

CONSUMER AFFAIRS VICTORIA
Associations Incorporation Reform Act 2012

RULES OF
CHELSEA FOOTBALL CLUB INC

No A0007124Z

Associations Incorporation Reform Regulations 2012

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Rules for an Incorporated Association

Note

The persons who from time to time are members of the Association are an incorporated Association by the name given in Rule 1 of these Rules. Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its members.

PART 1—PRELIMINARY

1 Name

(a) The name of the incorporated Association is "Chelsea Football Club Incorporated".

Note Under section 23 of the Act, the name of the Association and its registration number must appear on all its business documents.

(b) The Incorporated Association shall not be dissolved or have its name changed without the concurrence of at least 75% of financial members present at a meeting called for that purpose.

2 Colours and Uniform of the Association

- (a) The colours of the Association are navy blue and white.
- (b) The uniform design for football shall be predominantly blue and white hoops.
- (c) The colours or football uniform design shall not be changed without the concurrence of 75% of the members of the Association present at a meeting specially called for that purpose.
- (d) Exception to Rule 2 (c) the Board may approve a uniform design change if directed to meet the Rules of the League with which it is affiliated, or to accommodate an alternative strip design.
- (e) The netball uniform shall be navy blue and white. The design of the netball uniform is at the discretion of the Board.

3 Purposes

The purposes of the Association are:

- (a) To promote, advance, foster and cultivate the games of Australian Rules Football and Netball;
- (b) To assist in the educational advancement of the community by means of the development of a sense of fair play and a love of sport, in particular Australian Rules Football and Netball;
- (c) To encourage, advance and assist in the development of an improved standard of physical fitness in all members of the community, both individually and collectively;
- (d) To educate, train, coach and encourage members of the Association in the games of Australian Rules Football and Netball so that all members have the opportunity to reach their maximum potential;
- (e) To encourage members of the Association to assist in the development of the games of Australian Rules Football and Netball;
- (f) To establish, maintain, and carry on clubhouse premises for the accommodation, convenience, and enjoyment of members of the Association and their guests, and generally to afford all such persons the usual privileges, advantages, accommodation, and means of enjoyment as are usually provided for members and their guests;
- (g) To make application under the appropriate legislation for a liquor license or any other such license capable of being granted to an incorporated body;
- (h) To hold, transfer, renew, vary, remove or surrender any such license if and when it is necessary or opportune to do so, and to do and perform all such acts or things which may be necessary to obtain and protect any such license, permit or authority;
- (i) To raise funds by lawful means for the improvement of the facilities and amenities provided by the Association and for the remuneration of its staff, and to distribute such funds in a manner

approved by the Board by way of donation for charitable sporting or benevolent purposes as permitted by law.

4 Financial year

The financial year of the Association is each period of 12 months ending on 30th September.

5 Definitions

In these Rules, unless the contrary intention appears:

Association means The Chelsea Football Club;

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);

Associate member means a member referred to in Rule 16(1);

Chairperson, of a general meeting or Board meeting, means the person chairing the meeting as required under Rule 48;

Board means the Board having management of the business of the Association;

Board meeting means a meeting of the Board held in accordance with these Rules;

Board Member means a member of the Board referred to in Rule 46 (1);

Disciplinary Sub Board means the Sub Board appointed under Rule 22;

Disciplinary meeting means a meeting of the Sub Board convened for the purposes of Rule 22;

Disciplinary appeal meeting means a meeting of the members of the Association convened under Rule 25(3);

Financial year means the 12-month period specified in Rule 4;

General meeting means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Member means a member of the Association;

Member entitled to vote means a member who under Rule 14(2) is entitled to vote at a general meeting;

Special resolution means a resolution that requires not less than 75% of the members voting in person at a general meeting, to vote in favour of the resolution;

The Act means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF ASSOCIATION

6 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 sub Rule (1), the Association may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts, or hold deposits 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 including the issue of debentures 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;

