

Constitution of Werribee Centrals Football Netball Club

Senior Australian Football Club
Incorporated

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Details

Agreed terms

1. Defined terms & interpretation

1.1 Defined terms

In this document:

Act means the Associations Incorporations Act 1981 (Vic) and its Regulations.

Australian Football League (AFL) means the national body for Australian Rules football.

Annual General Meeting (AGM) means the meeting of Members convened as defined in clause 6.

AFL Victoria means the governing body for all AFL in Victoria.

Club means the [Werribee Centrals Football Netball Club] Australian Football Club (Inc.).

Constitution means this document as the registered Constitution of the Club as adopted and or amended from time to time.

Executive means the officers of the Club as elected.

Financial Member means a member whom has fully paid the annual membership fee as set by the Club.

Financial Year means the period set out in clause 5.1.

Financial Statements means the profit and loss statement and balance sheet of the Club for each Financial Year.

General Meeting means a General Meeting of members as defined in clause 9.

Governing Body means the Australian Football League and its Board of Directors delegated through AFL Victoria.

League means the regional League to which the Club is affiliated under the auspices of AFL Victoria/ Netball Victoria.

Member means any member of the Club as defined in clause 3.1 and “Membership” has a corresponding meaning.

Netball Australia means the national body for Netball.

Netball Victoria means the governing body for Netball in Victoria.

Objects means those Objects of the Club as set out in clause 2.2 of the Constitution of the Club.

Player Member means all members of the Club who are registered with the various Leagues to play Australian Rules Football & Netball.

Premises means the buildings or property owned by the Club or managed by the Club with the permission of the property owners (usually a Local Government Authority).

Register means the Register of Members established pursuant to clause 3.8.

Registered Office means the registered office of the Club as notified to the Victoria Office of Fair Trading or its successor, from time to time.

Registrar means the person who is charged with the responsibility of keeping all the Club's membership and football playing records.

Rules means the Club's Operating Rules as attached to this Constitution in Appendix A.

Seal means the common seal of the Club.

Secretary means any person elected or appointed to perform the duties of the Secretary of the Club and includes an; Honorary Secretary, Manager, General Manager, Chief Executive Officer etc, as defined in full detail in clauses 0.

Special Appeal Meeting means a General Meeting convened to decide an appeal under clause 3.15.

Special General Meeting means a Special General Meeting of members as defined in clause 10.

State means the State of Victoria.

State Governing Body means AFL Victoria which includes all affiliated Leagues, their clubs and their members in the State of Victoria, Netball Victoria which includes all affiliated Leagues, their clubs and their members in the State of Victoria

Term means one year after an Annual General Meeting.

Voting Member means any Member entitled to vote at a meeting of the Club and includes any Ordinary Member and any Life Member. It does not include temporary or honorary members.

1.2 Interpretation

- (a) Unless the context requires otherwise, the following rules apply to the interpretation of this Constitution:
 - (i) The singular includes the plural and vice versa;
 - (ii) The masculine includes the feminine and vice versa;
 - (iii) Reference to any officer of the Club includes any person acting for the time being as such officer;
 - (iv) The word "including", or similar words are not words of limitation;
 - (v) The Appendices/Schedules are included in this Constitution;
 - (vi) Where there is an inconsistency between this Constitution and the Act, because the Constitution is silent, the Act prevails to the extent of any inconsistency; and
 - (vii) A provision in this Constitution prevails over any inconsistent rule in the Act.

2. Introduction, Objects and Powers

2.1 Introduction

- (a) The name of the incorporated Club shall be Werribee Centrals Football Netball Club Inc and referred to in this Constitution as 'the Club'.
- (b) The Club shall be incorporated under the provisions of the "Act", as amended from time to time.

- (c) The Club shall be subject to the control of The League (in the first instance), the State League and the Governing Body as defined in clause 1.1, Definitions.

2.2 Objects of the Club

The objects of the Club shall be:

- (a) To promote, cultivate and foster the games of Australian Rules Football & Netball.
- (b) To establish and maintain teams in the competitions conducted by any League that the club participates in.
- (c) To educate, train, coach and encourage members of the Club in all aspects of life, not just specifically football/netball.
- (d) To promote good fellowship among those interested in Australian Rules football & Netball.
- (e) To provide a safe environment for all members to enjoy the game of Australian Rules Football and Netball.
- (f) To implement rules issued by the League, from time to time, for the management and control of Australian Rules Football and Netball Australia.
- (g) To enforce the observance of policies, to implement rules and regulations issued by; the League, AFL Victoria and the Governing Bodies of both Football & Netball, from time to time, and provide written directions to deal with any infringement thereof and adjudicate on all disputes and difficulties between members of the Club.
- (h) To do all such things and acts conducive to the furtherance of the objects and interests of the Club, the League, AFL Victoria and the Governing Body (AFL) along with Netball Victoria and Netball Australia.

2.3 Powers

The Club shall have the following powers:

- (a) Enter into contracts, approved by the Executive Committee;
- (b) Acquire, hold, deal with and dispose of property;
- (c) Make charges for services and facilities it supplies;
- (d) Do other things necessary or convenient to be done in carrying out its affairs;
- (e) Make, vary, ratify or discharge a contract exercised by an individual acting with the Club's express authority and on behalf of the Club. This power may be exercised without using the common seal;
- (f) Execute a document without using the common seal if the document is signed by two (2) Committee members out of the following office bearers - President/ Chairman, Vice President/s, Secretary and or Treasurer;
- (g) Issue secured and unsecured notes, debentures or other types of promissory notes to fund capital works for the Club;
- (h) Apply the income and property of the Club solely for the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members;
- (i) Employ staff under the providing government statutes and regulations.

