

# Leongatha Knights Football Club

## Constitution

A0045284G



**Acknowledgement of Country:** In 2024 the below artwork was created for the Leongatha Knights Football Club:

The artworks story:

The creator Bunjil (wedge tail eagle) overlooks the hills of Leongatha to the coastline of Bass Coast.

It is Bunjils Biik (land), the yellow represents the sand, and the ochre red is the cliff lines.

The rolling hills surround the Leongatha Knights bringing cultural significance and connection to our Club.

Steven Ulula Parker created the art with the Club. Steve is a descendant of the Boonwurrung, Yorta Yorta and Erub (TSI) people and is from Millowl (known as Phillip Island).



We recognise and acknowledge that our home ground is located on the Traditional Lands of the Bunurong People. We pay our respects to their Elders past, present, and emerging, and extend those respects to other First Nations Peoples we meet whilst playing our great game.

**Legal Disclaimer:** This document and the comments in it are designed as a guide only and are not, not should be considered, a substitute for a Club obtaining its own legal advice.

The authors and Football Victoria Limited (FV) accept no responsibility for any loss or damage suffered through reliance by any person on the information within this document.

# 1. Table of Contents

2.	Preliminary.....	5
2.1.	Name.....	5
2.2.	Purposes.....	5
2.3.	Financial Year .....	5
2.4.	Gender Equality .....	5
2.5.	Definitions.....	5
3.	FA and FV .....	6
3.1.	Purposes for Football .....	6
3.2.	Club responsibilities for membership .....	7
3.3.	Membership entitlement .....	7
3.4.	Governing rules - order of precedence.....	8
3.5.	Club restrictions.....	8
3.6.	Club responsibilities to FV .....	8
4.	Members, disciplinary procedures and grievances.....	9
4.1.	Annual fee.....	9
4.2.	Composition of members.....	9
4.3.	Duties of Officers .....	10
4.4.	Life members .....	10
4.5.	Rights not transferable .....	10
4.6.	Ceasing membership .....	11
4.7.	Forfeiture of rights.....	11
4.8.	Register of members .....	11
4.9.	Changes to Member details .....	11
5.	Disciplinary action .....	11
5.1.	Grounds for taking disciplinary action .....	11
5.2.	Disciplinary subcommittee .....	12
5.3.	Notice to member .....	12
5.4.	Decision of subcommittee.....	12
5.5.	Appeal rights .....	13
5.6.	Conduct of disciplinary appeal meeting .....	13
6.	Grievance procedure .....	14
6.1.	Application .....	14
6.2.	Parties must attempt to resolve the dispute.....	14
6.3.	Appointment of mediator .....	14
6.4.	Mediation process .....	15
6.5.	Failure to resolve dispute by mediation .....	15

# Leongatha Knights Football Club - Constitution

7.	General meetings of the Club .....	15
7.2.	Annual General Meetings.....	16
7.3.	Special general meetings.....	16
7.4.	Special general meeting held at the request of members .....	16
7.5.	Proxy and postal voting .....	17
7.6.	Use of technology.....	17
7.7.	Quorum at AGM .....	17
7.8.	Adjournment of general meeting .....	17
7.9.	Voting at general meeting .....	17
7.10.	Determining whether resolution carried.....	17
7.11.	Minutes of general meeting .....	18
8.	Committee duties .....	18
8.1.	General duties.....	18
9.	Election of Committee members and tenure of office.....	18
9.1.	Positions to be declared vacant .....	18
9.2.	Nominations.....	18
9.3.	Election of Positions. ....	19
9.4.	Election of general members .....	19
9.5.	Ballot .....	19
9.6.	Term of office .....	20
9.7.	Vacation of office .....	20
10.	Regular General Meetings of Committee .....	20
10.1.	Notice of Meetings .....	20
10.2.	Procedure and order of business .....	21
10.3.	Quorum at general meetings .....	21
10.4.	Use of technology.....	21
10.5.	Minutes of meeting .....	21
10.6.	Leave of absence .....	21
11.	Financial matters.....	22
11.1.	Source of funds.....	22
11.2.	Management of funds.....	22
11.3.	Financial records.....	22
11.4.	Financial statements.....	22
11.5.	Notice requirements.....	23
11.6.	Custody and inspection of books and records.....	23
12.	Amendments .....	24
13.	Dissolution .....	24

## 2. Preliminary

### 2.1. Name

The name of the incorporated association is 'Leongatha Knights Football Club Incorporated'.