- (g) enter into any other contract, or lease arrangement that it considers necessary or desirable.
 - (h) create By Laws for The Association.
 - (i) To insure against all risks, liabilities and eventualities as may seem advisable and to apply the proceeds of any claim and any insurance in such manner and for such purpose or purposes as shall be thought fit;
 - (j) To do or cause to be done all such other things as are incidental or conducive to the attainment of the objects of the Association or for the Association generally;
 - (k) To do all such other lawful things as may be necessary or advantageous for the attainment of the objects of the Association;
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

7 Not for profit organisation

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub Rule (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.

Note

Section 33 of the Act provides that an incorporated Association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated Association is not taken to secure pecuniary profit for its members.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

8 Minimum number of members

The Association must have at least 20 members.

9 Who is eligible to be a member

Any person over the age of 18 who supports the purposes of the Association is eligible for membership.

10 Application for membership

- (1) To apply to become a member of the Association, a person must complete a membership application in the format provided by the Association; the membership application states that the person—
 - (a) wishes to become a member of the Association; and
 - (b) supports the purposes of the Association; and
 - (c) agrees to comply with these Rules.
- (2) The application—
 - (a) must be signed by the applicant; and
 - (b) must be accompanied by the annual subscription fee.

Note

The annual subscription fee is the fee (if any) determined by the Association under Rule 13(2), (3); 4).

11 Consideration of application

- (1) Application for membership received in the format provided by The Association and for which annual subscription fee has been paid, will be automatically approved unless otherwise determined by the Board. If the Board wishes to reject the application, then a resolution to that effect must be passed.
- (2) The Board must notify the applicant in writing of any decision not to approve an application for membership 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.

12 New membership

- (1) If an application for membership is approved —
 - (a) 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 of the Association and, subject to Rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
 - (a) the Secretary enters the name in the register of members; or
 - (b) the person pays the joining fee.

13 Annual subscription and fee on joining

- (1) Memberships expire on the 31st of March each year.
- (2) Prior to 1st February yearly, the Board must determine the amount of the annual subscription (if any) for the following financial year; and
- (3) The Association may determine that a lower annual subscription is payable by associate or other categories of members which may have been created.
- (4) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a 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.
- (5) The rights of a member (including the right to vote) who have not paid the annual renewal subscription when due, are suspended until the subscription is paid.

14 General rights of members

- (1) A member of the Association who is entitled to vote has the right—
 - (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) 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 78; and
 - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
 - (a) the member is a member other than an associate member; and
 - (b) more than 10 business days have passed since he or she became a member of the Association.
 - (c) the member's membership rights are not suspended for any reason.

15 Life Membership

- (a) The Board may in each financial year grant life membership to a maximum of 2 persons who have provided outstanding service of the Associations objectives.
- (b) A minimum of at least ten (10) years special service to the Association is required before any member may be nominated for life membership.
- (c) Persons nominated for life membership must have been financial Members of The Association, or an honorary member as shown in Rule 16 (b), for a total of 10 years, including the year of nomination. The 10 years of membership need not be concurrent.
- (d) Nominations should be put to the Secretary of the Association in writing by the 31st August each year from a financial member or a life member and be seconded by signature by a financial member or life member of the association. The written nomination must be supported by comprehensive detail of the nominated persons credentials and involvement with the Association over the 10-year period.
- (e) No person who through their actions has caused the Associations good name to be brought into disrepute shall be entitled to receive life membership.
- (e) The board shall investigate any nomination made for life membership under sub Rule (d) before making a decision as to the approval or otherwise of the nomination.
- (f) The Board must notify the nominee in writing of any decision made in relation to the nomination under sub Rule (e). No reason need be given for the rejection of a nomination but the Board may provide such reason if it deems it appropriate.
 - (g) Where more than two nominations are received the Board shall be empowered to decide which if any life memberships may be granted.
 - (h) Subject to sub Rule (e), Players who have participated in two hundred (200) Home and Away Games of Senior and/or Reserves Football, or Senior Netball (All Grades), with the Association shall be automatically conferred with Life membership.
 - (i) Life members shall have all the rights afforded to members as detailed in Rule 14.

