any person or to any Committee of the Association constituted under this Clause.
- (3) Every delegation under this Clause shall be revocable by the Board and no delegation shall prevent the exercise of any power or function by the Board.

#### **2.10.7 BYE-LAWS**

- (1) The Board shall prepare and adopt such Bye-Laws as it deems necessary for the proper and orderly administration of the affairs of the Association.
- (2) The Board shall not confirm the adoption of Bye-Laws or alteration or addition to Bye-Laws prior to thirty days from the date of notice of such adoption was served upon Members of the Association.

#### **2.10.8 SECRETARY**

- (1) The Secretary of the Association shall be responsible to Board and shall:
  - A) Keep minutes of the resolutions and proceedings of each Annual General Meeting, Special General Meeting, General meeting and each Board meeting together with a record of the names of persons present at each meetings; and,
  - B) Attend to all correspondence and notify members of all such meetings of the Association as required under these Rules; and,
  - C) Execute tasks relating to the day to day management of the Association.



## **2.10.9 TREASURER**

- (1) The Treasurer of the Association shall be responsible to Board and shall:
  - A) Shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
  - B) Shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
  - C) Shall prepare annual financial statements required by the Act and shall submit them to the Annual General Meeting. Such Annual financial statements are to be examined by the Association's auditors prior to the Annual General Meeting.

## **2.11 FINANCIAL MATTERS**

### **2.11.1 FUNDS**

- (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

### **2.11.2 FEES, FINES AND CHARGES**

- (1) The annual membership fee is payable in advance on or before 1<sup>st</sup> December in each year.
- (2) The annual membership fee payable shall be prescribed by resolution at each Annual General Meeting of the Association.
- (3) The annual team registration fees, player registration fees and player transfer fees shall be prescribed by resolution at each Annual General Meeting of the Association.
- (4) The setting of fees shall be moved by notice of motion. Such notice of motion shall be advised to voting members not less than fourteen days prior to the Annual General Meeting in the notice convening the Meeting.
- (5) Fines and penalties shall be prescribed from time to time by resolution at a Board Meeting of the Association but in any case shall be in force prior to the commencement of the competition to which they apply and shall remain in force without alteration for the duration of that competition.
- (6) Other charges not elsewhere covered in Clause 2.11.2 shall be prescribed from time to time by resolution at a Board meeting of the Association.

### **2.11.3 CHEQUES**

- (1) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two Officers of the Association.



#### **2.11.4 AUDIT**

- (1) The Association shall, by resolution at each Annual General meeting, appoint an auditor or auditors who shall act in that capacity for the ensuing financial year.
- (2) The accounts of the Association shall be made up to the thirtieth day of September in each year and a balance sheet containing a summary of assets and liabilities of the Association on that day and the yearly accounts of receipts and expenditure to that day shall be made out, together with such matters as may be required by the Act. Such accounts with all vouchers and receipts shall be submitted to the examination of the auditor or auditors who shall report thereon to the members at the ensuing Annual General Meeting certifying in such reports as to the correctness of such balance sheet and accounts.
- (3) A copy of the audited annual financial statements shall be served upon each Association member not less than seven days prior to the Annual General Meeting.

#### **2.11.5 MATERIAL PERSONAL INTEREST OF MEMBERS**

- (1) In accordance with the Act a member of the Association who has a material personal interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest as soon as they become aware of it.
- (2) In accordance with the Act a member of the Association who has a material personal interest in a contract or proposed contract with the Association must not take part in any Association decision regarding that contract.
- (3) The Secretary shall record such interest and any abstinence from voting in the minutes.

#### **2.11.6 IMPROPER ADVANTAGE**

- (1) A member of the Association must not knowingly or recklessly make improper use of information acquired by virtue of their position in the Association so as to gain any pecuniary benefit or material advantage for themselves or other persons or organisations or to cause detriment to the Association.

### **2.12 OTHER MATTERS**

#### **2.12.1 COMMON SEAL**

- (1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures of two members of the Committee.



### 2.12.2 ALTERATION OF RULES

- (1) These Rules shall not be altered except in accordance with the Act and by special resolution of a general meeting of the Association.

### 2.12.3 WINDING UP OR CANCELLATION

- (1) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association shall:
  - A) Be disposed of in accordance with the provisions of the Act; and,
  - B) Be disposed of in accordance with the conditions, if any, of any loan, deed, grant, bequest or gift or any provisions of the Income Tax Act which may apply.
  - C) Not be paid to or distributed among members but shall be distributed to some other institution or institutions having objects similar to the Association.
  - D) The body to which the surplus assets are to be given must be decided by special resolution.

### 2.12.4 CUSTODY AND INSPECTION OF RECORDS

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in his or her custody or under his or her control all books documents and securities of the Association.
- (2) Members may on request inspect free of charge
  - A) the register of members;
  - B) the minutes of general meetings;
  - C) subject to sub-clause (3), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- (3) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (4) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to sub-clause (3), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (6) For purposes of this rule, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
  - A) its membership records;
  - B) its financial statements;
  - C) its financial records;



- D) records and documents relating to transactions, dealings, business or property of the Association.

## VERSION MANAGEMENT

Version	Date	Reason for Change	Author	Approved
1	January 2000	Formatted into handbook		
1A	20 Jan 2012	Rationalise Board positions – Rules 12.2 and 12.4	Peter J Reid	–
1-1	15 Mar 2012	Adoption at General Meeting of 15 March 2012 and Annual General Meeting of 6 December 2012.	Peter J Reid	General Meeting
1-1	6 Dec 2012	Readopted at Annual General Meeting of 6 December 2012	Peter J Reid	Annual General Meeting
1-1A	21 Dec 2012	Inclusion of changes due to passing of <i>Association Incorporation Reform Act 2012</i> (Note: Changes to be submitted and approved by Consumer Affairs Victoria (CAV). After acceptance by CAV document will become Issue 2. This opportunity was also taken to format the document into the standard format used by the Association)	Peter J Reid	–
2	1 Feb 2013	Approved by Consumer Affairs Victoria (CAV)	Peter J Reid	CAV
2A	29 Oct 2014	Correction of editorial errors in Sections 2.2, 2.6.3, 2.6.4, 2.7.2, 2.8.2, 2.8.3, 2.8.4, 2.9.1, 2.9.6, 2.10.1, 2.10.3, 2.10.4, 2.12.1	Peter J Reid	–
2B	5 Nov 2014	Remove “and” from Section 2.5.2	Board	–
2-1	4 Dec 2014	Acceptance of editorial changes.	Peter J Reid	Annual General Meeting