2.4 Liability of Member

The liability of the Members, Delegates and Directors of the League is limited.

2.5 Club Trading Name, Colours, Logo/Insignia

- (a) The Club shall operate under the name of Werribee Centrals Football Netball Club
- (b) The Club insignia / logo shall be of a Centurion and shall be registered with the Leagues and when required shall be registered with the Office of Fair Trading.
- (c) The colours of the Club shall be Green & Gold and these colours together with the playing jumper/netball dress design shall be registered with the “Leagues” and then through to the AFL Victoria & Netball Victoria.
- (d) The regional League to which the Club is affiliated shall mean the Geelong & District Football Netball League of Victoria and all other leagues that the club may play in.

3. Membership

3.1 Membership Classifications

- (a) Membership of the Club consists of any of the following classes of members:
 - (iv). Playing Member paying such annual fees as determined by the Executive Committee including the League registration fee and any other charges so determined by the League, AFL Victoria or Netball Victoria.
 - (iiv). Full Member (includes adult players and adult non-players) paying such annual fees to the Senior Football Club as determined by the Executive Committee. Full members have voting rights at General Meetings and Annual General Meetings.
 - (iiiv). Life Member. Life members have voting rights at General Meetings and Annual General Meetings but do not pay membership fees.
 - (ivv). Temporary Honorary Visiting Members consisting of other family members of parent/guardian members of Honorary junior members participating in any form of organised activity with or for WCFNC. Temporary Honorary Visiting Members do not have voting rights.
 - (iv). Temporary member. Temporary members do not have voting rights.
- (b) The Executive Committee, at its discretion, can establish further classes of membership.

3.2 Life Members Qualification

- (a) Full Members shall be eligible for recommendation to life membership after they have served the Club in any official capacity for a minimum of Ten (10) years or have played 250 senior club games.
- (b) Life membership of the Club must be proposed by one (1) member of the Club (the proposer) and seconded by another member (the seconder) and be included and be forwarded to the WCYS Committee for Ratification by 75% of the members.
- (c) The above qualifying periods do not mean automatic life membership status and the Club Executive Committee must in all cases examine the individual’s club history to ensure they are a fit and proper person to receive the honour.

- (d) Life Members are exempt from paying membership fees and have full voting rights.

3.3 Temporary Membership

- (a) Temporary Members shall be those persons who are extended the privileges of Temporary Membership not exceeding 28 days during their stay in Werribee or the surrounding suburbs. The granting or otherwise of the privilege of Temporary membership shall be purely at the discretion of the Committee.
- (b) Automatic Membership. A person who, on the day the Club is incorporated, was a member of the unincorporated Club and who, on or before a day fixed by the Executive Committee, agrees in writing to become a member of the incorporated Club, must be admitted by the Executive Committee:
 - (i) to the equivalent class of membership of the Club as the member held in the unincorporated Club; or,
 - (ii) if there is no equivalent class of membership, as a Full Member.

3.4 New Membership

- (a) An applicant for Full Membership of the Club (non-playing) must be proposed and seconded by two (2) Financial Members of the Club.
- (b) An application for membership must be:
 - (i) in writing; and
 - (ii) signed by the applicant, the proposer and seconder; and
 - (iii) in the form decided by the Executive Committee.
- (c) All members in this category must have their membership ratified by the Registrar.
- (d) Playing members under 18 years of age will be registered as players but will have a restricted membership as per the provisions of the Liquor Act 2009

3.5 Membership Fees

- (a) The annual fee for each class of membership shall be determined by the Executive Committee at the first meeting following the AGM. This fee shall be ratified at the next meeting following such Committee Meeting.
- (b) The membership fees for each class of membership shall be payable at such time and in such manner as the Executive Committee shall from time to time determine and Playing membership shall be payable at least seven (7) days prior to the commencement of the coming season's first fixture or as determined.
- (c) Membership shall be for one financial year only and the member's financial membership expires one month after the end of the financial year.

3.6 Dues Recoverable at Law

Notwithstanding anything herein contained all subscriptions owing by any member under these rules and all monies (other than membership fees) owing and payable by any member of the Club or any other account whatsoever shall be recoverable by the Club by action in court of law against such member whether such member shall at the time of commencement of the action have ceased to be a member or not.

3.7 Admission and Rejection of Members

- (a) The Executive Committee must consider an application for membership at the next Executive Committee meeting held after it receives the application for membership and the appropriate membership fee for the application.
- (b) The Registrar shall vet all new applications for membership and refer any applications that may be questionable to the Executive Committee for ratification and the Executive Committee must decide at the meeting whether to accept or reject the application.
- (c) If a majority of the members of the Executive Committee, present at the meeting, vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (d) The Secretary of the Club must, as soon as practicable after the Executive Committee decide to accept or reject an application, give the applicant a written notice of the decision.

3.8 Register of Members

- (a) The Executive Committee must keep a register of members. The Registrar for this recording shall be any Club member appointed to the position by the Club's Executive Committee. The register of members must include the following particulars for each member:
 - (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) telephone contact of the member, and if appropriate email address;
 - (iv) any other particulars the Executive Committee or the members at a General Meeting decide.
- (b) The register must be open for inspection at all reasonable times. The content open for inspection by third parties will be limited to the member's full name only.
- (c) A member must contact the Secretary to arrange an inspection of the register.
- (d) However, the Executive Committee may, on the application of a member of the Club, withhold information about the member (other than the member's full name) from the register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- (e) The Registrar shall cause the name of a person who dies or who ceases to be a member under clause 3.10 to be deleted from the register of members referred to in this clause. A separate register of deceased members should be maintained in the club's archival records.