16 Associate Members

- (1) Associate members of the Association include—
 - (a) any members under the age of 18 years; and
 - (b) any other category of member, including honorary member, as determined by The Board.
- (2) An associate member must not vote but may have other rights as determined by the Board.

17 Rights not transferable

The rights of a member are not transferable and end when membership ceases.

18 Ceasing membership

- (1) The membership of a person ceases on resignation, non-payment of renewal subscription, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

19 Resigning as a member

- (1) A member may resign by notice in writing given to the Association.

Note: Rule 77(3) sets out how notice may be given to the Association. It includes by post or by handing the notice to a member of the Board.

- (2) A member is taken to have resigned if—
- (a) the member's annual subscription is more than 3 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.

20 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;
 - (iv) if the member is an associate member, a note to that effect;
 - (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.

Note

Under section 59 of the Act, access to the personal information of a person recorded in the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

Division 2—Disciplinary action

21 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—

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

22 Disciplinary Sub Board

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

23 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 Sub Board 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 Sub Board at that meeting;
 - (ii) give a written statement to the disciplinary Sub Board at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under Rule 25.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24 Decision of Sub Board

- (1) At the disciplinary meeting, the disciplinary Sub Board must—
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- (2) After complying with sub Rule (1), the disciplinary Sub Board may—
- (a) take no further action against the member; or
 - (b) subject to sub Rule (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 Sub Board may impose a fine to a maximum of \$500- on the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary Sub Board under this Rule takes effect immediately after the vote is passed.

25 Appeal rights

- (1) A person whose membership rights have been suspended or who has been expelled from the Association or who has been fined under Rule 24 may give notice to the effect that he or she wishes to appeal against the suspension, expulsion or fine.
- (2) The notice must be in writing and given—
- (a) to the disciplinary Sub Board 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 sub Rule (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 of the Association who is entitled to vote as soon as practicable and must—
- (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the person against whom the disciplinary action has been taken; and
 - (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.

26 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, expelling or fining the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled or who has been fined must be given an opportunity to be heard.

- (2) After complying with sub Rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel or fine 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 75% of the members voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

27 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;
 - (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.

28 Parties must attempt to resolve the dispute

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

29 Appointment of mediator

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 28, the parties must within 10 days—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (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.
- (3) A mediator appointed by the Board may be a member or former member of the Association 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.

30 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.

31 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

32 Annual general meetings

- (1) The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
- (2) Despite sub Rule (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the annual general meeting.
- (4) 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—
 - (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 members of the Board;
- (5) The annual general meeting may also conduct any other business of which notice has been given in accordance with these Rules.

33 Special general meetings

- (1) Any general meeting of the Association, 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 35 may be conducted at the meeting.
Note: General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 35 and the majority of members at the meeting agree.

34 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 sub Rule (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 meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the members requesting the 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 sub Rule (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 sub Rule (3).

35 Notice of general meetings

- (1) The Secretary (or, in the case of a special general meeting convened under Rule 34(3), the members convening the meeting) must give to each member of the Association—
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or

- (b) at least 14 days' notice of a general meeting in any other case.
 - (2) The notice will be delivered in accordance with Rule 77 and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the 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;
- Note** a notice convening an Annual General Meeting must specify that the meeting is an Annual General Meeting.
- (3) This Rule does not apply to a disciplinary appeal meeting.
- Note** Rule 25(4) sets out the requirements for notice of a disciplinary appeal meeting.

36 Proxies

Proxy voting is not permitted under these Rules.

37 Use of technology

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member and the members present at the 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 sub Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

38 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 or as allowed under Rule 37) of 20 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 meeting convened by, or at the request of, members under Rule 34— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, members is dissolved under sub Rule 38, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Rule 34.