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

### 2.2. Purposes

The purpose of the Leongatha Knights Football Club (the Club) is to:

- 2.1 Promote social engagement in the sport of soccer, facilitate teams that will engage in competition sanctioned by Football Victoria (FV) and or Football Australia (FA).
- 2.2 Ensure compliance with this constitution, Codes of Behaviour, by-laws of FA and FV and rules of competition.
- 2.3 Provide a platform for members to engage in training, competition, teamwork fostering a community based on mutual respect, inclusivity, and personal growth.
- 2.4 Encourage aspiring referees and coaches, by facilitating, mentoring and formal training programs.

### 2.3. Financial Year

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

### 2.4. Gender Equality

The Club acknowledges that gender equality is a fundamental human right and a cornerstone of a just and equitable society. We commit to fostering a community where all individuals, regardless of gender, have equal opportunities, rights, and responsibilities. This includes eliminating discrimination, preventing gender-based violence, and challenging harmful stereotypes. We strive to create a society where all members can reach their full potential and participate fully in all aspects of life.

The 40/40/20 principal - gender composition will be considered when electing or appointing people to roles in the committee. Where possible, this means ensuring that the President and Co-President or Vice President are of different genders.

### 2.5. Definitions

In these Rules:

- **40/40/20 Principle** means a gender target of 40% men, 40% women and 20% any gender.
- **appeal subcommittee** means a subcommittee appointed.
- **Chairperson** of a general meeting or committee meeting, means the person chairing the meeting.
- **Committee** means the Committee having management of the business of the Association.
- **Committee meeting** means a meeting of the Committee held in accordance with these rules.
- **Committee member** means a member of the Committee elected or appointed.

- **Disciplinary appeal meeting** means a meeting of the appeal subcommittee convened for the purposes of discipline.
- **Disciplinary meeting** means a meeting of the Committee convened held in accordance with these rules.
- **Disciplinary subcommittee** means the subcommittee appointed.
- **FA** means Football Australia Limited (ABN 28 106 478 068) or its successor.
- **Financial year** means the 12-month period specified.
- **FV** means Football Victoria Inc (ABN 97 592 993 965) or its successor.
- **General meeting** means a general meeting (committee meeting) of the members of the Association convened
- **Annual general meeting** means a general meeting (committee meeting) of the members of the Association convened once a year
- **Special general meeting** means a general meeting (committee meeting or subcommittee) of the members of the Association convened as required excluding an annual general meeting or a disciplinary appeal meeting
- **Laws of the Game** means rules of the sport of football referred to in the Statutes and Regulations.
- **Member** means a member of the Association.
- **Registered mediator** means a person registered as a mediator accredited under the National Mediator Accreditation System developed by the Mediator Standards Board Limited ABN 11 145 829 812.
- **Statutes and Regulations** means the statutes and regulations of Federation Internationale de Football Association in force from time to time.
- **The Act** means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.
- **The Registrar** means the Registrar of Incorporated Associations (Consumer Affairs Victoria).

**Note** - *The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these Rules. Under section 46 of the Associations Incorporation Reform Act 2012 (Consumer Affairs Victoria), these Rules are taken to constitute the terms of a contract between the Committee and its members.*

### **3. FA and FV**

#### **3.1. Purposes for Football**

The purposes for which the Club is established are to:

- 1) be the Football organisation's formal legal entity recognised by FA and/or FV, and to comply with the constitution and by-laws of FA and FV; and

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

### **3.2. Club responsibilities for membership**

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

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

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

### **3.3. Membership entitlement**

All members of Club teams are entitled to:

- 1) **Eligibility** - Membership is open to all people from the age of 5 years, that can follow general instructions for the safety of self, others, and club property. The Secretary must, as soon as practicable, ensure the name and address of the new member, and the date on which they became a member, is recorded in the register of members.
- 2) **Admission** - Individuals are required to complete the annual online registration process to be considered for membership.
- 3) **Rights and Responsibilities** - Members have the right to vote in an election for any Club office holders (through their caretaker if under the age of 18), if the member's membership rights are not suspended for any reason and if they have been a member for a minimum of 30 days. Members have the right to participate in meetings, submit items of business for consideration at a general meeting and engage in all Club activities if the members' membership rights are not suspended for any reason. Members are expected to uphold the values and principles of the Club.
- 4) **Termination** - Membership may be terminated after review by the Committee for reasons such as failure to meet responsibilities, violating Club rules, etc. The rights of a member are not transferable and end when membership ceases.

The membership of a person ceases on resignation (notice in writing given to the Club), expulsion or death.

All Memberships remain valid until the day preceding the first competitive match of the following season.

**Note** - *The Club may have obligations under Division 6 of Part 4 of the Equal Opportunity Act 2010.*

### **3.4. Governing rules - order of precedence**

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

### **3.5. Club restrictions**

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

- 1) which relates solely or principally to the right to vote for any Club officeholder; or
- 2) in addition to the Club's regular membership fee, for the right of a member to vote for any Club officeholder; or
- 3) in any other ways disassociates the right to vote for Club officeholders from the usual rights of members whether they participate in the Club as players, administrators, official, or otherwise.

### **3.6. Club responsibilities to FV**

The Club must:

- 1) promulgate and comply with, and do everything within its power to enforce compliance with, the Statutes and Regulations and the Laws of the Game; and
- 2) co-operate with FA and FV in all matters relating to the organisation of competitions, the Club's own competitions and Football in general
- 3) be or remain incorporated in Victoria
- 4) subject to the FV constitution
  - a. appoint a Delegate annually to represent the Club at general and other meetings of FV, and where applicable to vote on behalf of the Club at FV general meetings
  - b. nominate such other persons as may be required to be appointed to FV committees from time to time under this Constitution or the FV constitution or otherwise
- 5) forward to FV a copy of its constituent documents and details of its Directors during the Membership Application process
- 6) provide updated details of its Directors as and when they change during the year
- 7) adopt the objects of FV (in whole or in part as are applicable to the Club) and adopt rules which reflect, and which are, to the extent permitted or required by the Act, generally in conformity with the FV constitution.

## 4. Members, disciplinary procedures and grievances

### 4.1. Annual fee

- 1) At each annual general meeting, the Club must determine:
  - a. the process for setting the amount of the annual fee (if any) for the following financial year; and
  - b. the date for payment of the annual fee
- 2) The Club may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to
  - a. the full annual subscription; or
  - b. a pro rata annual subscription based on the remaining part of the financial year; or
  - c. a fixed amount determined from time to time by the Club.
- 3) The rights of a member (including the right to vote) who has not paid the annual fee by the due date are suspended until the subscription is paid.

### 4.2. Composition of members

- 1) **Committee** - The business of the Club must be managed by or under the direction of an elected Committee. A Committee member is eligible to be elected or appointed as a committee member if the member is 16 years or over. A committee member may be re-elected.
- 2) The Committee must exercise its powers in good faith in the best interests of the Club.
- 3) The Committee may establish subcommittees consisting of members with terms of reference it considers appropriate.
- 4) The Committee may appoint and remove staff.
- 5) The Committee is collectively responsible for ensuring that the Club complies with the Clubs policies, constitution and charter rules and regulations values and principles and that individual members of the Committee comply. The Committee will decide at a regular general meeting if individual player is responsible for red card payment(s) rule 6.7 applies.
- 6) Committee members and former committee members must not make improper use of their position or information acquired by virtue of holding their position; so as to gain an advantage for themselves or any other person or to cause detriment to the Club.
- 7) The Committee shall consist of the following officers:

## Leongatha Knights Football Club - Constitution

- a. President and or Co-President (voted position)
- b. Vice President (voted position)
- c. Secretary (voted position)
- d. Treasurer (voted position)
- e. General Committee members:
  - i. Communication and Marketing Coordinator
  - ii. Sponsorship and Fundraising Coordinator
  - iii. Canteen Coordinator
  - iv. Events coordinator
  - v. Club and Child Safety Officer
  - vi. Registrar Officer
  - vii. Uniform and Merchandise Officer
  - viii. Grounds Sub-committee
  - ix. Equipment Coordinator

