

STATEMENT OF RULES

1. The name of the incorporated association is Norwood Football Club Incorporated (in these rules called “the Association”)
2. (1) In these rules , unless the contrary intention appears :-
 - “Committee” means the Management Committee of the Association.
 - “Financial year” means the year ending 30 September.
 - “General Meeting” means a general meeting of members convened in accordance with Rule 12.
 - “Member” means a member of the Association.
 - “Ordinary Member of the Committee” means a member of the Committee who is not an officer of the Association under Rule 22.
 - “The Act” means the Associations Incorporation Act 1981.
 - “The Regulations” means 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 Association.
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

QUALIFICATIONS OF MEMBERSHIP

3. (1) A natural person who is nominated and approved for membership as provided in these rules is eligible to be a member of the Association on payment of the entrance fee and annual subscription payable under these rules.
- (2) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at the time but has ceased to be a member) shall not be admitted to membership -
 - (a) unless he is nominated as provided in sub-clause (3) ; and
 - (b) his admission as a member is approved by the Committee.
- (3) A nomination of a person for membership of the Association -
 - (a) shall be made in writing in the form set out in Appendix 1 ; and
 - (b) shall be lodged with the secretary of the Association.
- (4) As soon as is practicable after the receipt of a 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 that he is approved for membership of the association and request payment within the

period of 28 days after 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 kept by him and , upon the name being so entered , the nominee becomes a member of the association.

(8) A right , privilege or obligation of a person by reason of his membership of the association -

(a) is not capable of being transferred or transmitted to another person;

(b) terminates upon the cessation of his membership whether by death or resignation or otherwise.

(9) Applications under the age of 17 years shall not be registered but shall be listed as junior members. Applicants under the age of 17 years to be ineligible to vote unless they hold senior membership.

LIFE MEMBERS

4. (1) "Honorary Life Members may be elected (not more than two annually). Such membership to be awarded to those who have rendered Special Service to the Club in any sphere.

Nominations for Life Membership shall be called from members.

Such nominations to be submitted in writing to the secretary by the first day in August of each year.

A special sub-committee of three shall be formed from members of the Committee , who shall examine the nominations and report to the Committee with a recommendation. Life Members will be eligible to attend all general meetings with power to vote.

FEES

5. (1) Every member , except Life Members , shall pay such fees as are fixed from time to time by the Committee.

REGISTER OF MEMBERS

6. (1) The secretary shall keep and maintain a register of members in which shall be entered the full name , address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the Public Officer.

RESIGNATION OF MEMBER

7. (1) a member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one month's notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice , the member shall cease to be a member.
- (2) Upon the expiration of a 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 notice was given , ceased to be a member.

EXPULSION , SUSPENSION OR FINING OF MEMBERS

8. (A) Subject to the rules , if the committee is of the opinion that a member has refused or neglected to comply with these rules , or has been guilty of conduct unbecoming a member prejudicial to the interests of the Association , the Committee may refer the matter to mediation under Rule 8 or resolve to -
- 1) fine that member an amount not exceeding \$500.00
 - 2) suspend that member from membership of the Association for a specified period
 - 3) expel that member from the Association ,
- (B) If the matter is referred to mediation but is not resolved by that process the committee may resolve to -
- 4) fine that member an amount not exceeding \$500.00 ,
 - 5) suspend that member from membership of the Association for a specified period
 - 6) expel that member from the Association .
- 8.1 The grievance procedure set out in this rule applies to disputes under these rules between
- a) a member and another member , or
 - b) a member and the Association .
- 8.2 The committee may resolve to refer to mediation under this rule , before proceeding further under rule 8A, and charge that a member has refused or neglected to comply with these rules of the associations by laws or has been guilty of conduct unbecoming member or prejudicial to the interest of the Association.
- 8.3 If a member wishes to refer a resolution of the committee made under Rule 8 (A) the member may invoke this rule by serving upon the committee a notice referring the matter to mediation under this Rule. Such a notice must be received by the committee member within 10 days of receipt by the member of the resolution of the committee under 8(A).
- 8.4 The parties to the dispute must meet and discuss the matter in dispute , and , if

- possible , resolve the dispute within 7 days after the dispute comes to the attention of all the parties.
- 8.5 If the parties are unable to resolve the dispute at the meeting , or if a party fails to attend that meeting (“the 1st meeting”) , then the parties must, within 7 days of the 1st meeting , hold a meeting in the presence of a mediator (“the mediation”).
- 8.6 The mediator must be -
- a. a person chosen by agreement between the parties ; or
 - b. in the absence of agreement -
 - i. in the case of a member and another member , a person appointed by the committee of the Association ; or
 - ii. in the case of a dispute between a member and the Association, a person who is a mediator appointed by the Eastern Football League Manager .
- 8.7 A member of the Association can be a mediator .
- 8.8 The mediator cannot be a member who is a party to the dispute.
- 8.9 The parties to the dispute must , in good faith, attempt to settle the dispute by mediation on the terms set out in the Mediation Agreement , marked as Schedule 1 to these Rules , unless the parties to the mediation expressly agree to a different Mediation Agreement.
- 8.10 The mediator , in conducting the mediation , must -
- (a) give the parties to the mediation process 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 to the dispute throughout the mediation process.
- 8.11 The mediator must not determine the dispute.
- 8.12 If the mediation process does not result in the dispute being resolved , the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

