



DAREBIN WOMEN'S SPORTS CLUB INCORPORATED

CONSTITUTION

Current as at 19 April 2018

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PART 1—PRELIMINARY

1 Name

The name of the incorporated association is “**Darebin Women’s Sports Club Incorporated**”.

2 Purposes

The purposes of the Association are:

- (1) to promote and encourage the development and participation of women in sport;
- (2) to promote awareness and encourage the games of Australian Rules Football, soccer and other sports as sports for women;
- (3) to provide women with the opportunity to participate in organised sports as players, coaches and officials;
- (4) to promote the development of skills and fitness relevant to Australian Rules Football, soccer and other sports;
- (5) to provide women with the opportunity to play Australian Rules Football, soccer and other sports in competitive teams;
- (6) to promote friendly sporting behaviour;
- (7) to assist other organisations in the promotion, encouragement and organisation of women’s Australian Rules Football and soccer;
- (8) to provide women with the opportunity to participate in the organisation, development and management of a sporting club; and
- (9) to provide a friendly and harmonious environment in the Association’s premises and at the Association’s social events.

3 Definitions

In these Rules:

- (1) **Absolute Majority**, of the Board, means a majority of the Board Members currently holding office and entitled to vote at the time (as distinct from a majority of Board Members present at a Board Meeting);
- (2) **Act** means the *Associations Incorporation Reform Act 2012* and includes any regulations made under that Act;
- (3) **AFL Victoria** means the entity (from time to time) administering the Women’s Victorian Football League, which the Darebin Falcons (being one of the Association’s teams) is associated with;
- (4) **Associate Member** means a person who is admitted to Membership in accordance with rule 7(2)(a);

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- (5) **Board** means the management committee constituted under Part 5 of this document having management of the business of the Association;
- (6) **Board Meeting** means a meeting of the Board held in accordance with these Rules;
- (7) **Board Member** means a member of the Board elected or appointed under Division 3 of Part 5;
- (8) **Chairperson**, of a General Meeting or Board Meeting, means the person chairing the meeting as required under rule 46;
- (9) **Disciplinary Appeal Meeting** means a General Meeting convened under rule 23(3);
- (10) **Disciplinary Meeting** means a Board Meeting convened for the purposes of rule 22;
- (11) **Disciplinary Subcommittee** means the subcommittee appointed under rule 20;
- (12) **FFV** means Football Federation Victoria Incorporated;
- (13) **Financial Year** means each period of 12 months ending on 31 October ;
- (14) **General Meeting** means a general meeting of the Members convened in accordance with Part 4 and includes an annual General Meeting, a special General Meeting and a Disciplinary Appeal Meeting;
- (15) **Junior Member** means a person who is admitted to Membership in accordance with rule 7(2)(c);
- (16) **Life Member** means a person granted life Membership in accordance with rule 13;
- (17) **Member** means a member of the Association, and includes a Player Member, a Junior Member, a Life Member, a Social Member, an Associate Member and a Parent Member;
- (18) **Member Entitled To Vote** means a Member who under rule 12(2) is entitled to vote at a General Meeting;
- (19) **Membership** means membership of the Association;
- (20) **Parent Member** means a person who is admitted to Membership in accordance with rule 7(2)(d);
- (21) **Player Member** means a person who is admitted to Membership in accordance with rule 7(2)(b);
- (22) **Registrar** means the Registrar of Incorporated Associations;
- (23) **Social Member** means a person who is 18 years of age or older who is not a Player Member, Parent Member, Associate Member or Life Member, and who is admitted to Membership in accordance with rule 7(2)(e);
- (24) **Special Resolution** means a resolution that requires not less than three-quarters of the Members voting at a General Meeting, whether in person or by proxy, to vote in favour of the resolution; and

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- (25) **Voting Member** means a Member, other than a Junior Member or a Social Member.

PART 2—POWERS OF ASSOCIATION

4 Powers of Association

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting rule 4(1), the Association may:
- (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf; and
 - (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

5 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Rule 5(1) does not prevent the Association from paying a Member:
- (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member,
- if this is done in good faith on terms no more favourable than if the Member was not a Member.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

6 Minimum number of Members

The Association must have at least 5 Members.