3.9 Prohibition on use of Information on Register of Members

- (a) A member of the Club must not:
 - (i) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes;
 - (ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.

3.10 Resignation - Termination of Members

- (a) Any member may resign from the Club and such resignation shall be in writing and forwarded to the Secretary of the Club and upon any member resigning from the Club for any reason whatsoever, that member shall not be entitled to the return of their membership subscription, or any portion thereof.
- (b) The resignation takes effect on:
 - (i) the day and at the time the notice is received by the secretary; or
 - (ii) if a later day is stated in the notice, the later day.
- (c) Termination of membership also ceases upon the Club becoming aware of a member's death.

3.11 Termination or Disciplinary Proceedings

- (a) The Executive Committee may terminate or otherwise discipline any member whose conduct, in the opinion of the Executive Committee, is discreditable or injurious to the character or interests of the Club. Such member may:
 - (i) have been convicted of an indictable offence; or
 - (ii) not comply with any of the provisions of these rules; or
 - (iii) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Club or League.

3.12 Disciplinary Proceedings

- (a) Before any member is disciplined their conduct shall be investigated by the Executive Committee and the member shall be given the opportunity to defend themselves or to justify and explain their actions and to show why the membership should not be terminated.
- (b) When notice is given by the Executive Committee to a member of the Club's intentions to hold an inquiry referred to in this clause full detail of the alleged misconduct must be specified in the Notice.
- (c) Written notice of the Executive Committee's action shall be given to the member at least three (3) days prior to the inquiry, to provide the opportunity to prepare a defence.
- (d) At the enquiry, witnesses to the alleged misconduct shall be called to give evidence and the member charged shall be given the opportunity to cross-examine or question any witness on their evidence.
- (e) The member charged is entitled to call witnesses on their behalf.
- (f) Should any member fail to appear at an enquiry conducted in accordance with this clause the Executive Committee may proceed in that member's absence to conduct the said inquiry and to make its findings as empowered.
- (g) If, after considering all representations made by the member, the Executive Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

3.13 Grievance and Complaints Procedure

- (a) A person whose application for membership has been rejected, or whose membership has been terminated, must give the Secretary written notice of the person's intention to appeal the decision.

- (b) A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- (c) If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after the day of receipt, call a Special General Meeting to decide the appeal.

3.14 Complaints

Any complaints by members shall be in writing, signed by the member(s) complaining, and submitted to the Executive Committee for consideration. The result of the Executive Committee's decision shall be communicated to the member(s) making the complaint.

3.15 Appeal Process

- (a) At the Special Appeal Meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (b) The members of the Executive Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (c) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (d) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership paid by the person.

4. Executive Structure of the Club

4.1 Executive Committee Structure and Operation

- (a) The management structure of the Club shall be as follows:
 - (i) A General Committee elected at the AGM; An Executive committee elected from this general Committee.
 - (ii) Sub Committees as appointed by the Executive Committee from time to time
- (b) The business affairs, property and funds of the Club shall be controlled and administered by the Executive Committee, hereafter called the Executive Committee, without prejudice to or limiting the powers of the 'League'.
- (c) The Executive Committee has authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. The Act prevails if the Club's rules are inconsistent with the Act.
- (d) Without limiting the generality of the powers conferred elsewhere in this Constitution, the Executive Committee may:
 - (i) acquire, hold or dispose of by way of purchase, sale, gift, lease, hire, letting, subletting or renting any property, real or personal, upon such terms as it may think fit;
 - (ii) enter into contracts for the improvement or maintenance of the Club's assets;

- (iii) appropriate such funds as it shall think fit for the provision of prizes, incentives or social events;
 - (iv) fix such honorariums as deemed fit;
 - (v) employ staff when and as deemed appropriate and pay wages/salaries as approved by the Executive Committee.
- (e) The Executive Committee shall include the following Officer Bearers (Officers) of the club.
- (i) President (Chairman)
 - (ii) Vice President/s as needed and elected
 - (iii) Secretary
 - (iv) Treasurer
- (f) General Committee shall consist of any number of club members elected at the annual general meeting to assist the Executive Committee in the day to day running of the club.
- (g) Committee members shall be financial members of the Club at the time of their nomination and have been a member for a minimum of twelve (12) months.
- (h) All members of the Committee shall serve for a period of one (1) year and may renominate for election each year in accordance with clause Annual General Meetings.
- (i) All elected members of the Committee should act in an honorary capacity.
- (j) Should any vacancy occur in the Committee of the Club, between Annual General Meetings, the Committee shall fill such vacancy from the financial members of the Club and such member duly appointed shall hold office for the remaining portion of his predecessor's term.
- (k) A Committee member may be required by the Committee to explain their unsatisfactory performance or attendance, which may be determined after being absent for three (3) consecutive meetings. The Committee member shall be required to provide written or verbal explanation of their continued absence and or performance issues. Neglect or failure to do so may result in the Committee having the authority to determine whether or not the member's position shall be declared vacant.
- (l) The Committee may, from time to time, appoint or co-opt any member to join the Committee. This co-opting will be for specific purposes or skills held.
- (m) The Executive Committee shall be responsible for all policy and financial matters of the Club. The Executive Committee shall accept an annual budget as presented by the Treasurer and for that purpose shall do all acts or things as may seem to it to be necessary or expedient for the good and effective conduct of the Club's affairs.