ANNUAL GENERAL MEETINGS

9. (1) The Annual General Meeting of the Association shall be held before the month of December each year .
- (2) The Annual General Meeting shall be held on such a 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 held since that meeting ;
 - (b) to receive from the Committee reports upon the transactions of the Association during the last preceding financial year ;
 - (c) to elect officers of the association and the ordinary members of the Committee ; and
 - (d) to receive and consider the statement submitted by the Association in accordance with Section 30 (3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules.
- (6) The Annual General Meeting shall be an addition to any other general meetings that may be held in the same year.

SPECIAL GENERAL MEETINGS

10. All general meetings other than the Annual General Meeting shall be called special general meetings.
11. (1) The Committee may , whenever it thinks fit , convene a special general meeting of the Association.
- (2) The Committee shall , on the requisition in writing of members representing not less than 5% of the total number of members , convene special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form , each signed by one or more of the members making the requisition.
- (4) If the Committee does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the Secretary, the members making the requisition or any of them , may convene a special general meeting to be held not later than 3 months after that date .
- (5) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Committee and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses .

GENERAL MEETINGS NOTICE

- 12 (1) The Secretary of the Association shall , at least 14 days before the date fixed for holding a general meeting of the Association cause to be sent to each member of the Association at his address appearing in the register of members ,
- a notice by pre-paid post 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 .

PROCEDURE

13. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in these rules as being the ordinary business of the annual general meeting shall be deemed to be 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) 5 members personally present (being members entitled under those rules to vote at a general meeting) constitute a quorum .
- (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 date in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to 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 appointed for the commencement of the meeting , the members present (being not less than 3) shall be a quorum .
- (5) The rules of debate will govern all meetings .

CHAIRMAN

14. (1) The President , or in his absence , the Vice-President , shall preside as Chairman at each general meeting of the Association .
- (2) If the President and the Vice-President are absent from a general meeting , the members present shall elect one of their number to preside as Chairman at the meeting .

ADJOURNMENT

15. (1) The Chairman 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 on business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place .
- (2) Where a meeting is adjourned for 14 days or more , a like notice of the adjourned meeting shall be given as in the case of the general meeting .
- (3) Except as provided in sub-clauses (1) and (2) , it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting .

METHOD OF VOTING

16. All questions at an Annual or general meeting shall be determined by a show of hands or otherwise as the chairman may decide , or by a ballot if so required by five or more of the members present . All divisions except where otherwise specifically provided , shall be arrived at by a simple majority .
17. (1) Upon any question arising at a general meeting of the Association , 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 Chairman of the meeting is entitled to exercise a second or casting vote .
18. (1) If at a meeting a poll on any question is demanded by not less than three members , it shall be taken at the meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question .
(2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct .
19. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid , other than the amount of the annual subscription payable in respect of the current financial year .

PROXIES

20. (1) Each member shall be entitled to appoint another member as his 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 set out in Appendix 2 .

COMMITTEE - POWERS

21. (1) The affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 22 .
(2) The Committee -
 - (a) shall control and manage the business and affairs of the Association ;
 - (b) may , subject to these rules , the regulations and the Act , exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association ; and
 - (c) subject to these rules, the regulations and the Act , has power to perform all such acts and things as appear to the Committ to be essential for the proper management of the business and affairs of the Association .

CONSTITUTION

22. (1) The officers of the Association shall be -
 - (a) a President

- (b) a Vice-President
 - (c) a Treasurer and
 - (d) a 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 of the offices mentioned in sub-clause (1) .
 - (3) Each officer of the Association shall hold office until the Annual General Meeting next after the date of his 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 his appointment .
23. (1) Subject to Section 23 of the Act , the Committee shall consist of -
- (a) the officers of the Association ; and
 - (b) the following ordinary members :
 - (i) Registration Secretary
 - (ii) Match Secretary
 - (iii) Club Manager
 - (iv) After Match Committee Representative
 - (v) Senior Match Committee Representative
 - (vi) Sponsorship Committee Representative
 - (vii) Fund-Raising Committee Representative
 - (viii) Social Committee Representative
 - (ix) Up to 4 other members .
 - (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 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 Association 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 his appointment .