7 Who is eligible to be a Member

- (1) Subject to rule 7(2), any person who supports the purposes of the Association is eligible for Membership.

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- (2) A person may apply for Membership under one of the following categories, provided that they satisfy the relevant criteria for that category of Membership:
- (a) Associate Member - a person who is 18 years of age or older, who is a Board Member or who otherwise has been appointed to a formal position within the Association, such as a coach, official or other qualifying role as determined by the Board from time to time;
 - (b) Player Member - a person registered to play in one of the sporting teams administered by the Association, who is 18 years of age or older;
 - (c) Junior Member - a person registered to play in one of the sporting teams administered by the Association, who is under the age of 18 years;
 - (d) Parent Member - a person who is the biological or adoptive parent, foster parent or legal guardian, of a Junior Member, or the spouse or domestic partner of the parent, or who otherwise has daily care and control of the child;
 - (e) Social Member - a person who is 18 years of age or older who is not eligible to be admitted as a Player Member, but may include persons who are also Parent Members, Associate Members or Life Members; and
 - (f) Life Member - a person granted life Membership in accordance with rule 13.

8 Application for Membership

- (1) To apply to become a Member, a person must:
- (a) submit a written application (including electronically if that method is offered by the Association) to a Board Member stating that the person:
 - (i) wishes to become a Member;
 - (ii) supports the purposes of the Association;
 - (iii) agrees to comply with these Rules; and
 - (iv) the category of Membership they are applying for,
 - (b) or submit an application by such other means and in such other form as may be approved by the Board from time to time.
- (2) To apply to become an Associate Member, a person must submit a written application that:
- (a) must be signed by the applicant;
 - (b) must be signed by a Member Entitled To Vote as the sponsor of the applicant; and
 - (c) may be accompanied by the joining fee.

9 Consideration of application

- (1) As soon as practicable after an application for Membership is received, the Board must decide by resolution whether to accept or reject the application.

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- (2) The Board or the Secretary must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

10 New Membership

- (1) If an application for Membership is approved by the Board:
 - (a) the resolution to accept the Membership must be recorded in the minutes of the Board Meeting; and
 - (b) the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- (2) A person becomes a Member and, subject to rule 12(2), is entitled to exercise his or her rights of Membership from the date, whichever is the later, on which:
 - (a) the Board approves the person's Membership; or
 - (b) the person pays the joining fee as determined by the Board from time to time.

11 Annual subscription fee

- (1) The Association must determine annually:
 - (a) the amount of the annual subscription (if any) for the following Financial Year; and
 - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a differing annual subscription is payable by different categories of Members.
- (3) The Association may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay an annual subscription 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 Association.
- (4) The rights of a Member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid in full.

12 General rights of Members

- (1) A Member Entitled To Vote has the right:

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- (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) subject to rules 12(3) and 12(4), to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the Association as provided under rule 75(1); and
 - (f) to inspect the register of Members.
- (2) Subject to rules 12(3) and 12(4), a Member is a Member Entitled To Vote if:
- (a) the Member is a Voting Member; and
 - (b) more than 14 days have passed since he or she became a Voting Member; and
 - (c) the Voting Member's Membership rights are not suspended for any reason.
- (3) In the case of a Parent Member, if there is more than 1 Parent Member who has obtained Membership in respect of a Junior Member, the number of votes that those Parent Members have in aggregate is that number that equals the number of Junior Members they represent. To avoid doubt, if (for example) a couple have 3 children who are Junior Members and they are each Parent Members, the 2 Parent Members together may cast a maximum of 3 votes, and if they have only 1 child who is a Junior Member, the 2 Parent Members together may cast a maximum of 1 vote.
- (4) For the avoidance of doubt, a person may hold multiple forms of Membership (eg. Life Membership and Social Membership or Player Membership and Associate Membership), however, where a person holds multiple Memberships and one or more of those Memberships qualifies the Member as a Member Entitled to Vote, that Member has in total only one vote (ie. the Member does not have a vote in respect of each category of voting Membership that Member holds).