**Note** - *The Committee can elect some or all of the named general committee positions at its AGM.*

### 4.3. Duties of Officers

- 1) **President / Co-President:** Presides over meetings, represents the Club, and oversees all Club activities.
- 2) **Vice President:** Assists the President and assumes the President's duties in their absence.
- 3) **Secretary:** Records minutes of each meeting, handles Club correspondence, and maintains Club records. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- 4) **Treasurer:** Manages the Club's finances, including budgeting, fundraising, and financial reporting.

**Election of Officers** - Officers shall be elected by a majority vote of the membership held at the Annual General Meeting. Officers will serve for a term of one year.

**Vacancies** - In the event of a vacancy, the Committee shall appoint a replacement or hold a special election as needed.

### 4.4. Life members

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

### 4.5. Rights not transferable

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

#### **4.6. Ceasing membership**

If a person ceases to be a member of the Club, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **4.7. Forfeiture of rights**

If a Member ceases membership for any reason, they shall forfeit all rights and claims to the Association and its property and must not use any of the Association's equipment or property, including its intellectual property. Furthermore, any Association documents, records, or other property in the Member's possession, custody, or control must be returned immediately.

#### **4.8. Register of members**

The Secretary must keep and maintain a register of members that includes each current members:

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

Any member may, at a reasonable time and free of charge, inspect the register of members, subject to confidentiality considerations and privacy laws.

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

#### **4.9. Changes to Member details**

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

### **5. Disciplinary action**

#### **5.1. Grounds for taking disciplinary action**

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

- 1) has failed to comply with these Rules; or
- 2) refuses to support the purposes of the Club; or

- 3) has engaged in conduct prejudicial to the Club

## 5.2. Disciplinary subcommittee

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

## 5.3. Notice to member

Before disciplinary action is taken against a member, the Secretary must give written notice to the member:

- a. stating that the Club proposes to take disciplinary action against the member; and
- b. stating the grounds for the proposed disciplinary action; and
- c. specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the ***disciplinary meeting***); and
- d. advising the member that the member may do one or both of the following:
  - i. attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - ii. give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
- e. setting out the member's appeal rights under rule 5.5.

The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

## 5.4. Decision of subcommittee

- 1) At the disciplinary meeting, the disciplinary subcommittee must:
  - a. give the member an opportunity to be heard; and
  - b. consider any written statement submitted by the member.
- 2) After complying with subrule (1), the disciplinary subcommittee may:
  - a. take no further action against the member; or
  - b. subject to subrule (3):
    - i. reprimand the member; or
    - ii. suspend the membership rights of the member for a specified period; or
    - iii. expel the member from the Club.
- 3) The disciplinary subcommittee may not fine the member.

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

### **5.5. Appeal rights**

- 1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 5.4 may give notice to the effect that the person wishes to appeal against the suspension or expulsion.
- 2) The notice must be in writing and given:
  - a. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - b. to the Secretary not later than 7 days after the vote.
- 3) If a person has given notice under subrule (2), the Committee must appoint at least 3 people to an appeal subcommittee to consider the appeal.
- 4) Subject to subrule (5), the Committee may appoint any person to any appeal subcommittee.
- 5) A person must not be appointed to an appeal subcommittee if the person:
  - a. was appointed to the disciplinary subcommittee to hear and determine the matter of the member concerned; or
  - b. has a personal interest in the dispute; or
  - c. is biased in favour of or against the member concerned.
- 6) The committee must convene a meeting of the appeal subcommittee (*the disciplinary appeal meeting*) as soon as practicable and no later than 21 days after the notice of the appeal is received.
- 7) Notice of the disciplinary appeal meeting must be given to each member of the appeal subcommittee and the member concerned as soon as practicable and must:
  - a. specify the date, time and place of the meeting; and
  - b. state:
    - i. the name of the person against whom the disciplinary action has been taken; and
    - ii. the grounds for taking that action; and
    - iii. that at the disciplinary appeal meeting the appeal subcommittee members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

### **5.6. Conduct of disciplinary appeal meeting**

- 1) At a disciplinary appeal meeting:
  - a. no business other than the question of the appeal may be conducted; and
  - b. the appeal subcommittee must state the grounds for suspending or expelling the member and the reasons for taking that action; and

- c. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 2) After complying with subrule (1), members of the appeal subcommittee present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 3) A member may not vote by proxy at the meeting.
- 4) The decision is upheld if a majority of the people voting at the meeting vote in favour of the decision.

