

# VERY ABBREVIATED MODEL RULES

## PART 1 - PRELIMINARY

- 1 Name** Brunswick Marcellin Masters Inc. A0059166S
- 2 Purposes** To provide an opportunity for the Masters Age Players to participate in AFL Masters Australian Rules Football and enhance their health and wellbeing through organised sport. To provide for the health, welfare and wellbeing of its players, families, supporters and spectators. To provide AFL Masters Australian Football for fun, fitness and family.
- 3 Financial year** Ends 30 September.
- 4 Definitions** see full Rules

## PART 2 - POWERS OF ASSOCIATION

- 5 Powers of Association** Subject to Act, Assocn has power to do any things to achieve Purposes. Can hold property, accounts; invest, borrow; secure loans; appoint agents; & enter contracts. Note: See Act Only use powers, income & assets for its Purposes.
- 6 Not-for-Profit Organisation** Assocn must NOT distribute to members. Assocn may reimburse member for goods, expenses etc on terms NO more favourable than non-member. Note: See Act.

## PART 3.1 – MEMBERSHIP

- 7 Minimum Number of Members** - at least 5.
- 8 Eligibility:** Any person who supports Purposes.
- 9 Membership Appn** Write wish to join, follow Rules, sign & accomp joining fee. See Rule 12.
- 10 Consideration of Application** by exec asap. If rejected, money returned, no reason needed.
- 11 New Member Register** Name, Address, date
- 12 Annual Fee** on joining. AGM fixes fee & date due, or lower associate or pro-rata late fee.
- 13 Gen Rights of Full Member** after fee, entitled to: vote, attend, be heard, submit item at GMs, access Register & Minutes; receive notice. Suspendable if unfinancial or Disciplinary Action
- 14 Associate Members** If u-15, or as by SpecRes. Associate Member must NOT vote.
- 15 Rights not transferable.** End on Cessation.
- 16 Membership Ceases.** Date of Resignation, expulsion or death must be recorded in Register.
- 17 Resigning** in writing. See: Rule 74 by post or by hand. Membership ceases if 12 months in arrears.
- 18 Register of Members** Secretary keeps name; address last given; date of joining; associate state; other info as needed; & cessation date. Any member may, inspect Register of Members. **Note:** Under Sect 58,59 of the Act, may be restricted.

## PART 3.2 - DISCIPLINARY PROCEDURE

- 19 Grounds for Disciplinary Action.** Not following Rules or Purposes or Conduct Prejudicial.
- 20 Disciplinary Subcommittee DSC** appointed to hear matter and determine what action to take. May be any Members of Comm or Assocn or anyone else NOT be biased for/against member concerned.
- 21 Notice to Member** 14 - 28 days, intention, grounds, date, place & time of Disciplinary Meeting. Advise to attend, submit & address DSC any time; Appeal Rights.
- 22 Decision of Disciplinary Subcommittee.** DSC gives opportunity to be heard; & consider any written statement submitted. DSC then may decide to take i) no further action, ii) reprimand or iii) suspend member rights for period; or iv) expel. **Subcommittee may NOT FINE member.** Decision takes effect immediately the vote is passed.
- 23 Appeal Rights** Disciplinary Appeal Meeting DAM Member may appeal by writing to DSC immediately after vote or to Secretary within 2 days. DAM to be held ASAP, but within less than 21 days. Notice of DAM to be given to full Members asap, with date, time, place of DAM; subject of suspension or expulsion; grounds for action; & that full members vote whether decision upheld (by 75%) or revoked.
- 24 Conduct of DAMs** No Other Business conducted; Committee state grounds & reason for action. Member given opportunity to be heard. Members secret ballot whether to uphold or revoke. **Members may not vote by proxy at this meeting.** Disciplinary Action Upheld if **three quarters** in favour.