13 Life Membership

- (1) A Member who has rendered special service to the Association over a period of time may be appointed a Life Member.
- (2) Nominations for Life Member may be submitted by a Member and must be received by the Secretary no later than 31 August in any year, or at such other times as the Board might determine from time to time.
- (3) Nominations shall be accompanied by a description of the nominee's service to the Association.
- (4) Nominations shall be considered by the Board and, if supported by a majority of the Board (provided that the President, Vice-President and Secretary have all voted on that matter (if eligible to do so)), shall be deemed appointed a Life Member.
- (5) The Life Member shall be announced at the Association's presentation of awards for that year.

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- (6) A Life Member shall enjoy all privileges of Membership (including voting rights) without the payment of an annual subscription.

14 Rights not transferable

The rights of a Member are not transferable and end when Membership ceases.

15 Consequence of maturing Junior Member

- 15.1 If a Junior Member turns 18 years of age during the course of their current Junior Membership year:

- (1) the Junior Member automatically graduates to become a Player Member; and
- (2) any Parent Member of that Junior Member automatically graduates to become a Social Member,

for the remaining balance of that Membership year.

- 15.2 In each circumstance set out in rule 15.1, there is no change to the annual subscription fee payable by those Members in that Membership year and the Secretary must, as soon as practicable, update the register of Members accordingly.

16 Ceasing Membership

- (1) The Membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a Member, the Secretary must, as soon as practicable, enter the date the person ceased to be a Member in the register of Members.

17 Resigning as a Member

- (1) A Member may resign by notice in writing given to the Association.
- (2) A Member is taken to have resigned if:
 - (a) the Member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

18 Register of Members

- (1) The Secretary must keep and maintain a register of Members that includes:
 - (a) for each current Member:
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;

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- (iv) the category of Membership that the person holds; and
 - (v) any other information determined by the Board; and
 - (b) for each former Member, the date of ceasing to be a Member.
- (2) Any Member may, at a reasonable time and free of charge, inspect the register of Members.

Division 2—Disciplinary action

19 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 Association; or
- (3) has engaged in conduct prejudicial to the Association.

20 Disciplinary Subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Board must appoint a Disciplinary Subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (2) The members of the Disciplinary Subcommittee:
 - (a) may be Board Members, Members or anyone else; but
 - (b) must not be biased against, or in favour of, the Member concerned.

21 Notice to Member

- (1) Before disciplinary action is taken against a Member, the Secretary must give written notice to the Member:
 - (a) stating that the Association 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 he or she may do one or both of the following:
 - (i) attend the Disciplinary Meeting and address the Disciplinary Subcommittee at that meeting; and
 - (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 23.

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- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

22 Decision of Disciplinary 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 rule 22(1), the Disciplinary Subcommittee may:
 - (a) take no further action against the Member; or
 - (b) subject to rule 22(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 Association.
- (3) The Disciplinary Subcommittee may not fine the Member, however if the Member is subject to a finding under rule 22(2)(b) the Member is not entitled to a refund of any amounts paid or payable to the Association.
- (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.

23 Appeal rights

- (1) A person whose Membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to the effect that he or she 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 48 hours after the vote.
- (3) If a person has given notice under rule 23(2), a Disciplinary Appeal Meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the Disciplinary Appeal Meeting must be given to each Member who is entitled to vote as soon as practicable and must:
 - (a) specify the date, time and place of the Disciplinary Appeal Meeting; and
 - (b) state:
 - (i) the name of the person against whom the disciplinary action has been taken; and

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- (ii) the grounds for taking that action; and
- (iii) that at the Disciplinary Appeal Meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 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 Board 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 rule 24(1), the Members present and entitled to vote at the Disciplinary Appeal 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 not less than two thirds of the Members voting at the Disciplinary Appeal Meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
 - (a) a Member and another Member;
 - (b) a Member and the Board; or
 - (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.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 14 days:
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and

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- (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 Board; or
 - (ii) if the dispute is between a Member and the Board or the Association — a person appointed or employed by the Dispute Settlement Centre of Victoria (or any successor body to it).
- (3) A mediator appointed by the Board may be a Member or former Member but in any case must not be a person who:
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 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.