## **6. Grievance procedure**

### **6.1. Application**

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

### **6.2. Parties must attempt to resolve the dispute**

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

### **6.3. Appointment of mediator**

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

**Note** - *This includes a registered mediator appointed or employed by the Dispute Settlement Centre of Victoria or accredited by the Victorian Bar.*

- 3) Subject to subrule (4), the Committee may appoint any person as a mediator.
- 4) The Committee must not appoint a person as a mediator if the person:
  - a. has a personal interest in the dispute; or
  - b. is biased in favour of or against any party.

#### **6.4. Mediation process**

- 1) The mediator to the dispute, in conducting the mediation, must:
  - a. give each party every opportunity to be heard; and
  - b. allow due consideration by all parties of any written statement submitted by any party; and
  - c. ensure that natural justice is accorded to the parties throughout the mediation process.
- 2) The mediator must not determine the dispute.
- 3) Any costs of mediation are to be paid:
  - a. if an agreement as to costs is reached between the parties - in accordance with that agreement; or
  - b. if there is no such agreement by the Committee.

#### **6.5. Failure to resolve dispute by mediation**

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

### **7. General meetings of the Club**

#### **7.1. Meetings**

- 1) **Regular General Meetings (Committee Meetings):** The Committee is to meet regularly to conduct good governance business, plan activities, and discuss relevant topics. The Chairperson will chair the meeting. This person will be elected each meeting by the other committee members present. A minimum of 8 meetings per calendar year must be held.
- 2) **Conflict of Interest:** A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee. The member must not be present while the matter is being considered at the meeting and must not vote on the matter.
- 3) The Secretary must keep a conflict-of-interest register.
- 4) The conflict-of-interest register must record the following:
  - a. the name and position of the member who has disclosed a material personal interest;
  - b. a description of the nature and extent of that interest;

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

## **7.2. Annual General Meetings**

The Club shall convene an annual general meeting (AGM) within 5 months of the Financial Year End Date as registered with CAV to elect the members of the Committee. The Committee may determine the November date, time and place of the annual general meeting. The ordinary business of the annual general meeting is as follows:

- a. to confirm the minutes of the previous annual general meeting and of any special general meeting or general meeting held since then;
  - b. to receive and consider:
    - i. the annual report of the Committee on the activities of the Club during the preceding financial year; and
    - ii. the financial statements of the Club for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - c. to elect the members of the Committee;
  - d. to determine the process for setting the amounts (if any) of the annual subscription and membership fee.
- 2) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

## **7.3. Special general meetings**

- 1) Any general meeting of the Club, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- 2) The Committee may convene a special general meeting if necessary.
- 3) No business other than that set out in the notice may be conducted at the meeting.

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

## **7.4. Special general meeting held at the request of members**

- 1) The Committee must convene a special general meeting if a request to do so is made in accordance with subrule (2) by at least 10% of the total number of members.
- 2) A request for a special general meeting must:
  - a. be in writing; and
  - b. state the business to be considered at the meeting and any resolutions to be proposed; and
  - c. include the names and signatures of the members requesting the meeting; and
  - d. be given to the Secretary.
- 3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.

- 4) A special general meeting convened by members under subrule (3):
  - a. must be held within 3 months after the date on which the original request was made; and
  - b. may only consider the business stated in that request.
- 5) The Club must reimburse all reasonable expenses incurred by the members convening a special general meeting under subrule (3).