4.2 Sub Committees

- (a) The Executive Committee may appoint a sub-committee consisting of members of the Club considered appropriate by the Executive Committee to help with the conduct of the Club's operations.
- (b) A sub-committee may elect a Chairperson of its meetings.
- (c) If a Chairperson is not elected, or if the Chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.

- (d) A sub-committee may meet and adjourn as it considers appropriate.
- (e) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (f) Resolutions of a sub-committee shall be ratified by the Executive Committee prior to them having effect.

4.3 Office Bearer Responsibilities

- (a) President shall preside over all meetings of the Club as Chairperson, put to the vote all motions duly proposed and seconded in accordance with the rules, and declare the result.
- (b) In the case of a tied vote the Chair shall have a casting vote in addition to a deliberative vote.
- (c) Vice-Presidents shall act in accordance with the President at all times and with like power during the President's absence from any meeting.

Secretary

The functions and powers of the Secretary include, but are not limited to:

- (d) calling all meetings of the Club and prepare all notices of a meeting;
- (e) in conjunction with the President, arranging the business to be conducted at the meeting;
- (f) taking all minutes at the Committee, Executive; General, Special and Annual Meetings;
- (g) reading all minutes of previous meetings;
- (h) preparing annual reports and read same at the Annual General Meeting;
- (i) being responsible for the safe custody of the Club's books and records in their possession;
- (j) keeping attendance records of all meetings;
- (k) receiving and dispatching all correspondence as directed and keeping copies of all correspondence;
- (l) keeping all Club documents in order;
- (m) carrying out the duties of Club Registrar (only if no registrar is appointed) and maintaining the register of members of the Club if so required;
- (n) doing other duties as instructed by the specific Committees.

4.4 Treasurer

The powers and duties of the Treasurer are to:

- (a) produce an Annual budget for the Committee by 30 September for the following year;
- (b) produce a financial report for all Committee meetings;
- (c) produce a bank statement at Committee meetings as required;
- (d) keep detailed accounts of all monies received and paid;
- (e) prepare detailed financial statements for presentation to the Auditor prior to presentation to the Annual General Meeting;
- (f) receive all monies and issue receipts on the Club's official receipt forms;
- (g) pay all accounts as directed by the Committee;

- (h) bank all monies at the nominated Bank, Building Society or Financial institution as soon as reasonable possible;
- (i) act as the principle signatory to all Club cheques, or if online payments are undertaken process such payments and produce proof of payments at the following Executive meetings.

4.5 Multitasking

When and as required the duties of the following Office Bearers may be combined - Secretary, Treasurer, Registrar and any of the other nominated portfolios as per clause 4.6 hereunder.

4.6 Specific Portfolio Committee Members

Positions may be allocated as the Committee determines for example:

- (a) Registrar

The powers and duties of the Registrar are to:

- (i) keep a detailed record of all Club members with all personal and communication details available on request;
- (ii) prepare annual Club publication detailing membership, sponsorship, playing and social calendar details;
- (iii) keep a current record of the Club's history details for publication when and as required by the Committee;
- (iv) ensure that all players are registered with the League and must be officially recorded as a player for the Club;
- (v) ensure all players meet the playing criteria as determined by the League.

5. FINANCIAL REQUIREMENTS

5.1 Finance Year

- (a) The financial year shall commence on 1st of October and end on 31 September of the following calendar year.
- (b) The Committee shall accept an annual budget as presented by the Treasurer at the first meeting following the AGM.
- (c) The Annual Financial Reports prepared by the Treasurer shall be passed for audit in sufficient time for presentation at the Annual Meeting.
- (d) The Executive Committee may request an Audit Report at any time during the Financial Year prior to the Annual Audit Report.

5.2 Management of Club Funds

- (a) The funds of the Club shall be placed in such financial institutions as the Committee may from time to time determine to the credit of the Club. All accounts shall be operated by the Treasurer and any one (1) of the following officers of the Club;
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (c) President, Vice President, Secretary or any other specifically nominated Committee member.

- (d) No monies shall be withdrawn from the Club's accounts save by cheque signed by the bank signatories authorised in clause 5.2(a) or transferred electronically by the treasurer up to the daily limit imposed on the clubs account.
- (e) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (f) Cheques, other than for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (g) All expenditure must be approved or ratified at an Executive Committee meeting.
- (h) Full and accurate records and accounts must be kept of the financial affairs of the Club.
- (i) The Executive Committee may determine honorariums or other forms of good faith payments to any member of the club.
- (j) The income and property of the Club shall be applied solely for the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members.

5.3 Additional Accounting requirements

- (a) The Club's treasurer, or other authorised officer, must;
 - (i) receive all amounts paid to the Club and, if asked, immediately give a receipt for the amounts; and
 - (ii) as soon as practicable deposit each amount received into the associations account with a financial institution and enter the particulars of each amount received, and payments made by the Club, into the Club's cash book.
- (b) The Club's Executive Committee must;
 - (i) approve or ratify all expenditure of the Club;
 - (ii) ensure that the approval or ratification is recorded in the Executive Committee's minute book.
- (c) The Club's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Club's Executive Committee.
- (d) The Club's treasurer or other authorised officer must regularly;
 - (i) balance the cash book; and
 - (ii) make a reconciliation between the cash book and the balance of the associations account with a financial institution.
- (e) The Club must keep its financial records;
 - (i) in the State; and
 - (ii) for at least seven (7) years.