29 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.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

30 Annual General Meetings

- (1) The Board must convene an annual General Meeting to be held within 5 months after the end of each Financial Year.
- (2) The Board may determine the date, time and place of the annual General Meeting.
- (3) 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 held since then;
 - (b) to receive and consider:

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- (i) the annual report of the Board on the activities of the Association during the preceding Financial Year; and
 - (ii) the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the Board Members; and
 - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
- (4) The annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any General Meeting, other than an annual General Meeting or a Disciplinary Appeal Meeting, is a special General Meeting.
- (2) The Board may convene a special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 33 may be conducted at the special General Meeting.

32 Special General Meeting held at request of Members

- (1) The Board must convene a special General Meeting if a request to do so is made in accordance with rule 32(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 General Meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the General Meeting; and
 - (d) be given to the Secretary.
- (3) If the Board 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 rule 32(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 Association must reimburse all reasonable expenses incurred by the Members convening a special General Meeting under rule 32(3).

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33 Notice of General Meetings

- (1) The Secretary (or, in the case of a special General Meeting convened under rule 32(3), the Members convening the General Meeting) must give to each Member:
 - (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the General Meeting; or
 - (b) at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must:
 - (a) specify the date, time and place of the General Meeting; and
 - (b) indicate the general nature of each item of business to be considered at the General Meeting; and
 - (c) if a Special Resolution is to be proposed:
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with rule 34(5).
- (3) This rule does not apply to a Disciplinary Appeal Meeting.

34 Proxies

- (1) A Member may appoint another Member as his or her proxy to vote and speak on his or her behalf at a General Meeting, other than at a Disciplinary Appeal Meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the Member may use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member.
- (5) Notice of a General Meeting given to a Member under rule 33 must:
 - (a) state that the Member may appoint another Member as a proxy for the General Meeting; and
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy.
- (6) A form appointing a proxy, whether sent by post or electronically or given to the Chairperson of the General Meeting, is of no effect unless it is received by the Association no later than 48 hours before the commencement of the General Meeting.

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35 Use of technology

- (1) A Member not physically present at a General Meeting may be permitted to participate in the General Meeting by the use of technology that allows that Member and the Members present at the General Meeting 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 rule 35(1) is taken to be present at the General Meeting and, if the Member votes at the General Meeting, is taken to have voted in person.

36 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under rule 35) of 15 of the Members Entitled To Vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (a) in the case of a General Meeting convened by, or at the request of, Members under rule 32(3) — the General Meeting must be dissolved; or
 - (b) in any other case:
 - (i) the General Meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the General Meeting is adjourned must be given at the General Meeting and confirmed by written notice given to all Members as soon as practicable after the General Meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under rule 36(3)(b), the Members present at the General Meeting (if not fewer than 3) may proceed with the business of the General Meeting as if a quorum were present.

37 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 General Meeting, adjourn the General Meeting to another time at the same place or at another place.
- (2) Without limiting rule 37(1), a General Meeting may be adjourned:
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned General Meeting other than the business that remained unfinished when the General Meeting was adjourned.

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- (4) Notice of the adjournment of a General Meeting under this rule is not required unless the General Meeting is adjourned for 14 days or more, in which case notice of the General Meeting must be given in accordance with rule 33.

38 Voting at General Meeting

- (1) On any question arising at a General Meeting:
 - (a) subject to rules 12(3), 12(4) and 38(3), each Member Entitled To Vote has one vote; and
 - (b) Members may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the General Meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that previous General Meeting may vote.
- (4) This rule does not apply to a vote at a Disciplinary Appeal Meeting conducted under rule 24.