## PART 3.3 – GRIEVANCE PROCEDURE

- 25 Applies** between 2 members or between a member and Committee or Member and Assocn. NOT to be initiated about Disciplinary Procedure until completed.
- 26 Parties must attempt to resolve** within 14 days.
- 27 Appointment of Mediator** If dispute unresolved, Committee to be notified within 10 days. Parties must agree to mediator; & try to settle by mediation. Mediator by agreement, otherwise, if dispute between Members, appointed by Committee; A Committee appointee may be Member (or former) & NOT have an interest in dispute or be for/against any party. Dispute between Member and Committee or Assocn, Mediator appointed by DisputeSettlementCentre of Vict.
- 28 Mediation process** The mediator to dispute must - give each party every opportunity to be heard; & - allow consideration of written statement submitted & - ensure Natural Justice is accorded throughout. The mediator must not determine the dispute.
- 29 Failure to resolve dispute by Mediation** Parties may resolve in accordance with Act or by Law.

## PART 4—GENERAL MEETINGS

- 30 Annual General Meetings AGMs** Committee sets date, time and place of the AGM. AGM within 5mths of EoFY. (1st AGM within 18mths). Ordinary business of AGM is as follows:
- to confirm minutes of prev AGM and any SGM.
  - to receive, consider i) Annual Report on activities; (ii) Financial Statements as reqd in Part 7 of Act;
  - to elect the members of the Committee;
  - to confirm or vary the amounts of fees.
  - conduct other business as per given notice.
- 31 Special General Meetings SGMs** Any General Meeting of Assn, other than AGM or a Disciplinary DAM, is a Special General Meeting. Committee may hold SGM whenever it sees fit. No Other Business than given notice see Rule 33. **Note:** General Business may be included notice given & the majority of members at meeting agree.
- 32 GM held at Request of 10% of Members** Committee must hold SGM if requested as per below by **at least 10% of members.** Request for SGM must be in writing to Secretary; state business to consider & resolutions proposed; include names and sigs of all requesting SGM. If not held within 1 mth, any of members making request may convene SGM. Such SGM convened by members to be held within 3 mths from original request; may only consider business stated in that request. The Assocn to reimburse reasonable expenses.
- 33 Notice of General Meetings GMs** 21 days if a Special Resolution is proposed, otherwise 14days. Notice must specify date, time & place of GM; nature of each item of business & if Special Resolution proposed, state in full the Proposed Resolution; if intention to Propose the Resolution as a Special Resolution; Rule 34 This rule does not apply to a DAM see Rule 23.
- 34 Proxies** A member may appoint another member to vote and speak on their behalf at GM other than DAM. To be in writing and signed by the member. Member may give directions how to vote, otherwise proxy may vote as they see fit. Approved Proxy Form or Member may use ANY form clearly identifying proxy appointee, signed by member. Notice must state member may appoint proxy. Form appointing proxy to be given to Chair by/at start. Proxy Form sent by post or electronic only valid if received by Assocn 24 hrs prior to meeting.
- 35 Use of Technology** A member may attend meeting by use of technology if all can clearly communicate with each other. Such member is deemed present.
- 36 Quorum at General Meetings** 10% of full members. No business to be conducted unless quorum present. Within 30 minutes after notified start time of GM:

If **NO quorum** for GM by Request Rule 32, meeting is dissolved, & matter deemed dealt with.

If **NO quorum** in any other case, meeting must be adjourned to a date less than 21 days later; & notice of new GM date, time, place given at meeting & confirmed by written notice to all members asap after meeting.

**Reconvening** If NO quorum within 30min after set time, members at meeting (if not fewer than 3) may proceed.

### 37 Adjournment of General Meeting

Chair of GM with NO quorum with consent of majority present, may adjourn to another time at same place or at another place.

Meeting may be adjourned if insufficient time to deal with business at hand; or to give more time to consider item .

**Example:** The members wish more time to examine Financial Statements submitted by the Committee at AGM.

No Other Business conducted on the resumption.

Notice of adjournment NOT required unless more than 14 days, then notice as per Rule 33.

**38 Voting at General Meeting >50%. >75% if SpecRes,** This Rule does not apply to DAM under Rule 24.

For previous minutes, only members at prev may vote. On question at GM, each full members entitled to vote have one vote each; & may vote personally or by proxy; **>50%** is carried. **Note:** >75% if Special Resolution, If votes equal, Chair has a second or casting vote.