- (b) in any other case—
 - (i) the 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 meeting is adjourned must be given at the meeting and notice delivered in accordance with Rule 77 to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub Rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

39 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 meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub Rule (1), a 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.

Example The members may wish to have more time to examine the financial statements submitted by the Board at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 35.

40 Voting at general meeting

- (1) On any question arising at a general meeting—
 - (a) subject to sub Rule (3), each member who is entitled to vote has one vote; and
 - (b) members must vote personally; proxy voting is not permitted under these Rules; 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 meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 26.

41 Special resolutions

A special resolution is passed if not less than 75% of the members voting at a general meeting vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a Board Member from office;
- (b) to alter these Rules, including changing the name or any of the purposes of the Association.

42 Determining whether resolution carried

- (1) Subject to subsection (2), the Chairperson of a general meeting may, based on 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 meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution based on the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

43 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 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 meeting; and
 - (b) the financial statements submitted to the members in accordance with Rule 32(4) (b) (ii); and
 - (c) 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
 - (d) 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

44 Role and powers

- (1) The business and affairs of the Club shall be managed as hereinafter provided by a Board, consisting of a President and a minimum of 8 and a maximum of 10 Board Members, each of whom having been duly elected at an Annual General Meeting or appointed to fill a casual vacancy under Rule 60. The business of the Association must be managed by or under the direction of the Board.
- (2) The Board may appoint 2 additional Board Members Rule 46 (1) (c).
- (3) 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 of the Association.
- (4) The Board may—
 - (a) appoint and remove staff;
 - (b) establish Sub Boards consisting of members with terms of reference it considers appropriate.
 - (i) Sub Boards may include, but not be limited to Football Department; Netball Management; Selection of Teams; or any other purpose as the Board may determine.
 - (ii) The Board shall determine the structure of all Sub Boards.

45 Delegation

- (1) The Board may delegate to a member of the Board, a Sub Board 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.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of members

46 Composition of Board

- (1) The Board consists of—
 - (a) President; and
 - (b) A minimum of Eight (8) and a maximum of Eleven (11) elected Board Members.
 - (c) Two (2) Board Members who may be appointed at the discretion of the Board.
- (2) At the first Board Meeting after the Annual General Meeting the Board Members shall appoint from amongst themselves the following Office bearers:
Two (2) Vice Presidents; Secretary; Treasurer;

47 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 members of the Board 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
 - (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.

Note

See also Division 3 of Part 6 of the Act which sets out the general duties of the office holders of an incorporated 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.

48 President and Vice-Presidents

- (1) Subject to sub Rule (2), the President or, in the President's absence, a Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-Presidents 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.

49 Secretary

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

Example

Under the Act, the secretary of an incorporated Association is responsible for lodging documents of the Association with the Registrar.

- (2) The Secretary must—
 - (a) maintain the register of members in accordance with Rule 20; and
 - (b) keep custody of the common seal of the Association and, except for the financial records referred to in Rule 73(3), all books, documents and securities of the Association in accordance with Rules 75 and 78; 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.

50 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, and which are surplus to day to day operating needs, are paid into the account of the Association within 5 working days after receipt; and
 - (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed 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) co-ordinate the preparation of the financial statements of the Association and their Certification by the Board prior to their submission to the annual general meeting of the Association.
- (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

51 Who is eligible to be a Board Member

- (1) An individual is eligible to be elected or appointed as a Board Member if they are—
 - (a) 18 years or over; and
 - (b) entitled to vote at a general meeting. (Has been recorded as a current member in members register Rule 20 (1).)
 - (c) eligible under sub Rule (2).
- (2) An individual who is not a member may be elected as a Board Member, or fill a casual vacancy under Rule 60, or be a Board appointee under Rule 46 (1) (c), providing that they become a member no later than 30 days after The Association determines the membership fee and makes memberships available for the next financial year.
- (3) If a Board Members membership expires during their term of appointment, that Board Member must renew their membership within 30 days of the date of expiry.