39 Special Resolutions

A Special Resolution is passed if not less than three quarters of the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

40 Determining whether resolution carried

- (1) Subject to rule 40(2), the Chairperson of a 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 General Meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by 5 or more Members on any question:
 - (a) the poll must be taken at the General Meeting in the manner determined by the Chairperson of the General Meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

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- (4) A poll demanded on any other question must be taken before the close of the General Meeting at a time determined by the Chairperson.

41 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the General 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 General Meeting; and
 - (b) details of the valid proxy forms received in accordance with rule 34(6); and
 - (c) the financial statements submitted to the Members in accordance with rule 30(3)(b)(ii); and
 - (d) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

42 Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those powers that these Rules or the Act require to be exercised by General Meetings of the Members.
- (3) The Board may:
 - (a) appoint and remove staff; and
 - (b) establish subcommittees (including any advisory committee) with terms of reference it considers appropriate.

43 Delegation

- (1) The Board may delegate to a Board Member, a subcommittee (including any advisory committee) or staff, any of its powers and functions other than:
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.

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- (3) The Board may, in writing, revoke a delegation wholly or in part.
- (4) The Board may appoint persons who are not Board Members or Members as members of any subcommittee (including any advisory committee) established under rules 42 or 43.

Division 2—Composition of Board and duties of Members

44 Composition of Board

- (1) The Board consists of:
 - (a) a President; and
 - (b) a Vice-President; and
 - (c) a Secretary; and
 - (d) a Treasurer; and
 - (e) no less than an additional 3 ordinary Members elected under rule 53.
- (2) A Board Member can hold the following roles contemporaneously:
 - (a) Vice President and Treasurer; or
 - (b) Vice President and Secretary.
- (3) Only a person who identifies as female may fill the positions of President and Vice-President.
- (4) At all times, no less than 75% of the Board Members must be persons who identify as female.
- (5) The Board will use reasonable endeavours to identify eligible candidates to join the Board who identify as female for all roles on the Board.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board Members comply with these Rules.
- (3) Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board Members must exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- (5) Board Members and former Board Members must not make improper use of:
 - (a) their position; or

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(b) 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 Association.

(6) In addition to any duties imposed by these Rules, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.

46 Chairperson

(1) Subject to rule 46(2), the President or, in the President's absence, the Vice-President, is the Chairperson for any General Meetings and for any Board Meetings.

(2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be:

(a) in the case of a General Meeting — a Member elected by the other Members present; or

(b) in the case of a Board Meeting — a Board Member elected by the other Board Members present.

47 Secretary

(1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(2) The Secretary must:

(a) maintain the register of Members in accordance with rule 18; and

(b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the Association in accordance with rules 72 and 75(1); and

(c) subject to the Act and these Rules, provide Members with access to the register of Members, the minutes of General Meetings and other books and documents; and

(d) perform any other duty or function imposed on the Secretary by these Rules.

(3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

(1) The Treasurer must:

(a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and

(b) ensure that all moneys received are paid into an account of the Association within 7 days after receipt; and

(c) make any payments authorised by the Board or by a General Meeting from the Association's funds; and

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- (d) ensure cheques are signed by, or any electronic transfer of funds is approved by, at least 2 Board Members.
- (2) The Treasurer must:
 - (a) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (b) coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual General Meeting.
- (3) The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the Association.

Division 3—Election of Board Members and tenure of office

49 Who is eligible to be a Board Member

Subject to rules 44(3) and 44(4), a person is eligible to be elected or appointed as a Board Member if the person is 18 years or over, and if the person is not already a Member then by virtue of their election or appointment as a Board Member they automatically become an Associate Member.

50 Positions to be declared vacant

- (1) This rule applies to any subsequent annual General Meeting, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the General Meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 54.

51 Nominations

- (1) Prior to the election of each position, the Chairperson of the General Meeting must call for nominations to fill that position.
- (2) An eligible person may:
 - (a) nominate himself or herself; or
 - (b) with the person's consent, be nominated by a Member.
- (3) A person 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.

52 Election of President etc.

- (1) At the annual General Meeting, separate elections must be held for each of the following positions:
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary; and
 - (d) Treasurer.

