

GEELONG FOOTBALL PAST PLAYERS AND OFFICIALS CLUB INCORPORATED

STATEMENT OF PURPOSES

The Purposes of the Association shall be:

1. To maintain and foster an Association of past players and officials of the Geelong Football Club Limited which shall be non-political and non-sectarian in character.
2. To maintain and foster social activities and pastimes of and for Members and to provide and maintain facilities for such activities and pastimes.
3. To assist and promote the Geelong Football Club Limited including assistance to and promotion of junior players.

Solely for the purpose of furthering the purposes set out above, the Association shall have the power:

- (a) To take over the funds and other assets and the liabilities of the present unincorporated Association known as the GEELONG FOOTBALL PAST PLAYERS AND OFFICIALS CLUB.
- (b) To subscribe to, become a Member of and cooperate with any other association, club or organisation whether incorporated: or not, whose objects *are* altogether or in part similar to those of the Association and to become affiliated with such organisations as the Committee deems necessary for the attainment of the objects.
- (c) To buy, sell or deal in all kinds of articles, commodities and' provisions, both liquid and solid, for the Members of the Association or persons frequenting the Association's premises.
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association. PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trust, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think fit or desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such Managers, Clerks, Secretaries, Servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interest, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development working, management, carrying out, alteration or control thereof.
- (h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (i) To take, or otherwise acquire, and hold shares, debentures or other securities of any Company or body Corporate.
- (j) To lend and advance money or give credit to any person or Body Corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of Contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (k) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase redeem, or pay-off any such securities.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other similar transferable items.
- (m) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (n) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of

the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others.

- (o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (d).
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (r) To amalgamate with any one or more Incorporated Associations having objects altogether or in part similar to those of the Association.
- (s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the Incorporated Associations with which the Association is authorised to amalgamate.
- (t) To transfer all or any part of the Property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (w) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

GEELONG FOOTBALL PAST PLAYERS AND OFFICIALS CLUB INCORPORATED

1. **The name of the Association Shall be GEELONG FOOTBALL PAST PLAYERS AND OFFICIALS CLUB INCORPORATED**
2. The objects of the Association shall be:
 - (a) to maintain and foster an association of past players and officials of the Geelong Football Club Limited which shall be non-political and non-sectarian in character.
 - (b) to maintain and foster social activities and pastimes of and for Members and to provide and maintain facilities for such activities and pastimes.
 - (c) To assist and promote the Geelong Football Club Limited including assistance to and promotion of junior players.
 - (d) To do all such things as are reasonably required to attain such objects.
3. Definitions:
 - (a) **"The Act"** means the Corporations Act 2001 or any other statutory modification or re-enactment thereof.
 - (b) **"AFL"** means Australian Football League. **"AFLW"** means Australian Football League for Women
 - (c) **"Annual General Meeting"** means the Annual General Meeting pursuant to Rule 8 of these Rules.
 - (d) **"Association"** means the Geelong Football Past Players and Officials Club Incorporated.

- (e) **"Bankers"** are the financial institution engaged in by the Association.
- (f) **"By-laws"** are any rules, not already determined in these Rules, which are formulated by the Committee in accordance with these Rules.
- (g) **"Chairman"** is the nominated Member as resolved by a vote of the majority of Members before each general meeting, Special General Meeting, Annual General Meeting or any other meeting that requires a Chairman thereof.
- (h) **"The Club"** means the Geelong Football Club Limited.
- (i) **"Committee"** means the Committee of the Association appointed in accordance with these Rules.
- (j) **"Executive"** means the Executive in accordance with Rule 12 of these Rules.
- (k) **"Financial Report"** has the same meaning as is provided in the Act.
- (l) **"Football Support Staff of the Senior Team"** includes those persons that are part of the support staff of the senior team of the Club for a continuous period of fifteen (15) years service or as otherwise determined by the Executive.
- (m) **"Footballers"** mean persons who have played Australian Rules football.
- (n) **"Geelong Area"** includes but is not limited to the City of Greater Geelong.

- (o) **"Life Members of the Club"** means any person who holds a life membership with the Club.
- (p) **"Members"** mean any person fitting within the categories of membership in accordance with Rule 4 of these Rules.
- (q) **"Minute Book"** is a record of the Associations determinations and issues during any general meeting, Special Meeting or Annual General Meeting or any other meeting thereof.
- (r) **"Office"** means the Registered Office for the time being of the Association.
- (s) **"Patron Member"** means Patron Member in accordance with Rule 4 of these Rules.
- (t) **"Register"** means the Register of Members of the Association to be kept pursuant to Rule 7 of these Rules.
- (u) **"Reserve Team"** means the Clubs VFL or AFL reserve team.
- (v) **"Rules"** mean these Rules and Sub-Rules.
- (w) **"Secretary"** means the Secretary pursuant to Rule 20 of these Rules.
- (x) **"Senior Office Bearers"** mean past and present Members of the Committee, the past and present Directors of the Club, the past and present Chief Executive Officers of the Club, the past and present General Managers of the Club, the past and present Senior Managers of the Club and the past and present Senior Coaches of the Club.
- (y) **"Special General Meeting"** is defined as all general meetings other than the Annual General Meeting pursuant to Rule 9 of these Rules.