52 Positions to be declared vacant

At each Annual General Meeting of the Association the Chairperson of the meeting must declare the following positions vacant;

- (1) President:
 - (a) When two (2) year term has been served in terms of Rule 57 (1) or
 - (b) When term has been served in terms of Rule 57 (3).
- (2) Board Members:
 - (a) When two (2) year term has been served in terms of Rule 57 (1) or
 - (b) When term has been served in terms of Rule 57 (2) or Rule 57 (3).

53 Nominations

- (1) Nominations for Election as President or for a position as a Board Member, must be completed in the form provided in Appendix 1 and Appendix 2 of these Rules, or similar format; or be lodged electronically if that option is provided by The Association.
- (2) Nominations must be lodged with the Secretary at least seven days prior to the Annual General Meeting.
- (3) A nominee who fails to be elected to that position, may be nominated for any other position for which an election is yet to be held.

54 Election of President and Board.

- (1) At each Annual General Meeting, an election must be held for the position of;
 - (a) President; if the position of President is vacant in terms of Rule 57 (1) or 57 (3)
 - (b) Retiring Board Members Rule 57 (1), 57 (2) or 57 (3)

55 Election Process

- (1) A separate election must be held for the position of President; Rule 54 (1) (a)
- (2) A single election may be held to fill all ordinary Board Member positions; Rule 54 (1) (b)
- (3) If only one nomination is received for the position of President, the Chairperson of the meeting must declare the nominee elected to the position.
- (4) If more than one nomination is received for the position of President, a ballot must be held in accordance with Rule 56.
- (5) If no nominations are received to fill the position of President, further nominations shall be received at the annual general meeting. If position is not filled at the Annual General Meeting, the Board will seek to fill the position/s as Casual Vacancy in accordance with Rule (60).
- (6) On his or her election, the new President may take over as Chairperson of the meeting.
- (7) If the number of nominations for Board Members is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those nominees elected to the position.
- (8) If the number of nominees exceeds the number to be elected, a ballot must be held in accordance with Rule 56.
- (9) If insufficient nominations are received to fill the minimum number of eight (8) Board positions; Rule 46 (1) (b), further nominations shall be received at the annual general meeting.
- (10) If the minimum number of eight (8) Board positions is not filled at the Annual General Meeting, the Board will seek to fill the position/s as Casual Vacancies in accordance with Rule (60)

56 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member 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 each member present in person.
- (6) If voting is cast under sub Rule 37 (2) which covers use of Technology, the returning officer shall determine how a vote shall be cast.
- (7) 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.
- (8) 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;
 - (b) the voter must not write the names of more candidates than the number to be elected.
- (9) Ballot papers that do not comply with sub Rule (8) (b) are not to be counted.
- (10) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (11) 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.
- (12) If the returning officer is unable to declare the result of an election under sub Rule (11) 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 sub Rules (4) to (11) 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.

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

57 Term of office

- (1) A President or Board Member elected to office at an annual general meeting, shall hold office until the annual general meeting two years after the date of their election, but each is eligible for re-election.
- (2) A Board Member appointed to the Board under Rule 46 (1) (c); holds office until their position is declared vacant at the next annual general meeting but is eligible for re-election.
- (3) A President or Board Member appointed as a casual vacancy under Rule 60; holds office until their positions are declared vacant at the next annual general meeting, but each is eligible for re-election.
- (4) A general meeting of the Association may—
 - (a) by special resolution remove a Board Member from office; and
 - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (5) A member who is the subject of a proposed special resolution under sub Rule (6) (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 of the Association.
- (6) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

58 Appointment of Office Bearers

- (1) At the first Board Members Meeting after the Annual General Meeting the Board Members shall appoint from amongst themselves the following Office bearers:
 - Two (2) Vice President's; Secretary; Treasurer;
- (2) The Board Members may as required, appoint a Board Member with responsibility for Football Operations, Netball Operations or any other category as seen fit.