5.4 Appointment of Auditors

- (a) An internal auditor may also be appointed for one (1) year. The Treasurer shall give to the auditor(s), at all times, full access to the Club's books of accounts and vouchers and afford them every facility for the purposes of making a true audit of the Club's financial affairs.
- (b) The Auditor shall examine the books, accounts, receipts and other financial records of the Club for the year in which he is appointed.

- (c) The Auditor, finding any deficiency in money or goods, shall report the same to the Executive Committee.
- (d) The audit shall be performed in sufficient time for the report to be presented at the Annual General Meeting for that year.

Meetings of the Club

6. Annual General Meeting

6.1 Meeting Provisions

- (a) The Annual General Meeting of the Club shall be held no later than 31st Of October at a place and time determined by the Committee.
- (b) The Secretary shall advise members of the proposed date for the Annual General Meeting at least one (1) calendar month prior. This advice shall include the date by which nomination for office bearers, Notices of Motion and other business shall be received by the Secretary.
- (c) The Secretary shall check the names of the nominees for each office and ensure that they are qualified as a financial member to nominate.
- (d) Notices of Motion shall be forwarded to reach the Secretary not later than twenty-one (21) days prior to Annual General Meeting.
- (e) The Secretary shall advise all members no later than fourteen (14) days prior to the date of the meeting of the time and place of such meeting.
- (f) Should there be only the number of nominees required for any office, the Secretary shall report accordingly in writing to the Chairperson at the Annual Meeting. The Chairperson shall forthwith declare that person or those persons elected unopposed to that office.
- (g) Should there be more nominees for any office than required for that office the Secretary or a Nominated Returning Officer shall conduct an open ballot for that office at the Annual General Meeting.

6.2 Order of Business at the Annual Meeting:

- (a) Apologies
- (b) Minutes of previous Annual Meeting and any business arising
- (c) President's Report
- (d) Treasurer's Report and Auditor's Report as defined by section 59 of the Act
- (e) Ratification of honorariums or part thereof paid to office bearers who held office during the financial year
- (f) Secretary/ Office Bearers' Reports as required
- (g) Election of Office Bearers
- (h) Election of Auditor
- (i) Election of Patron (if applicable)
- (j) Notices of Motion

- (k) Closure of Meeting

6.3 Quorum

At the Annual Meeting and all Special Meetings, fifteen (15) full and financial members including Life Members. If a quorum is not present, the Meeting shall be adjourned for one (1) week and if at such adjourned meeting there is no quorum, those present shall be competent to conduct the business and shall ensure, prior to conducting any business, that all members had been properly informed as per clauses 6.1(f), 9.2(b) or 10.1(f).

7. Executive Committee Meetings

7.1 Meeting Provisions

- (a) Subject to this clause, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The President is to preside as Chairperson at an Executive Committee meeting.
- (c) If the President is not present within ten (10) minutes after the time fixed for a Executive Committee meeting, the Vice President shall take the Chair, or when this is not possible the members may choose one (1) of their number to preside as Chairperson at the meeting.

7.2 Meetings Calendar

- (a) The committee shall meet as often as may be required, but not less than a minimum of six (6) times per year to conduct the business of the Club.
- (b) The Secretary shall call meetings of the Club when instructed to do so by the President or any three (3) Committee Members.
- (c) Meetings shall be structured as follows:
 - (i) The first meeting for the year shall be within twenty-eight (28) days from the Annual Meeting;
 - (ii) The second meeting shall be in the week prior to the season commencing;
 - (iii) The final meeting shall be held within twenty-eight (28) days of the completion of the season and prior to the following Annual Meeting.
- (d) Where the date and place of a Committee meeting set at the previous meeting is changed, the Secretary shall inform each Committee Member accordingly.
- (e) The accidental omission to give any member or the non-receipt by any member, of any notice required by this constitution shall not invalidate or affect any proceedings at a Committee meeting.
- (f) The Executive Committee may hold meetings or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (g) A Committee member who participates in the meeting as mentioned in clause 7.2(f) is taken to be present at the meeting.
- (h) A question arising at a Committee meeting is to be decided by a simple majority vote of members of the Committee present at the meeting. In the case of a tied vote the Chairman shall have a casting vote in addition to a deliberative vote.

- (i) A member of the Executive Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (j) All acts or decisions done or made by any meeting of the Committee or any member thereof shall, notwithstanding that it be afterwards discovered there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had been properly appointed, unless it is proved the appointment was made in fraud or bad faith.
- (k) The Committee shall have the power to delegate all, or any, of its powers, except the power of delegation, to a Sub-Committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President or Secretary shall be ex-officio members of all Sub-Committees.
- (l) At evening meetings no new business shall be commenced after 10.30pm except on the express approval of the meeting.

7.3 Special Meetings of Committee

- (a) If the Secretary receives a written request signed by at least 33% of the members of the Executive Committee, the secretary must call a Special Meeting of the committee, within one month, by giving each member of the Committee seven (7) days' notice of the meeting within fourteen (14) days after the secretary receives the request.
- (b) Such notice must state why the special meeting is called; the business to be conducted at the meeting; and the day, time and place of the meeting.
- (c) If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

8. Quorum Executive Committee Meetings

8.1 Meeting Provisions

- (a) More than 50% of the members elected to the Executive Committee as at the close of the last General Meeting of the members form a quorum.
- (b) If there is no quorum within thirty (30) minutes after the time fixed for an Executive Committee meeting:
 - (i) the meeting is to be adjourned for at least one (1) day; and
 - (ii) the members of the Executive Committee who are present are to decide the day, time and place of the adjourned meeting.
- (c) If, at an adjourned meeting mentioned in clause 8.1(b), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- (d) If there is no quorum within thirty (30) minutes after the time fixed for a Executive Committee meeting called on the request of members of the Committee, the meeting lapses.