ELECTION OF COMMITTEE MEMBERS

24. (1) Nominations of candidates for election of officers of the Association or as ordinary members of the Committee -
- (a) shall be made in writing , signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination) ; and
 - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting .
- (2) If insufficient nominations are received to fill all vacancies on the Committee , the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting .
 - (3) 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 .
- (4) If the number of nominations exceeds the number of vacancies to be filled , a ballot shall be held .
 - (5) The ballot for the election of officers and ordinary members of the Committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct .

GROUND FORS FOR TERMINATION OF OFFICE

25. For the purposes of these rules , the office of an officer of the Association or of an ordinary member of the Committee becomes vacant if the officer or member -
 - (a) ceases to be a member of the Association ;
 - (b) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code ; or
 - (c) resigns his office by notice in writing given to the Secretary .

QUORUM AND PROCEDURE AT MEETINGS

26. The Committee shall meet at least 4 times per year at such a place and such a time as the Committee may determine .
 - (2) Special meetings of the Committee may be convened by the President or by any 4 of the 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 a meeting .
 - (4) Any 4 members of the Committee of the Association , constitute a quorum for the transaction of the business of a meeting of the Committee .
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present , the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses .
 - (6) At meetings of the Committee -
 - (a) the President or in his 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 chosen by the members present shall preside .
 - (7) Questions arising at a meeting of the Committee or of any sub-committee appointed by the Committee shall be determined on 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 at the meeting) is entitled to vote and , in the event of an equality of votes on any question , the person presiding may exercise a second or casting vote .
 - (9) Written notice of each Committee meeting shall be served on each member of the Committee by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place

- of abode at least two business days before the date of the meeting .
- (10) Subject to sub-clause (4) the Committee may act notwithstanding any vacancy on the Committee .

MINUTES

27. The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting in books provided for that purpose together with a record of the names and persons present at Committee meetings .

TREASURER

28. (1) The Treasurer of the Association -
- (a) shall cause or arrange to collect and receive all moneys due to the Association and make all payments authorized by the Association ; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association .
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members .

ORDINARY SUB-COMMITTEES

29. (1) In addition to the Committee of Management , there shall be appointed Chairman for the following four sub-committees -
- (a) Junior Match
 - (b) Sub-Junior
 - (c) Ladies
 - (d) Norseman Supporters .
- (2) Representatives from these sub-committees shall report to the Committee as may be required from time to time .

REMOVAL OF COMMITTEE MEMBERS

30. (1) Any member absenting himself for three (3) consecutive meetings without forwarding a satisfying excuse shall forfeit his seat .
- (2) The Management Committee , by a three-fourths majority , shall have the power to remove from office any of the aforementioned officials .

SIGNING OF NEGOTIABLE INSTRUMENTS

31. All cheques , drafts , bill of exchange , promissory notes and other negotiable instruments shall be signed by two members of the Committee .

COMMON SEAL

32. (1) The Common Seal of the Association 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 signature either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association .
- (3) The Secretary shall keep a Common Seal Register .

ALTERATIONS OF STATEMENTS OF PURPOSES AND RULES

33. (1) These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act .
- (2) The Association assets on a winding up or dissolution cannot , without the consent of the Minister , be altered by the members .

SERVICE OF NOTICES

34. (1) A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at his address shown in the Register of Members .
- (2) Where a document is properly addressed pre-paid and posted 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 post .

WINDING UP

35. (1) The Association may be wound up voluntarily in accordance with the Act , with the consent of three fourths of those present at a Special General Meeting of the members specifically for that purpose .
- (2) In the event of the winding up or the cancellation of the Incorporation of the Association , the net assets of the Association shall be distributed to -
- (1) a body with objectives similar to those of the association , or
 - (2) a community or charitable organisation
 - (3) prohibits the distribution of its assets and property amongst its members .
- (3) Such organisation shall be selected by the Members of the Association as it is comprised immediately prior to the winding up or dissolution taking effect .

CUSTODY OF BOOKS AND OTHER DOCUMENTS

36. Except as otherwise provided in these Rules , the secretary shall keep in his custody or under his control all books , documents and securities of the Association .

SOURCES OF FUNDS

37. (1) The funds of the Association shall be derived from entrance fees , annual subscriptions , donations and such other sources as the Committee determines .
- (2) To assist the Association in the pursuit of its purposes and objectives in accordance with section 51 of the Associations Incorporation Act these rules expressly permit the Association to trade .

CLEARANCES

38. Any player requiring a clearance from the Club must be financial and , except in special circumstances , appear before the Committee .

HONORARIUM

39. The Secretary shall be paid an honorarium for services rendered each year . The amount of this honorarium shall be fixed by the Management Committee each year .