**39 Special Resolutions** passed if **75%** vote in favor.

**Note:** In addition to the Act, a Special Resolution is required to remove member of committee from office, or to alter these Rules, or change Name or any Purposes of Assocn.

### 40 Determining whether Resolution carried

Unless a Poll (votes are cast in writing), Chair of a GM may, on show of hands, declare a resolution carried; or carried unanimously; or carried by particular majority; or lost. Minute to that effect is conclusive proof.

If **Poll (votes are cast in writing)** is demanded by three or more member, the poll must be taken as determined by Chair; and result declared on the basis of the poll.

A poll demanded on election of Chair or on an adjournment must be taken immediately.

A poll demanded on other questions must be taken before close of meeting at time determined by Chair.

### 41 Minutes of General Meeting

Committee must ensure minutes are taken and kept. Minutes of a GM must record all business considered, any resolution voted & result of vote.

Minutes of AGM must include names of members present; proxy forms given to Chair under Rule 34, the Financial Statements submitted under Rule 30, the certificate signed by 2 committee members that Financial Statements give true and fair view of financial position and performance of Assocn; any audited accounts and auditor's report or report of a review accompanying financial statements that are required under the Act.

## PART 5 — COMMITTEE

### Division 1 - Powers of Committee

**42 Role and Powers** Business must be managed by or under the direction of a Committee.

Committee has all powers of Assocn except those that Rules or Act require be exercised by GMs.

Committee appoints/removes staff; & establishes subcommittees of members as it sees appropriate.

**43 Delegation** Committee may delegate to member of staff, Committee, or subcommittee, any function or power OTHER THAN this power of delegation, or a duty imposed by the Act or any other law.

Delegation must be in writing and may be subject to the conditions and limitations as Committee considers. The Committee may, in writing, revoke any delegation.

### Division 2 - Composition of Committee and Duties of Members

**44 Composition of Committee** consists of President; Vice-President; Secretary; Treasurer; & Ordinary Members (if any) elected under Rule 53.

**45 General Duties** Committee Members must

- become familiar with Rules and the Act asap.

- jointly be responsible that Assocn complies with Act & Committee complies with Rules.

- exercise powers & discharge duties with care, diligence, good faith, best interests of Assocn & for proper purpose.

- must not improperly use position, or info acquired through such to gain advantage for themselves, or any other person, or to cause detriment to the Assocn.

**Note:** Div3 Pt6 of Act: General Duties of office holders of an Inc Association required in addition perform any other duties imposed by Resolution at GM.

#### 46 President and Vice-President

President, or in absence, Vice-President is Chair for GMs & Committee Meetings. If both unable to preside, Chair to be -for GM - Member elected by Members present, or, for Committee Meeting - elected by others present.

**47 Secretary** must perform any duty or function required under Act to be performed by Secretary of an Inc Assocn

**Example** Under the Act, the Secretary of an Inc Association is responsible for lodging documents with the Registrar.

The Secretary must

- maintain Register of Members as per Rule 18; & subject to Act and Rules, provide members access to Register,

- keep custody of the common seal (if any) of Assocn

- keep, all books, documents & securities of Assocn (Rules 72 and 75), except Financial Records (Rule70),

- keep books and documents; minutes of GMs & perform any duty/function imposed on Secretary by these Rules.

The Secretary must give to the Registrar notice of appointment within 14 days of appointment.

**48 Treasurer** The Treasurer must:

- receive all moneys paid to or received by Assocn &

- **issue receipts** for all moneys in name of Assocn; & ensure all moneys received are paid into account of Assocn within 5 working days after receipt; &

- make any payments authorised by Committee or by GM from Assocn's funds; &

- ensure cheques signed by at least 2 c-members. &

- ensure Financial Records kept as per the Act; &

- coordinate preparation of Financial Statements & certification by Committee prior to submission to AGM.

- ensure at least one other committee member has access to Assocn accounts and financial records.

### Division 3 - Election of Committee Members and Tenure of Office

#### 49 Who is eligible to be a Committee Member

Any full member is eligible as Committee Member if over 18 years, and entitled to vote at GM.