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- (2) If only one person is nominated for the position, the Chairperson of the General Meeting must declare the person elected to the position.
- (3) If more than one person is nominated, a ballot must be held in accordance with rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the General Meeting.

53 Election of ordinary Board Members

- (1) Subject to rule 44(1)(e), the annual General Meeting must by resolution decide the number of ordinary Board Members (if any) it wishes to hold office for the next year.
- (2) A single election may be held to fill all of those positions.
- (3) If the number of persons nominated for the position of ordinary Board Member is less than or equal to the number to be elected, the Chairperson of the General Meeting must declare each of those persons to be elected to the position.
- (4) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the General Meeting must appoint a Board Member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) 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.
- (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; and
 - (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 rule 54(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.

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- (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 rule 54(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 rules 54(4) to 54(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.

55 Term of office

- (1) Subject to rule 55(3) and rule 56, a Board Member holds office until the positions of the Board are declared vacant at the next annual General Meeting.
- (2) A Board Member may be re-elected.
- (3) A General Meeting may:
 - (a) by Special Resolution remove a Board Member from office; and
 - (b) elect an eligible person to fill the vacant position in accordance with this Division.
- (4) A person who is the subject of a proposed Special Resolution under rule 55(3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members.
- (5) The Secretary or the President may give a copy of the representations to each Member or, if they are not so given, the person may require that they be read out at the General Meeting at which the Special Resolution is to be proposed.

56 Vacation of office

- (1) A Board Member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board Member if he or she;
 - (a) ceases to be a Member; or
 - (b) fails to attend 3 consecutive Board Meetings (other than special or urgent Board Meetings) without leave of absence under rule 67; or
 - (c) otherwise ceases to be a Board Member by operation of section 78 of the Act.

57 Filling casual vacancies

- (1) The Board may appoint an eligible person to fill a position on the Board that:
 - (a) has become vacant under rule 56; or
 - (b) was not filled by election at the last annual General Meeting.

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- (2) If the position of Secretary becomes vacant, the Board must appoint a replacement to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Board Member appointed by the Board under rules 57(1) or 57(2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Board Meetings

58 Board Meetings

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board Meeting must be determined by the Board Members as soon as practicable after the annual General Meeting at which the Board Members were elected.
- (3) Special Board Meetings may be convened by the President or by any 4 Board Members.

59 Notice of Board Meetings

- (1) Notice of each Board Meeting must be given to each Board Member no later than 7 days before the date of the Board Meeting.
- (2) Notice may be given of more than one Board Meeting at the same time.
- (3) The notice must state the date, time and place of the Board Meeting.
- (4) If a special Board 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 Board Meeting is the business for which the Board Meeting is convened.

60 Urgent Board Meetings

- (1) In cases of urgency, a Board Meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each Board Member by the quickest means practicable.
- (2) Any resolution made at the Board Meeting held pursuant to rule 60(1) must be passed by an Absolute Majority.
- (3) The only business that may be conducted at an urgent Board Meeting is the business for which the Board Meeting is convened.

61 Procedure and order of business

- (1) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the Board Members present at the Board Meeting.

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62 Use of technology

- (1) A Board Member who is not physically present at a Board Meeting may participate in the Board Meeting by the use of technology that allows that Board Member and the Board Members present at the Board Meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Board Member participating in a Board Meeting as permitted under rule 62(1) is taken to be present at the Board Meeting and, if the Board Member votes at the Board Meeting, is taken to have voted in person.

63 Quorum

- (1) No business may be conducted at a Board Meeting unless a quorum is present.
- (2) The quorum for a Board Meeting is the presence (in person or as allowed under rule 62) of 5 Board Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - (a) in the case of a special Board Meeting — the Board Meeting lapses; and
 - (b) in any other case, the Board Meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the Board Meeting is adjourned must be given in accordance with rule 59.