- (z) **"Statement of Account"** a record of transactions and account balances over a specified period of time for a given account.
- (aa) **"Treasurer"** means the Treasurer pursuant to Rule 21 of these Rules.
- (ab) **"VFL"** means Victorian Football League. **"VFLW"** means Victorian Football League for Women

4. The Association shall consist of the following classes of membership:

- (a) Ordinary Members, Past Player Life Members, and Patrons.
- (b) Ordinary Members
 - (i) Any Footballers who have played one or more senior games with the Club (AFL and AFLW Competitions);
 - (ii) (viii) Any Footballers who have played a minimum of 20 games with the Club's Reserve Team in the VFL or AFL Men's competitions, or a minimum of 15 games with the Club's Reserve Team in the VFL (VFLW) competitions;
 - (iii) Any former Senior Office Bearers of the Club;
 - (iv) Any Life Members of the Club;
 - (v) Any Football Support Staff of the Senior Team;
 - (vi) Any other person who has given outstanding service to the Club or the Association as determined by the Executive and is limited to two (2) persons per year.

(c) Past Player Life Members

- (i) Any Ordinary Member having at least ten years membership who has rendered outstanding service to the Association may be elected a Life Member upon nomination to become a Life Member by an Ordinary Member submitted in writing in accordance with the form set by the Committee.
- (ii) A Past Player Life Member shall have all the rights and privileges of an Ordinary Member including the right to vote and hold office.
- (iii) A Past Player Life Member shall not be required to pay any annual subscription, but otherwise shall be subject to all the financial and other obligations of an Ordinary Member.

(d) Patron Member

- (i) The Association shall be entitled to accept up to thirty (30) patrons to be Members of the Association. The Executive may invite a person to become a Patron Member and the invitee must pay the subscription fee of the Association and be willing to help the Association with cash or kind. Patrons have all the rights of Ordinary Members excluding the right to vote and hold office.

4A. Any Members who are current Members before the acceptance of these new Rules shall remain as Members despite no longer qualifying as a Member under the terms of these new Rules.

5. Forfeiture and Resignation of Membership

- (a) Any Member of the Association who has paid all moneys due and payable by them to the Association may resign from the Association by first giving one month's notice in writing to the

Secretary of their intention to resign and upon the expiration of that period of notice provided they have returned all keys and other Association property held by them, the Member shall cease to be a Member.

- (b) Upon notice of resignation given under Sub-Rule 5(a) and the return of all Association property, the Secretary shall make in the Register of Members an entry recording the date on which the Member by whom the notice was given, ceased to be a Member.

6. Discipline

- (a) Every Member undertakes to comply with the Rules and By-laws of the Association. The Committee shall have the power to censure, suspend or expel any Member for any willful refusal or neglect to comply with the Rules and By-laws of the Association or for any conduct which is in their opinion unbecoming of a Member. Such Member shall be entitled to 7 days notice of the charge against him, and to be present at the hearing thereof by the Committee.
- (b) Any Member wishing to appeal the expulsion by the Committee shall within 14 days thereafter give notice in writing to the Committee. The Committee will convene a Special General Meeting of the Association to hear the appeal, no later than 4 weeks after written notice of the appeal, and if a majority of Members present and entitled to vote at the meeting so decide, the Member expelled shall have his membership restored.
- (c) The membership of any Member expelled by the Committee shall be suspended immediately upon such expulsion and shall cease after the expiration of 14 days there from. If a notice of appeal has been given such suspension shall be lifted or such membership shall cease as determined by the Special General Meeting in accordance with Sub-Rule 6(b) hereof. Any Member upon ceasing to be a Member shall forfeit all rights and interests arising out of such membership.

7. Register of Members

Upon receipt of a membership application or renewal of membership, the Secretary shall cause to be entered in a Register the name, postal address and (if applicable) email address of the applicant.

Every Member shall communicate in their application or renewal of membership their current address.

8. Annual General Meeting

- (a) The Association shall in each calendar year convene an Annual General Meeting of the Members which shall be no later than 15 February of each year.
- (b) The Annual General Meeting shall be held on such day as the Committee determines.
- (c) The Annual General Meeting shall be specified as such in the notice convening it.
- (d) The ordinary business of the Annual General Meeting shall be:
 - (i) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
 - (ii) to receive reports upon the transactions of the Association during the last preceding financial year;
 - (iii) to elect Committee persons of the Association and the ordinary Members of the Committee;
 - (iv) to receive and consider the Financial Report;

- (v) the Annual General Meeting may transact special business of which notice is given in accordance with these Rules; and
- (vi) the Annual General Meeting shall be in addition to any other general meetings that may be held in the same year.

9. Special General Meeting

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

- (a) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (b) The Committee shall, on the requisition in writing of Members representing not less than 5% of the total number of Members, convene a Special General Meeting of the Association.
- (c) 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.
- (d) 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 three months after that date.