#### 50 Positions To Be Declared Vacant

At any AGM, after Annual Report and Financial Statements received, Chair declares all positions on Committee vacant and holds elections (Rules 51-54)

**51 Nominations** Before election, Chair calls for nominations. Eligible member may nominate himself, or with consent be nominated by another member.

Member who fails to be elected, may be nominated for any other position election yet to be held.

**52 Election of Exec.** At AGM, separate elections for President, Vice-President, Secretary, Treasurer.

If only 1 nominated, Chair declares member elected.

If more than 1 nominated, ballot held as per Rule 54.

On election, new President may take over as Chair.

#### 53 Election Of Ordinary Members

AGM must by Resolution decide the number of Ordinary Members of Committee (if any) it wishes. A single election may be held to fill all positions. If fewer members nominated than positions, Chair declares those members elected.

Otherwise a Ballot must be held in as per Rule 54.

**54 Ballot** If Ballot required, Chair appoints a member to act as Returning Officer who cannot be nominated.

Before Ballot, each candidate may make short speech in support of his or her election.

Election must be by Secret Ballot, as follows.

Returning Officer must give a blank piece of paper to all members present; and each proxy appointed.

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

**If Ballot for single position,** voter must write on ballot paper single name for whom they vote.

**If the Ballot is for more than one position,** voter writes on ballot paper name of each candidate that they vote for & not more than number to be elected.

#### Non-compliant Ballot Papers not to be counted.

Ballot paper with name counts as one vote for candidate. Returning Officer declares elected candidate(s) who received most votes.

**Ties:** if 2 or more received the same number of votes, the Returning Officer conduct a further election for position as above to decide which of the tied candidates is elected; or with agreement of candidates, decide by lot.

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

#### 55 Term Of Office

A committee member holds office until next AGM.

A committee member may be re-elected.

Special Resolution at GM may remove and replace committee member. In above case, Member may make representation to Secretary or President & request it be given to Members. Secretary or President may give copy to each Member, or if not, member may require that it be read out at meeting where Special Resolution is to be proposed.

#### 56 Vacation Of Office

A committee member may resign by written notice.

A person ceases to be committee member if they cease to be a member of Assocn; or fails to attend 3 consecutive meetings (other than special or urgent committee meetings) without leave of absence under Rule 67; or otherwise ceases to be a committee member by operation of Sect 78 of Act. **Note:** Must be resident of Australia.

#### 57 Filling Casual Vacancies

Committee may appoint eligible member of Assocn to position on Committee left/becomes vacant under Rule 56.

Secretary must be appointed within 14 days.

Rule 55 applies to any member appointed as above.

Committee may continue to act despite any vacancy.

### Division 4—Meetings of Committee

#### 58 Meetings of Committee

At least 4 per year as determined by Committee.

Date of 1st Committee Meeting set asap after AGM.

Special Committee Meetings may be convened by President or any 4 Members of Committee.

**59 Notice of Meetings of** at least 7 days to be given, can be notice of several at the same time.

Notice must state date, time & place of meeting.

If Special Meeting, notice must include the general nature of business to be conducted.

No Other Business to be conducted other notice.

**60 Urgent Meetings** If Urgent, meeting can be held without notice as per Rule 59, if notice is given by fastest means.

Any Resolution passed by >50% of Committee.

No Other Business at Urgent Meeting than for which the meeting is convened.

#### 61 Procedure and Order of Business

Procedure to be set by Committee. Order of Business may be set by members present.

**62 Use Of Technology** Committee member present may participate by the use of technology if all can clearly communicate with each other. Such Member is taken to be present at the meeting and to have voted in person.

**63 Quorum** >50% of Committee members.

No Business conducted unless quorum is present.

**If no quorum** within 30mins of notified start of Special Meeting: meeting lapses; Otherwise meeting adjourned to date within 14 days, notice to be given as per Rule 59.

**64 Voting** Motion carried if >50% in favour. Each member present at meeting has one vote. Proxy NOT permitted. Unless question is required by these Rules to be passed by Absolute Majority of Committee.

If votes equal, Chair has a second or casting vote.

**65 Conflict of interest** Committee Member with material personal interest in matter considered must disclose nature & extent of that interest to the Committee.

That member NOT to be present while matter considered & must NOT vote on matter.

