

RULES OF CAULFIELD BEARS FOOTBALL AND NETBALL CLUB INCORPORATED

1 NAME

The name of the Incorporated Club is “Caulfield Bears Football and Netball Club Incorporated” (in these Rules called “The Club”).

2 INTERPRETATION

(1) In these Rules, unless the contrary intention appears –

“Committee” means the Committee of Management of the Club.

“Financial Year” means the year ending 30th September.

“General Meeting” means a general meeting of members convened in accordance with Rule 11.

“Member” means a member of the Club.

“Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Club under Rule 21.

“The Act” means the Associations Incorporation Reform Act 2012.

“The Regulations” means the Regulations under the Act.

(2) In these Rules, a reference to the Secretary of an Association is a reference –

a) where a person holds office under these Rules as Secretary of the Association – to that person; and

b) in any other case, to the Public Officer of the Club.

(3) Words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

3 MEMBERSHIP

(1) A natural person who is nominated and approved for membership as provided in these Rules is eligible to be a member of the Club on payment of the entrance fee and annual subscription payable under these Rules.

(2) A person who is not a member of the Club at the time of the incorporation of the Club (or who was a member at the time but has ceased to be a member) shall not be admitted to membership –

a) unless nominated as provided in sub-clause (3); and

b) the admission as a member is approved by the Committee.

(3) A nomination of a person for membership of the Club –

a) shall be made in writing in the form as approved by the General Committee; and

b) shall be lodged with the Secretary of the Club.

- (4) As soon as practicable after the receipt of nomination, the Secretary shall refer the nomination to the Committee.
- (5) Upon a nomination being referred to the Committee, the Committee shall determine whether to approve or to reject the nomination.
- (6) Upon a nomination being approved by the Committee, the Secretary shall, with as little delay as possible, notify the nominee in writing of the approval for membership of the Club and request payment within the period of 28 days after the receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- (7) The Secretary shall, upon payment of the amounts referred to in sub-clause (6) within the period referred to in that sub-clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Club.
- (8) A right, privilege, or obligation of a person by reason of member of the Club –
 - a) is not capable of being transferred or transmitted to another person; and
 - b) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (9) Life Members may be appointed at any General Meeting of the Club, once a person has been nominated and seconded in writing to the Secretary, and the nomination is ratified by the Committee.
- (10) The Committee must satisfy itself that the person nominated for Life Membership has satisfied at least one of the following:
 - a) played 200 games or more for the Club;
 - b) acted as a Club official or volunteer for 10 years or more for the Club; or
 - c) caused the Club to receive sponsorship, either directly or through another entity in which the person has beneficial interest:
 - i. for a minimum period of 10 years; and
 - ii. for the sum of at least \$25,000 (exclusive of Goods & Services Tax).
- (11) For the purposes of sub-clause (10), the criteria for Life Membership shall take into account eligible service &/or financial support at formation clubs (St Kevins Ormond Football Club and St Andrews Gardenvale) and Caulfield Bears Junior Football Club, which is defined as:
 - a) games played or years of service or financial support as Club official, volunteer &/or sponsor undertaken by the person nominated for Life Membership at St Kevins Ormond Football Club, St Andrews Gardenvale Football Club and Caulfield Bears Junior Football Club; and
 - b) a maximum of 50% of the total required number of games played or years of service or sponsorship to qualify for Life Membership of the Club.

3A HALL OF FAME

- (1) The Club shall acknowledge and celebrate persons who have made significant contributions to the Club by inducting persons into the Club's Hall of Fame.