#### **7.5. Proxy and postal voting**

A committee member may appoint another member as their proxy to vote and speak on their behalf at a general meeting other than at a disciplinary appeal meeting. The appointment of a proxy must be in writing and signed by the committee member making the appointment.

#### **7.6. Use of technology**

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

#### **7.7. Quorum at AGM**

- 1) members at the AGM must have at least 75% agreement for the election of committee positions.
- 2) members at the AGM must have at least 75% agreement for voting on issues raised within the AGM.

#### **7.8. Adjournment of general meeting**

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

#### **7.9. Voting at general meeting**

- 1) Decisions shall be made by a majority vote unless otherwise specified in the Constitution. Committee members may vote personally or by proxy. Each member is entitled to one vote.
- 2) If votes are divided equally on a question, the Chairperson of the meeting has the second casting vote.
- 3) If the question is whether or not to confirm the minutes of the previous meeting, only members who were present at that meeting may vote.

#### **7.10. Determining whether resolution carried**

- 1) The Chairperson of the general meeting may, on the basis of a show of hands, declare that a resolution has been:
  - a. carried; or
  - b. carried unanimously; or

- c. carried by a particular majority; or
- d. lost

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

#### **7.11. Minutes of general meeting**

- 1) The Committee must ensure that minutes are taken and kept of each general meeting.
- 2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 3) In addition, the minutes of each annual general meeting must include:
  - a. the names of the members attending the meeting; and
  - b. the financial statements submitted to the members
  - c. the certificate signed by 2 committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Club; and
  - d. any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **8. Committee duties**

#### **8.1. General duties**

As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.

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

### **9. Election of Committee members and tenure of office**

#### **9.1. Positions to be declared vacant**

The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 9.2 to 9.5.

#### **9.2. Nominations**

- 1) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- 2) An eligible member of the Club may:
  - a. nominate themselves; or
  - b. with the member's consent, be nominated by another member.

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

### 9.3. Election of Positions.

- 1) At the annual general meeting, separate elections must be held for each of the following positions:
  - a. President(s);
  - b. Vice-President;
  - c. Secretary;
  - d. Treasurer.
- 2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- 3) If more than one member is nominated, a ballot must be held in accordance with rule 9.5.
- 4) On the President's election, the new President may take over as Chairperson of the meeting.

### 9.4. Election of general members

- 1) The annual general meeting must by resolution decide the number of general members of the Committee (if any) it wishes to hold office for the next year in accordance with 4.2.7.
- 2) A single election may be held to fill all of those positions.
- 3) If the number of members nominated for the position of general committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- 4) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 9.5.

### 9.5. Ballot

- 1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- 2) The returning officer must not be a member nominated for the position.
- 3) Before the ballot is taken, each candidate may make a short speech in support of the candidate's election.
- 4) The election must be by secret ballot.
- 5) If the election is held in person, the returning officer must give a blank piece of paper to:
  - a. each member present in person; and
  - b. each proxy appointed by a member.

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

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

- 7) If the ballot is for more than one position:
  - a. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - b. the voter must not write the names of more candidates than the number to be elected.
- 8) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- 9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- 10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- 11) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must:
  - a. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - b. with the agreement of those candidates, decide by lot which of them is to be elected.

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

#### **9.6. Term of office**

- 1) Subject to subrule (3) and rule 9.7, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- 2) A committee member may be re-elected.

#### **9.7. Vacation of office**

- 1) A committee member may resign from the Committee by written notice addressed to the Committee
- 2) A person ceases to be a committee member if the person:
  - a. ceases to be a member of the Club; or
  - b. fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 10.6; or
  - c. otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note** - *A Committee member may not hold the office of Secretary if they do not reside in Australia.*

- 3) The Committee may continue to act despite any vacancy in its membership.

## **10. Regular General Meetings of Committee**

### **10.1. Notice of Meetings**

- 1) Notice of each general meeting (committee meeting) must be given to each committee member no later than 7 days before the date of the meeting.