8.2 Acts not affected by defects or disqualifications

An act performed by an appropriately appointed Executive Committee, sub-committee or person acting as a member of the Executive Committee is taken to have been validly performed.

8.3 Resolutions of Executive committee without meeting

A written resolution signed by each member of the Executive Committee is as valid and effectual as if it had been passed at a Executive Committee meeting that was properly called and held. A resolution mentioned in this clause may consist of several documents in like form, each signed by one (1) or more members of the Committee.

9. General Meetings

9.1 Meeting Provisions

- (a) General Meetings of the Membership may be called at any time by the Executive Committee to discuss issues of interest to the Club's members.
- (b) A minimum of three (3) meetings will be held each year -.

9.2 Notice of general meeting

- (a) The Secretary shall call a General Meeting of the Club.
- (b) The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Club.
- (c) If the Secretary is unable/unwilling to call the meeting, the President must call the meeting.
- (d) The Executive Committee may decide the way in which the notice must be given.
- (e) A notice of a General Meeting must state the business to be conducted at the meeting.

9.3 Procedure at general meeting

- (a) A member may take part in a General Meeting in person, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (b) A member who participates in a meeting as mentioned in clause 9.3(a) is taken to be present at the meeting.
- (c) At each General Meeting:
 - (i) the President shall preside as Chairperson;
 - (ii) if there is no President or if the President is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be Chairperson of the meeting; and
 - (iii) the Chairperson must conduct the meeting in a proper and orderly way.

9.4 Quorum for and adjournment of general meeting

- (a) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (b) The quorum for a General Meeting is at least the number of members elected or appointed to the Committee at the close of the Club's last General Meeting plus one (1).
- (c) If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting called on the request of members of the management committee or the Club, the meeting lapses.
- (d) If there is no quorum within thirty (30) minutes after the time fixed for a General Meeting called other than on the request of members of the Committee or the Club:

- (i) the meeting is to be adjourned for at least seven (7) days; and
 - (ii) the committee is to decide the day, time and place of the adjourned meeting.
- (e) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
 - (f) If a meeting is adjourned under clause 9.4(e), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
 - (g) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days and if the meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

9.5 Voting at general meetings

- (a) At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (b) Members entitled to vote are defined in clause 3.1, Members Classification of this Constitution as Playing members, Full members and Life members only.
- (c) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- (d) A member may use a proxy vote if incapacitated or otherwise unable to attend, as per provisions of clause 10.3.
- (e) A member is not entitled to vote at a General Meeting if the member's annual fee is in arrears at the date of the meeting.
- (f) The method of voting is to be decided by the Executive Committee.
- (g) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (h) If a secret ballot is held, the Chairperson must appoint two (2) scrutineers to oversee the ballot.
- (i) The result of such ballot as declared is taken to be a resolution of the meeting at which the ballot was held.

10. Special General Meeting

10.1 Meeting Provisions

- (a) A Special General Meeting of the Club may be convened by request in writing by at least fifteen (15) financial members, as defined in Section 3 'Membership', stating the purpose for which the meeting is desired and presented to the Secretary.
- (b) A Special General Meeting will be convened to ratify a formal Notice of Motion amendment to the Constitution or, to hear an appeal by a member following an appeal from a person who has had a membership application refused or, to hear an appeal from a member in relation to the termination of their membership by the Management Committee.

- (c) Special General Meetings may also be convened at the discretion of the Executive Committee.
- (d) A Special General Meeting must be held within three (3) months after the Secretary:
 - (i) is directed to call the meeting by the management committee; or
 - (ii) is given the written request mentioned in clause 10.1; or
 - (iii) is given the written notice of an intention to appeal mentioned in clause 10.1(b).
- (e) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (f) A period of fourteen (14) days' notice shall be given to all members in writing advising the purpose for the Special General Meeting.
- (g) This notice must state;
 - (i) why the special general meeting is being called,
 - (ii) the business to be conducted at the meeting,
 - (iii) any special resolutions to be debated, and
 - (iv) provisions of any appeal against a Executive Committee's decision.
- (h) At a Special General Meeting only the business as specified in the Notice of Meeting shall be conducted.
- (i) If there is no quorum within thirty (30) minutes after the time fixed for the Special Meeting called by the members the meeting shall lapse.
- (j) If the meeting is called under the provisions of the 'grievance process' and the member concerned is not present within ten (10) minutes of the scheduled time the meeting shall be cancelled.
- (k) If the meeting has been called on the request of the Executive Committee the meeting shall be rescheduled for another appropriate time.
- (l) Voting at a Special Meeting is as per clause 9.5 in General Meetings.