- (2) Subject to sub-clause (6), persons may be nominated for induction into the Hall of Fame by members of the Club in the form prescribed by the Committee in one of the following categories:
 - a) player, who should be retired for a minimum of three (3) years prior to nomination;
 - b) coach;
 - c) administrator; or
 - d) official.
- (3) Subject to sub-clauses (4) and (6), nominations for induction into the Hall of Fame may be approved by ordinary resolution of the Committee of the Club every "five-year milestone season".
- (4) The Committee of the club must satisfy itself that the person nominated for induction to the Hall of Fame has:
 - a) demonstrated attributes including longevity, quality of performance, integrity, sportsmanship, good character and promoted the values of the Club; and
 - b) satisfied at least one of the following criteria:
 - i) played a minimum of 350 games for the Club ("player" category);
 - ii) coached a minimum of 350 games for the Club ("coach" category);
 - iii) provided 25 years' service to the Club as an administrator, the role of which is regularly undertaken throughout each respective season ("administrator" category; or
 - iv) provided 25 years' service to the Club as an official, the role of which is regularly undertaken throughout each respective season ("official" category).
- (5) For the purpose of sub-clause (4), the criteria for induction to the Club's Hall of Fame shall take into account service at our formation clubs and the Junior body of the Club, which is defined as games played, games coached or years of service as an official or administrator undertaken by the person at St Kevins Ormond Football Club, St Andrews Gardenvale Football Club and Caulfield Bears Junior Football Club.
- (6) Nominations for nominee inductees into the Hall of Fame shall be received before the thirtieth day of April of every fifth year, beginning from the twenty fifth year of the Club, being the year 2018 and a "five-year milestone season".
- (7) Subject to sub-clause (3), inductions into the Hall of Fame shall be announced at an official Club function celebrating each "five-year milestone season" of the Club".

4 SUBSCRIPTIONS

- (1) The entrance fees and subscriptions of each member shall be set by the Committee prior to 1st April each year.
- (2) All annual subscriptions shall be paid in full on or before 30th September of the same year. If the subscriptions have not been paid by this date the member may be expelled at the discretion of the Committee.

5 REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members which will include the full name, address, and date of entry of each member, and the progressive number of games played by each Member. The register shall be available for inspection upon request by any Member.

6 RESIGNATION AND EXPULSION OF MEMBER

(1) A member of the Club who has paid all monies due and payable by the member to the Club may resign from the Club by first giving notice in writing to the Secretary of his or her intention to resign and upon receipt of notice the member cease to be a member.

(2) Upon receipt of the notice given under sub-clause (1), the Secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.

7 (1) Subject to these Rules, the Committee may by resolution –

- a) expel a member from the Club.
- b) suspend a member from membership of the Club for a specified period if the Committee is of the opinion that the member –
- c) has refused or neglected to comply with these Rules; or
- d) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Club.

(2) A resolution of the Committee under sub-clause (1) –

- a) does not take effect unless the Committee, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
- b) where the member exercises a right of appeal to the Club under this clause, does not take effect unless the Club confirms the resolution in accordance with this clause.

(3) If the Committee passes a resolution under sub-clause (1), the Secretary shall, as soon as practicable cause to be served on the member a notice in writing –

- a) setting out the resolution of the Committee and the grounds on which it is based;
- b) stating that the member may address the Committee at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
- c) stating the date, place and time of that meeting;
- d) informing the member that he or she may do one of the following:
 - i) Attend that meeting;
 - ii) Give the Committee before the date of that meeting a written statement seeking revocation of the resolution; and
 - iii) Not later than 24 hours before the date of that meeting lodge with the Secretary a notice to the effect that he or she wishes to appeal the Club in general meeting against the resolution.

(4) At a meeting of the Committee held in accordance with sub-clause (2), the Committee –

- a) shall give the member an opportunity to be heard;

- b) shall give due consideration to any written statement submitted by the member; and
 - c) shall by resolution determine whether to confirm or revoke the Resolution.
- (5) If the Secretary receives a notice under sub-clause (3), he or she shall notify the Committee and the Committee shall convene a general meeting of the Club to be held within 21 days after the date on which the Secretary received the notice.
- (6) At a general meeting of the Club convened under sub-clause (5) –
- a) no business other than the question of the appeal shall be transacted;
 - b) the Committee may place before the meeting details of grounds for the resolution and the reasons for the passing of the resolution;
 - c) the member shall be given an opportunity to be heard; and
 - d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (7) If at the general meeting –
- a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - b) in any other case, the resolution is revoked.

8 ANNUAL GENERAL MEETING

- (1) The Club shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on such day as the Committee determines.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be –
 - a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting during the preceding financial year;
 - b) to receive from the Committee reports upon the transactions of the Club during the last preceding financial year;
 - c) to elect officers of the Club and the ordinary members of the Committee
 - d) to receive and consider the statement submitted by the Committee in accordance with Section 30 (4) of the Act.
- (5) To deal with any special matter which the Committee desire to bring before the members and to receive suggestions from the members for consideration of the Committee.
- (6) To consider and if approved, sanction and duly make alteration to the Rules.
- (7) To recommend to the members the election of Honorary Life Members.