64 Voting

- (1) On any question arising at a Board Meeting, each Board Member present at the Board Meeting has one vote.
- (2) A motion is carried if a majority of Board Members present at the Board Meeting vote in favour of the motion.
- (3) Rule 64(2) does not apply to any motion or question which is required by these Rules to be passed by an Absolute Majority.
- (4) If votes are divided equally on a question, the Chairperson of the Board Meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

65 Conflict of interest

- (1) A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- (2) The Board Member:
 - (a) must not be present while the matter is being considered at the Board Meeting; and
 - (b) must not vote on the matter.
- (3) This rule does not apply to a material personal interest:

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- (a) that exists only because the Board Member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the Board Member has in common with all, or a substantial proportion of, the Members.
- (4) For the purposes of this rule, a Board Member's "material personal interest" includes (but is not limited to):
- (a) having a current role in the management or co-ordination of a competitor club;
 - (b) having a current relationship with an organisation which regulates a sport played by the Association (eg. AFL Victoria or the FFV) for which the Board Member is paid by the regulating organisation;
 - (c) having a relationship with the Association for which the Board Member is paid by the Association; and
 - (d) having any commercial interest in the subject matter of a Board decision.

66 Minutes of Board Meeting

- (1) The Board must ensure that minutes are taken and kept of each Board Meeting.
- (2) The minutes must record the following:
 - (a) the names of the Board Members in attendance at the Board Meeting;
 - (b) the business considered at the Board Meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed under rule 65.

67 Leave of absence

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

PART 6—FINANCIAL MATTERS

68 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest, player registration fees and any other sources approved by the Board.

69 Management of funds

- (1) The Association must open accounts with financial institutions from which the expenditure of the Association is made and into which the Association's revenue is deposited.

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- (2) Subject to any restrictions imposed by a General Meeting, the Board may approve expenditure on behalf of the Association.
- (3) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board Members.
- (5) All funds of the Association (other than petty cash, canteen till or similar cash floats) must be deposited into a financial account of the Association no later than 7 days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

70 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 his or her custody, or under his or her control:
 - (a) the financial records for the current Financial Year; and
 - (b) any other financial records as authorised by the Board.

71 Financial statements

- (1) For each Financial Year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting rule 71(1), those requirements include:
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the annual General Meeting; and
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

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PART 7—GENERAL MATTERS

72 Common seal

- (1) The Association may have a common seal.
- (2) If the Association has a common seal:
 - (a) the name of the Association must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members; and
 - (c) the common seal must be kept in the custody of the Secretary.

73 Registered address

The registered address of the Association is:

- (1) the address determined from time to time by resolution of the Board; or
- (2) if the Board has not determined an address to be the registered address — the postal address of the Secretary.

74 Notice requirements

- (1) Any notice required to be given to a Member or a Board Member under these Rules may be given:
 - (a) by handing the notice to the Member or Board Member personally; or
 - (b) by sending it by post to the Member or Board Member at the address recorded for them on the register of Members; or
 - (c) by email or facsimile transmission.
- (2) Rule 74(1) does not apply to notice given under rule 60.
- (3) Any notice required to be given to the Association may be given:
 - (a) by handing the notice to a Board Member; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) if the Board determines that it is appropriate in the circumstances:
 - (i) by email to the email address of the Association or the Secretary;
or
 - (ii) by facsimile transmission to the facsimile number of the Association.

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- (4) If a notice is sent or delivered in a manner provided by rule 74(1)(b), 74(1)(c), 74(3)(b), 74(3)(c) or 74(3)(d), it must be treated as given to and received by the party to which it is addressed:
- (a) if sent by post from within Australia to an address in Australia, on the 2nd business day (at the address to which it is posted) after posting;
 - (b) if sent by post to an address outside Australia or sent by post from outside Australia, on the 5th business day (at the address to which it is posted) after posting;
 - (c) if sent by facsimile before 5pm on a business day at the place of receipt, on the day it is sent and otherwise on the next business day at the place of receipt;
 - (d) if sent by email before 5pm on a business day at the place of receipt, on the day it is sent and otherwise on the next business day at the place of receipt; or
 - (e) if otherwise delivered before 5pm on a business day at the place of delivery, upon delivery, and otherwise on the next business day at the place of delivery.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge:
- (a) the register of Members;
 - (b) the minutes of General Meetings; and
 - (c) subject to rule 75(2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board Meetings.
- (2) The Board may refuse to permit a Member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Board must on request make copies of these rules available to Members and applicants for Membership free of charge.
- (4) Subject to rule 75(2), a Member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule, relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association, and includes:
- (a) its Membership records;
 - (b) its financial statements;
 - (c) its financial records; and
 - (d) records and documents relating to transactions, dealings, business or property of the Association.