59 Vacation of office

- (1) The President or 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 of the Association; or
 - (b) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 70; or
 - (c) otherwise ceases to be a Board Member by operation of section 78 of the Act.

Note A Board Member may not hold the office of secretary if they do not reside in Australia.

60 Filling casual vacancies

- (1) The Board may appoint an eligible person as defined under Rule 51, to fill a position on the Board that—
 - (a) has become vacant under Rule 59; or
 - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 57 applies to any Board Member appointed by the Board under sub Rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

61 Meetings of Board

- (1) The Board must meet at least 9 times per year. Meetings will be 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 members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.
- (4) A member of a Sub Board may by invitation attend a Board Meeting, but they may not vote.

62 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board Member no later than 7 days before the date of the 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 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 a special board meeting is the business for which the special board meeting is convened.

63 Urgent meetings

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with Rule 62 provided that as much notice as practicable is given to each Board Member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

64 Procedure and order of business

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

65 Use of technology

- (1) A Board Member who is not physically present at a Board meeting may participate in the meeting using technology that allows that Board Member and the Board Members present at the 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 sub Rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

66 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 65) of most of the 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 meeting—the meeting lapses;
 - (b) in any other case—the 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 meeting is adjourned must be given in accordance with Rule 62.

67 Voting

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

68 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 member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

Note

Under section 81(3) of the Act, if there are insufficient Board Members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This Rule does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

69 Minutes of 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 members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 68.

70 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

71 Source of funds

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

72 Management of funds

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting of the Association, 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 which are surplus to day to day operating needs must be deposited into the financial account of the Association no later than 5 working 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.

73 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.

74 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 sub Rule (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 of the Association;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

PART 7—GENERAL MATTERS

75 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;
 - (c) the common seal must be kept in the custody of the Secretary.

76 Registered address

The registered address of the Association is—

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

77 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 personally; or
 - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
 - (c) by email or facsimile transmission.
- (2) Sub Rule (1) does not apply to notice given under Rule 63.
- (3) Any notice required to be given to the Association or the Board may be given—
 - (a) by handing the notice to a member of the Board; 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.

78 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;
 - (c) subject to sub Rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

Note: See note following Rule 20 for details of access to the register of members.

- (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 sub Rule (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 mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

79 Alteration of Rules

- (a) These Rules may only be altered by special resolution of a general meeting of the Association.
- (b) At the general meeting a special resolution must be voted on by members and passed by 75% of members who are in favor of the change.

80 Winding up and cancellation

- (1) The Association may be wound up voluntarily by special resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be distributed to:
 - (i) a fund with objectives similar to The Club or
 - (ii) a fund which is appointed exclusively for a purpose referred to in paragraph (a) of the definition of “Community Purpose” in the “Gaming No 2 Act, 1997” or
 - (iii) a community or charitable organization.
- (4) The body to which the surplus assets are to be given must be decided by special resolution.

81 Nomination for Election as President

Appendix 1/

CHELSEA FOOTBALL CLUB Inc

NOMINATION FOR ELECTION

In accordance with Rule 53 (i) of The Constitution I wish to nominate for the following position at The Clubs upcoming AGM.

Position nominated for:

President

Nominee

Full Name

Signature

Date / /

Nominated by

(Must be financial members of The Club)

Name Signature.....

Name Signature.....

Date / /

82 Nomination for Election as Board Member

Appendix 2/

CHELSEA FOOTBALL CLUB Inc

NOMINATION FOR ELECTION

In accordance with Rule 53 (i) of The Constitution I wish to nominate for the following position at The Clubs upcoming AGM.

Position nominated for:

Board Member

Nominee

Full Name

Signature

Date / /

Nominated by

(Must be financial members of The Club)

Name Signature.....

Name Signature.....

Date / /