9 SPECIAL GENERAL MEETINGS

All general meetings other than the Annual General Meeting shall be called Special General Meetings

- 10** (1) The Committee may, whenever it thinks fit, convene a special general meeting of the Club and, where, but for this sub-clause, more than fifteen months would elapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Committee shall, on the requisition in writing of members representing not less than five percent (5%) of the total number of members, convene a special general meeting of the Club. The requisition for a special general meeting shall state the purpose of the meeting and be signed by the members making the requisition and be sent to the address of the Secretary.
- (3) If the Committee does not cause a special general meeting to be held within a month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition may convene a special general meeting to be held no later than three months after that date.
- (4) A special general meeting convened by the members in pursuance of these Rules shall be convened in the same manner as nearly as possible as that in which meetings are convened by the Committee and, all reasonable expenses incurred in convening the meeting shall be refunded by the Club to the persons incurring the expenses.

11 NOTICE OF GENERAL MEETINGS

- (1) The Secretary of the Club shall send a notice by means in accordance with Rule 33 to all members of the Club appearing in the register of members at least fourteen (14) days before the date fixed for a general meeting stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

12 PROCEEDINGS AT MEETINGS

- (1) All business that is transacted at special general meetings and all business that is transacted at annual general meetings with the exception of that specifically referred to in these Rules as being the ordinary business of the annual general meeting shall be deemed as special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (3) Ten (10) members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same

day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time for the commencement of the meeting, the members present (being not less than (5) five) shall be a quorum.

- 13** (1) The President, or in the President's absence, a Vice-President, shall preside as Chairperson at each general meeting of the Club.
- (2) If the President and both Vice-Presidents are absent from the general meeting, the members present shall elect one of their number to preside as Chairperson at the meeting.
- 14** The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15** A question arising at a general meeting of the Club shall be determined on a show of hands and unless, before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Club is evidence of the fact, without proof of the number or proportion of the voted recorded in favour of, or against the resolution.
- 16** (1) Upon any question arising at a general meeting of the Club, a member has one vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17** (1) If at a meeting a poll on any question is demanded by not less than three (3) members, it shall be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any question shall be taken at such time before the close of the meeting as the Chairperson may direct.
- 18** A member is not entitled to vote at any general meeting unless all monies due and payable by the member to the Club have been paid, other than the annual subscription payable in respect of the current financial year.
- 19** (1) Each member is entitled to appoint another member as a proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form in Appendix 2.

20 COMMITTEE OF MANAGEMENT

- (1) The affairs of the Club shall be controlled and managed by the Committee of Management constituted as provided in Rule 22.
- (2) The Committee –
 - a) shall control and manage the business and affairs of the Club.
 - b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Club other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Club; and
 - c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Club.
 - d) make, amend and rescind By-Laws pertaining to the effective and efficient operation of the Club.

21 (1) The officers of the Club shall be –

- (a) President,
 - (b) Vice-President,
 - (c) Treasurer, and
 - (d) Secretary
- (2) The provisions of Rule 23 so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any office mentioned in sub-clause (1).
 - (3) Each officer of the Club shall hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
 - (4) In the event of a casual vacancy in any office referred to in sub-clause (1) the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of appointment.

22 (1) Subject to Section 23 of the Act, the Committee shall consist of –

- a) the officers of the Club, and
 - b) three elected ordinary members, and
 - c) two appointed ordinary members – each of whom shall be elected/appointed at the annual general meeting of the Club in each year.
- (2) Each ordinary member of the Committee shall, subject to these Rules, hold office until the annual general meeting next after the date of his or her election but is eligible for re-election.
 - (3) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Club to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

23 ELECTION OF OFFICERS AND VACANCY

- (1) Nominations of candidates for the election as officers of the Club or as ordinary members of the Committee shall be taken from the floor at the Annual General Meeting by one member and be accompanied by verbal or written consent of the candidate. The nomination must be seconded by another member.
- (2) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (3) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (4) The ballot for the election of officers or ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

24 The office of an officer of the Club or of an ordinary member of the Committee becomes vacant if the officer or ordinary member –

- a) cease to be a member of the Club;
- b) gives notice in writing to the Secretary of his or her resignation; and
- c) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code.