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76 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.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to the City of Darebin for the purposes of the development of women's sport within that municipality, or otherwise 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.

77 Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting.

78 Liquor Licence Requirements

- (1) These Rules incorporate by reference the Schedule 1 requirements of the *Liquor Control Reform Act 1998* (Vic) as amended from time to time, to the extent that those obligations apply to the activities of the Association.
- (2) Pursuant to the *Liquor Control Reform Act 1998* (Vic):
 - (a) a visitor to the Association's premises must not be supplied with liquor in the Association's premises unless the visitor is a guest in the company of a Member; and
 - (b) when the Association is hosting an event where liquor is being served (not including a sporting event or presentation evening or other events prescribed by the Association's liquor licence, as updated from time to time), the Association must keep a record of each guest and visitor to the Association's premises.
- (3) The Association must not permit honorary or temporary Membership to a visitor for the purposes of that visitor being able to be served liquor in the terms described in the *Liquor Control Reform Act 1998* (Vic).
- (4) No amount shall be paid to an officer or servant of the Association by way of commission or allowance from receipts of the Association for the supply of liquor.

79 FFA and FFV Membership

- (1) This rule 79 applies while the Association remains a member club of the FFA.
- (2) For the purposes of this rule 79, unless the contrary intention appears:
 - (a) **FFA** means Football Federation Australia Limited ACN 106 478 068.
 - (b) **FIFA** means Federation Internationale de Football Association.

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- (c) **Football** means "Association Football" as recognised by FIFA from time to time. To avoid doubt, "Football" includes the games of Football, soccer football, indoor or 5 a side (Futsal) Football and beach Football.
 - (d) **Laws of the Game** means the rules of Football referred to in the Statutes and Regulations.
 - (e) **Statutes and Regulations** means the Statutes and Regulations of FIFA in force from time to time.
- (3) In addition to the purposes set out in rule 2, the purposes of the Association include to:
- (a) be the member club of the FFA and to comply with the constitution and by-laws of each of the FFA and the FFV;
 - (b) organise teams to participate in competitions sanctioned by the FFA or FFV;
 - (c) prevent infringement of the constitution and by-laws of each of the FFA and the FFV and protect Football from abuse; and
 - (d) to the extent reasonable, co-operate with the FFA, the FFV and other bodies in the promotion and development of, or otherwise in relation to, Football, the Statutes and Regulations and the Laws of the Game.
- (4) The Association must procure that each Member who is a Football Player Member agrees to be bound by and observe:
- (a) this Constitution;
 - (b) the Laws of the Game;
 - (c) the Statutes and Regulations expressed to apply to or in relation to Football Player Members;
 - (d) the Statutes and Regulations and the constitutions and by-laws of FFA and FFV as enforced from time to time;
 - (e) the FFV Codes of Behaviour and Rules of Competition, as amended from time to time; and
 - (f) the FFA Code of Conduct, as amended from time to time.
- (5) In the event of any event of any inconsistency between any statutes, rules, regulations, laws, policy or other governing document in relation to Football, 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.
- (6) Subject to applicable law, the Association must do everything reasonably within its power to:
- (a) promulgate and comply with, and to enforce compliance with, the Statutes and Regulations and Laws of the Game; and
 - (b) co-operate with FFA and FFV in relation to the organisation of competitions, the Association's own competitions and Football in general.

DAREBIN WOMEN'S SPORTS CLUB INCORPORATED
CONSTITUTION