10.2 Minutes of Meetings

- (a) The Secretary shall ensure full and accurate minutes of all questions, matters, resolutions and proceedings of all meetings are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (b) Should the Committee so decide the minute book may be kept in electronic format as well as hard copy.
- (c) The minutes of each meeting must be signed by, the Chairperson of the meeting verifying their accuracy or the Chairperson of the next meeting.
- (d) Upon request of a member to view a specific minute the Secretary shall make available within twenty-eight (28) days such record at a mutually agreed time and place and give the member copy of such minute.
- (e) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

10.3 Proxy Voting

- (a) A member may appoint a proxy to vote on their behalf at Annual General or Special General Meetings, where resolution of an issue as advised in writing by the Club secretary as per the provisions of this Constitution, if they are indisposed or otherwise unable to attend the meeting in question.
- (b) A proxy must be a member of the Club.
 - (i) The member representing the Proxy voter shall be entitled to their own vote plus the proxy vote only.
 - (ii) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate
- (c) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

11. Miscellaneous Provisions

11.1 Appointment of Employees

- (a) The Executive Committee shall have the power to appoint and/or remove any employee as may, in the opinion of the Executive Committee, be necessary and to pay such a salary or wages as determined as fair, equitable and legal.
- (b) The conduct of any employee of the Club shall in no case be made a matter of reprimand by any member. The Executive Committee however shall keep the conduct and performance of any or all employees under regular review.

11.2 Policies for Club Operation

- (a) The Executive Committee may make, amend or repeal policies, not inconsistent with these rules, for the internal management of the Club.
- (b) Such policies shall be binding on all members until repealed or amended by the Executive Committee.
- (c) Every member of the Club shall be presumed to have agreed to be bound by the Club's policies on receipt of their membership.
- (d) Notice of such policies shall be communicated to all members after the policies have been made, varied or rescinded and shall be displayed prominently in the Club premises.
- (e) This Constitution is to be read in conjunction with the Club's Policies.

11.3 Interpretation of Constitution

The Executive Committee shall decide all questions as to the interpretation of this Constitution and associated rules/policies and such decisions shall be binding.

Amendment to the Constitution

- (a) Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at an Annual or Special General meeting.
- (b) Notice of any proposed amendment, repeal or addition must be given at least twenty-one (21) days prior to such General meeting to the Secretary and must be communicated to all members not less than fourteen (14) days prior to such meeting.

- (c) No clause shall be amended or repealed, nor shall any new clause be made except on the consent of 75% of the members voting at the Annual or a Special Meeting called for such purpose.
- (d) Any amendment, repeal or addition is valid only if it is registered by the Secretary with the Commissioner of Corporate Affairs under the provisions of the Act, and where required shall advise the Director of Liquor Licensing certified particulars of the change proposed and shall ensure that effect is not given to the change without prior approval of the Director.

11.4 Restriction on Using Club Name

No member shall arrange, on his or her own responsibility, to use the Club name in any way without the concurrence of the Committee.

11.5 Documents

The Executive Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

11.6 Common Seal of the Club

- (a) The Club shall have a common seal on which its corporate name shall appear in legible Characters.
- (b) The common seal must be kept securely by the Secretary.
- (c) The common seal of the Club shall not be used without the express authority of the Executive Committee and every use of that common seal shall be recorded in the minute book referred to in clause 2.3, 'Powers' and clause 10.2, 'Minutes'.
- (d) The affixing of the common seal of the Club shall be witnessed by any two following Office Bearers:
 - (i) President/ Chairman;
 - (ii) Vice President/s;
 - (iii) Secretary;
 - (iv) Treasurer and/or
 - (v) Another member of the Management Committee; or
 - (vi) Someone authorised by the Management Committee.

11.7 Inspection of Club Records

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Club.

11.8 Indemnity of Club Officers

The members of the Club for the time being acting in relation to any affairs of the Club shall be indemnified and saved harmless out of the funds of the Club from and against all actions, costs, charges, losses, damages and expenses which they or any of them may occur or sustain by or by reason of any act done, concerned in or omitted in or about the execution of their duty or supposed duty, in their respective offices or trusts except such (if any) as they shall have incurred or sustained from their own wrongful and wilful neglect or default respectively and none of them shall be answerable for the cause, neglect or default of them or others or any bankers or other persons with whom any monies or effects belonging to the Club shall or may be lodged or

deposited or for the insufficiency or deficiency of any security upon which the monies of or belonging to the Club shall be placed, put on, invested or any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts in relation thereto if the same shall happen by through their wrongful neglect or default respectively.

11.9 Notice Board

The Club notice board shall be affixed to a conspicuous part of Club premises. Websites and all forms of social media may be used in addition to this requirement *but* not in place of a notice board.

11.10 Legal Action

The Committee shall have the power to take and defend all legal proceedings by or on behalf of the Club and to appoint all necessary attorneys for any such purpose.

11.11 Dissolution of the Club

The Club may be dissolved by the consent of 75% of members voting at a Special General Meeting called for such a purpose and following ratification by the WCSYC Committee and thereupon the assets of the Club shall be realised.

11.12 Distribution of Surplus Assets to Another Entity

- (a) This rule applies if the Club:
 - (i) is wound-up under part 10 of the Act, and
 - (ii) has surplus assets.
- (b) The surplus assets (see section 92 (3) of the Act) must not be distributed among the members of the Club.
- (c) The surplus assets in the first instance will be passed to Werribee Centrals Sports & Youth Club Inc and the second instance passed to Werribee Centrals Junior Football Club Inc.
- (d) In the event that both of these entities are no longer in existence surplus assets must be given to another entity having objects similar to the Club's objects, the rules of which, prohibit the distribution of the entity's income and assets to its members.
- (e) Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the associations Incorporation Act 1987 to prepare a distribution plan for the distribution of the surplus property of the Club.