25 PROCEEDINGS OF COMMITTEE

- (1) Committee meetings shall be held as arranged by the Committee but shall not meet less than six (6) times during any year.
- (2) Special meetings of the Club may be convened by the President or by any four (4) members of the Committee.
- (3) Notice shall be given to members of the Committee of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- (4) The quorum at a Committee meeting shall be a minimum of 50% of the Committee.
- (5) No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned and take place, upon the Secretary giving two days' notice to all members of the Committee unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Committee –
 - a) the President or in the President's absence the Vice-President shall preside; or
 - b) if the President and the Vice-President are absent, such one of the remaining members of the Committee as may be elected by the Committee members present shall preside.
- (7) Questions or decisions arising at a Committee meeting or any sub-committee appointed by the Committee shall be determined by a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (8) Each member present at a meeting of the Committee or of any sub-committee appointed by the Committee (including the person presiding the meeting) is entitled to one vote, and in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Each member is entitled to appoint another member as a proxy by notice given to the Secretary prior to the commencement of the meeting. The notice appointing the proxy shall be in the form set out in Appendix 2.

26 SECRETARY

The Secretary shall –

- a) keep a record of all members present at each general meeting and each Committee meeting of the Club;
- b) set an agenda for each meeting held throughout the year;
- c) take minutes of all meetings held throughout the year and keep proper records of such meetings;
- d) conduct and keep a record of the correspondence of general Club business;
- e) be responsible for the registration of players; and
- f) be responsible for the handling of all clearances of players.

27 TREASURER

The Treasurer shall –

- a) keep a list of all financial members;
- b) keep a ledger of all Club accounts and make them available for inspection by members;
- c) conduct banking of Club funds;
- d) shall collect and receive all monies due to the Club and make all payments authorised by the Committee; and
- e) keep and maintain financial records to enable a full and complete audit to be conducted.

28 REMOVAL OF MEMBER OF COMMITTEE

- (1) The members in a general meeting may, by resolution, remove any member of the Committee before the expiration of his or her term of office and appoint another member in his or her stead to hold office until the expiration of the term of the first mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the Secretary or President of the Club and requests that they be notified to the members of the Club, the Secretary or the President may send a copy of the representations to each member of the Club or, if they are not sent, the member may require that they be read out at the meeting.

29 FINANCE

The Club shall open such banking accounts in the name of the Club as it thinks proper and shall give the necessary authority for its officers to operate such accounts provided always that cheques, drafts, bills of exchange, promissory notes shall be signed by two (2) members of Committee.

30 SEAL

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

31 ALTERATIONS OF RULES AND STATEMENT OF PURPOSE

These Rules and Statement of Purposes of the Club shall not be altered except in accordance with the Association Incorporation Act 1981 Victoria.

32 QUESTIONS NOT PROVIDED FOR

In the event of any question arising not provided for in these Rules or in the By-Laws of the Caulfield Football Club Incorporated, the Committee shall have power to decide such questions.

33 NOTICES

- (1) A notice may be served by or on behalf of the Club upon any member either personally, sending it by post or any electronically means including SMS, email or facsimile to the member at the address shown in the Register of Members.
- (2) Where a document is properly addressed, prepaid and posted, physically or electronically to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.

34 WINDING UP AND CANCELLATION

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) 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 Association and which is not carried on for the profit or gain of its individual members.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

35 CUSTODY OF RECORDS

- (1) Except as otherwise provided in these Rules, the Secretary shall keep in custody or under his or her control all books, documents and securities of the Club.

- (2) All accounts, books and records shall be available for inspection by members at the address of the Secretary or Treasurer depending upon where the specific records are held.

36 FUNDS

The funds of the Club shall be derived from subscription, donations and such other sources as the Committee determines.

37 LIQUOR CONTROL ACT REQUIREMENT No. 1

No payments of any amount may be made to an officer or servant of the Club by way of commission or allowance from the receipts of the Club for the sale of the disposal of liquor.

38 LIQUOR CONTROL ACT REQUIREMENT No. 2

No liquor may be supplied in the Club premises to any visitor to the Club unless the visitor is –

- a) a guest in the company of a member, or
- b) an authorised gaming visitor admitted in accordance with the Rules of the Club

39 LIQUOR CONTROL ACT REQUIREMENT No. 2

No person shall be –

- a) Admitted as an Honorary or temporary member of the Club
- b) Exempted from the obligations to pay the ordinary subscription for membership of the Club, unless the person is of a class specified in the Rules and the admission or exemption is in accordance with the Rules.

40 REGISTER OF GUESTS

In accordance with the provisions of the Liquor Control Act, a register of visiting guests is to be maintained and available for inspection at all times.

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