**Note:** Section 81(3) of Act: if insufficient committee members for quorum because member has conflict of interest, a General Meeting may be called to deal with the matter.

This Rule does not apply if interest exists in common with substantial proportion of members of Assocn.

**66 Minutes Of Meeting** The Committee must ensure that each committee meeting minutes are taken & kept.

The minutes must record - Names of members in attendance, - Business considered, - any Resolution voted on, - result of vote; - any material personal interest disclosed under Rule 65.

**67 Leave of Absence** The Committee may grant a committee member leave of absence for a up to 3 mths. The Committee must not grant leave of absence retrospectively unless satisfied that it was not feasible for the committee member to seek the leave in advance.

## PART 6—FINANCIAL MATTERS

**68 Source Of Funds** Funds of Assocn may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by Committee.

**69 Management Of Funds** Assocn must open account with financial institution for all expenditure and deposits. Subject to restrictions imposed by a GM of Assocn, Committee may approve expenditure on its behalf. Committee may authorise Treasurer to expend on behalf of Assocn (inc by electronic transfer) up to specified limit without individual approval from Committee.

All cheques, drafts, etc and other negotiable instruments must be signed by 2 committee members.

All funds of Assocn must be deposited into Account of Assocn no later than 5 working days of receipt.

Treasurer may maintain a cash float when all money paid to/from float is accurately recorded at time of transaction.

**70 Financial Records** Assocn must keep financial records that correctly record and explain transactions, financial position and performance; and enable Financial Statements to be prepared as required by the Act.

Assocn must retain financial records for 7 years after transactions covered by records completed.

Treasurer must keep in custody financial records for year, & any financial records authorised by Committee.

**71 Financial Statements** For each financial year, Committee must ensure Requirements under the Act re Financial Statements of Assocn are met. Including:

- preparation of the financial statements;
- if reqd, review or auditing of financial statements;
- certification of financial statements by Committee;
- submission of financial statements to the AGM;
- the lodgement with Registrar of the Financial Statements and accompanying reports, certificates, statements and fee.

## PART 7—GENERAL MATTERS

**72 Common Seal** Assocn MAY have a common seal with name of Assocn appearing in legible characters and kept in the custody of the Secretary.

Common Seal only used by authority of Committee witnessed by signatures of 2 committee members.

**73 Registered Address** The Registered Address of Assocn is set by Resolution of the Committee; or if not set then the postal address of Secretary.

**74 Notice Requirements** Any notice required to be given to member or committee member under Rules may be given by hand; or by post to Address on Register or by email or fax. Does not apply to notice given for Rule 60.

Notice to Assocn or Committee may be by hand to Committee Member; or post to Registered Address; or by leaving the notice at registered address; or email to address of Assocn or Secretary; or Fax.

### **75 Custody & Inspection Of Books & Records**

Members may on request inspect free of charge: Register of Members\*; - the Minutes of GMs; Financial Records, books, securities and other relevant documents of Assocn, including minutes of Committee meetings.

**Note:** See Note following Rule 18 for details of access.

\*Committee may refuse to allow a member to inspect Records that relate to confidential, personal, employment, commercial or legal matters or where prejudicial to interests of Assocn.

Committee must on request make copies of these Rules available to members & applicants free of charge.

\*A member may make a copy of any other records and Assocn may charge a reasonable fee such.

**Relevant Documents** means records and other documents, compiled, recorded or stored, that relate to the incorporation and management of Assocn including its membership records; financial statements; financial records; records and documents relating to transactions, dealings, business or property of Assocn.

### **76 Winding Up And Cancellation**

May be wound up voluntarily by Special Resolution.

Surplus assets of Assocn must NOT be distributed to members or former members of Assocn.

Subject to Act and any court order under Sect 133, surplus assets must be given to a body having similar purposes to Assocn and which is Not for Profit of its individual members, to be decided by Special Resolution.

### **77 Alteration of Rules**

Only by Special Resolution of GM of Assocn.

**Note:** Alteration of Rules does not take effect until approved by Registrar. If Rules other than Rule 1, 2 or 3 are altered, Assocn is taken to have adopted its own rules, not Model Rules.

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