11.13 Liquor Licensing/Gaming Act Influence on Constitution

- a) The supply of intoxicating liquor shall be governed by the provisions of the Liquor Control Act 1987 or any amendment or re-enactment thereof.
- b) No liquor shall be sold or supplied to any person under 18 years of age.
- c) No liquor shall be sold or supplied for consumption elsewhere other than on the Club premises unless such liquor is removed from the premises of the Club by the Member purchasing the same.

- d) Regardless of any other rule in this constitution either written or implied, shall a person under the age of 18 years of age enter an area of the Club which is restricted to persons over the age of 18 years.
- e) The supply of liquor to the Club shall be under the control of the Committee. The Committee shall have the power, and it shall be its duty to take such action as may be necessary to enforce and ensure compliance by the Members, and by all other persons coming upon the Club premises, with the Rules and By-Laws to the Club and the provisions of the Liquor Control Act from time to time in force.
- f) The Secretary of the Club shall within 14 days from the making of any amendment or alteration in the rules of such Club, lodge with the Secretary of the Liquor Licensing Commission and the Victorian Gaming Commission a certified copy of every such amendment or alteration.
- g) No Member is permitted to make a betting book in the Club. Gambling, games of hazard and betting of any description are not permitted, except those games authorised by the Raffles and Bingo Control Board and the Victorian Gaming Commission.
- h) No person (other than the spouse, fiancée, lady friend, gentleman friend, son, daughter, mother or father of a Member or the widow or widower of a deceased Member) shall be introduced as a visitor to the Club by any member on more than six occasions in any one calendar year.
- i) The number of persons permitted on the Club's licensed premises at any one time will be no more than the number displayed on the current Liquor Licence Certificate.
- j) A visitor shall not be supplied with liquor unless in the company of a Member provided however, that a visitor may be supplied with liquor on the Club premises when not in the company of a Member at a particular function or on a particular occasion in respect of which a permit has been granted in accordance with Section 52 of the Liquor Control Act 1987.
- k) While and so long as the Club is licensed under the Liquor Control Act 1987, and the Victorian Gaming Commission no alteration or variation of such rules shall have effect unless such alteration or variation has been approved by the Liquor Licensing Commission and the Victorian Gaming Commission.
- l) No liquor shall be sold, disposed of or supplied to any person in the Club premises other than between the hours as determined by the Committee and in accordance with the Liquor Licensing Commission Regulations.
- m) No person under 18 years of age (except persons who are being trained as waiters and are not allowed to serve behind the bar) shall be employed within the licensed premises.

- n) No person under the age of 18 years with the exception of those persons referred to in clauses (m), (t) and (u) hereof shall be allowed on the premises unless an application has been made to and approved by the Liquor Licensing Commission.
- o) No member shall receive a greater profit, benefit or advantage from the Club other than that received by every Member other than a remuneration or honorarium approved by the Liquor Licensing Commission and the Victorian Gaming Commission for work done by the Secretary, Treasurer or other Officer of the Club or salary or wages paid to employees.
- p) No payment or part payment to any Secretary/Administrator, Manager or other officer or servant of the Club shall be made by way of commission or allowance from or upon the receipts of the Club for liquor supplied.
- q) Persons employed for duties of Venue Manager/Supervisor or Gaming Machine Attendant will hold a current relevant Special Employee's Licence, approved by the Victorian Gaming Commission.
- r) The behaviour of a visitor in the licensed premises shall be the responsibility of the member introducing that visitor.
- s) A visitor may be denied entry to the licensed premises or be required to leave the licensed premises if the conduct, behaviour or presence of that visitor has previously been or is considered to be objectionable or prejudicial to the club's interests.
- t) Persons under 18 years of age who are registered participants of club sporting activities may enter the Club providing they register with an office bearer or Manager of the Club. Persons under 18 years of age may enter the Club provided they are accompanied by a parent/guardian or member over the age of 18 who will be responsible for such person's actions.

This Constitution is to be read in conjunction with the provisions of the *Liquor Control Reform Act 2009*.

11.14 Codes of Conduct

- (a) Each member of the club shall adhere to the codes of conduct adopted by AFL Victoria which includes all affiliated Leagues, their clubs and their members in the State of Victoria, Netball Victoria which includes all affiliated Leagues, their clubs and their members in the State of Victoria, whilst such member is attending a game of football/netball, be it a preseason game, a home and away game or during the final's series of each season.

11.15 Affiliation Agreements

Affiliation with Werribee Centrals Spots & Youth Club

- a) An affiliation agreement will be written and agreed upon and signed by 2 executive committee members from both WCFNC and WCSYC before the commencement of the season.
- b) The Affiliation agreement can be amended if both committees agree to look over and make changes.
- c) The affiliation agreement will be for the purpose of leasing, relevant licences, player movement and good will.

Affiliation with Werribee Centrals Junior Football Club

- d) An affiliation agreement will be written and agreed upon and signed by 2 executive committee members from both WCFNC and WCJFC before the commencement of the season.
- e) The Affiliation agreement can be amended if both sub committees agree to look over and make changes.
- f) The affiliation agreement will be for the purpose of leasing, relevant licences, player movement and good will.

Appendix 1

FORM OF APPOINTMENT OF PROXY

I

of

being a Member of

(Name of Incorporated Association)

hereby appoint

of

being a Member of that Incorporated Association, as my proxy to vote for me on my behalf at the General Meeting of the Association (Annual General Meeting, as the case may be) to be held on theday of.....

and at any adjournment of that Meeting.

My proxy is authorised to vote in any way he/she sees fit or as indicated below.

.....

Signed

Theday of