- 2) Notice may be given of more than one committee meeting at the same time.
- 3) The notice must state the date, time and place of the meeting.
- 4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- 5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

#### **10.2. Procedure and order of business**

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

#### **10.3. Quorum at general meetings**

- 3) A quorum for conducting business shall be 51% of the committee elected. No decisions may be conducted at a general meeting (committee meeting) unless a quorum is present. Club decisions can only be made in a dedicated meeting forum. However, in urgent situations, the committee may make minor operational decisions outside of meetings. These decisions, involving expenditures of less than \$200, may be made via the committee's online communication platform using a voting poll. At least 51% of elected committee members participating in the chat must approve the decision for it to be valid.

#### **10.4. Use of technology**

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

#### **10.5. Minutes of meeting**

- 1) The Committee must ensure that minutes are taken and kept of each committee meeting.
- 2) The minutes must record the following:
  - a. the names of the members in attendance at the meeting;
  - b. the business considered at the meeting;
  - c. any resolution on which a vote is taken and the result of the vote;
  - d. any material personal interest disclosed under rule **Error! Reference source not found.**

#### **10.6. Leave of absence**

- 1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- 2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

## **11. Financial matters**

### **11.1. Source of funds**

The funds of the Club may be derived from membership fees, sponsorships, donations, fundraising activities, grants, interest and any other sources approved by the Committee.

### **11.2. Management of funds**

- 1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
- 2) Subject to any restrictions imposed by a general meeting of the Club, the Committee may approve expenditure on behalf of the Club.
- 3) The Committee may authorise the Treasurer to expend funds on behalf of the Club (including by electronic funds transfer) of up to \$200 without requiring approval from the Committee for each item on which the funds are expended.
- 4) Despite subrule (1), the Committee may authorise the Treasurer to maintain a petty cash fund for minor and incidental expenses of the Association.
- 5) The Treasurer must record the withdrawal or deposit of an amount from the petty cash fund at the time of the transaction.

### **11.3. Financial records**

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

### **11.4. Financial statements**

- 1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- 2) Without limiting subrule (1), those requirements include:
  - a. the preparation of the financial statements; and
  - b. if required, the review or auditing of the financial statements; and
  - c. the certification of the financial statements by the Committee; and

- d. the submission of the financial statements to the annual general meeting of the Association; and
  - e. the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- 3) **Club Dues** - The Club may establish dues or fees to support its activities, to be determined by the membership.
- 4) **Budget** - The Treasurer shall propose an annual budget for approval by the Committee. The financial year of the Club is each period of 12 months, ending on 31 October.
- 5) **Fundraising**: The Club may engage in fundraising activities to support its initiatives, subject to the approval of the Committee and in compliance with applicable laws.

#### 11.5. Notice requirements

- 1) Any notice required to be given to a member or a committee member under these Rules may be given:
  - a. by handing the notice to the member/Committee representative personally; or
  - b. by sending the notice by post to the registered address; or
  - c. by email to the email address of the member/Committee.

#### 11.6. Custody and inspection of books and records

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

**Note** - See note following rule 4.8 for details of access to the register of members.

- 2) The Committee may refuse to permit a member to inspect records of the Club that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Club
- 3) The Committee must on request make available, or provide copies of these Rules available to members and applicants for membership free of charge.
- 4) Subject to subrule (2), a member may request a copy of, or make a copy of, any of the other records of the Club referred to in this rule and the Club may charge a reasonable fee for provision of a copy of such a record.
- 5) For the purposes of this rule:

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

- a. a membership record;

- b. a financial statement;
- c. a financial record;
- d. any other record or document relating to transactions, dealings, business or property of the Club.

## 12. Amendments

- 1) Proposals: Amendments to this Constitution may be proposed by any member in good standing and must be submitted in writing to the Committee.
- 2) Approval: Proposed amendments to this constitution must be reviewed and voted on by the members at the AGM and have at least 75% agreement.
- 3) In this Constitution, in the event of inconsistency between any statutes, rules, regulations, laws, policy or other governing document of a relevant body or bodies, the relevant governing document of the relevant body applies in accordance with the established order of precedence within the sport of football, from international, national, state and regional, down to local level.

## 13. Dissolution

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

To view copies of the Leongatha Knights Football Club code of conduct, strategic plan policies and procedures visit [website](https://leongathaknightsfc.com.au/about/) (https://leongathaknightsfc.com.au/about/).