- (e) A Special General Meeting convened by Members in pursuance of these Rules shall be convened in the same manner as near 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.

10. Notice of Meeting

- (a) The Secretary shall, at least twenty one (21) days or where the meeting is called for the purpose of considering an amendment to these Rules or statement of purposes twenty eight (28) days before the date fixed for holding an annual meeting of the Association give notice of such meeting by posting the same on the notice board in the Club's premises and publishing the same in a newspaper regularly circulating in the Geelong Area.
- (b) No business other than that set out in the notice convening the meeting shall be transacted at the meeting without the consent of a majority of Members present.
- (c) 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 such notice.
- (d) The Members personally present (being Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the transaction of the business of a general meeting.
- (e) A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration by the President that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or

against, that resolution.

- (i) Upon any question arising at a General Meeting of the Association, a Member so entitled has one vote.
 - (ii) All votes shall be made in person by those Members present and entitled to vote. Proxy voting is prohibited.
 - (iii) In the case of an equality of votes on a question, the President of the meeting is entitled to exercise a second or casting vote.
- (f) If at a meeting a poll of any question is 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 meeting on that question.
- (g) A poll 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.
- (h) A Member is not entitled to vote at any General Meeting unless all monies due and payable by the Member to the Association have been paid, other than the amount of annual registration fee payable in respect of the current financial year that has not been outstanding for more than two months.

11. Management of the Association

- (a) The affairs of the Association shall be managed by a Committee constituted in accordance with these Rules.
- (b) The Committee:
 - (i) shall control and manage the business and affairs of the Association;

- (ii) 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
- (iii) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association including the making of By-laws.

12. Executive

The Executive shall comprise of the President, Vice President, Secretary and Treasurer.

13. The Committee

- (a) The Committee of the Association shall consist of the Executive and five (5) Ordinary Members being a total of nine (9).
- (b) Each Member of the Committee shall hold office until the Annual General Meeting next after the date of their election but is eligible for re-election.
- (c) The Committee shall be elected in accordance with Rule 16.
- (d) In the event of a casual vacancy in any position referred in Sub-Rule 13(a), 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 their appointment.

14. For the purposes of these Rules the position of a Committee person of the Association becomes vacant if the person:

- (a) ceases to be a Member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Act;
- (c) resigns their office by notice in writing given to the Secretary; or
- (d) does not attend at three consecutive Committee meetings without a satisfactory apology submitted to the Secretary.

15. Powers and Functions

The Committee shall have power to:

- (a) Elect sub-committees (except where otherwise required to be elected by Members), fill vacancies, make appointments, make By-laws in conformity with the Rules of the Association, and do all such acts and things that it deems advisable for carrying out and managing the business and affairs of the Association. All the sub-committees including sub-committees elected by Members and persons appointed for special purposes by it shall be subject to and sub-ordinate to the Committee.
- (b) On the authority of the Annual General Meeting or of a Special General Meeting of the Association to impose levies or other fees on the Members.
- (c) Deal with resignations of Members which must be submitted in writing.
- (d) Interpret the Rules and By-laws of the Association, the interpretations of the Committee being final.

- (e) Carry out all resolutions passed at an Annual General Meeting, Special General Meeting or general meeting of the Association.
- (f) Enforce discipline by fines or by expulsions for any misconduct or willful infringement of the Rules and By-laws of the Association.
- (g) Deal with other matters which may arise or which are not specifically provided for in the Rules of the Association.
- (h) Cause correct accounts and books to be kept, showing the financial affairs of the Association, and the particulars usually shown in the books of accounts of a like nature. They shall authorise all expenditure including any expenditure passed at an Annual General Meeting or Special General Meeting, and direct the method of dealing with moneys received for or on behalf of the Association.

16. Election of the Committee

- (a) Nominations of candidates for election as Committee persons of the Association may be made in writing, signed by the nominator and seconder and delivered to the Secretary not less than 7 days before the relevant meeting or from the floor at such meeting.
- (b) 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.
- (c) If the number of nominations exceeds the number of vacancies to be filled, a ballot shall be held.
- (d) The ballot for the election of Committee persons shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.

17. Proceedings of the Committee

- (a) The Committee shall meet at least one time per calendar month (or at the discretion of the Committee at such other intervals as it shall determine from time to time) at such place and such times as the Committee may determine.
- (b) Upon a requisition in writing signed by two (2) Members of the Committee setting forth the objects for which they desire the meeting to be called, the Secretary shall convene a Special General Meeting of the Committee to be held not later than seven (7) days from the date of receipt by them of such requisition. Notice of such meeting shall be given to Members of the Committee by written notice, facsimile, electronic mail or such other means as the Committee shall have agreed is appropriate for communication of notices of the meeting. The notice shall state the business to be dealt with at such meeting.
- (c) A number greater than fifty percent (50%) of the number of Members of the Committee shall constitute a quorum for the transaction of the business of a meeting of the Committee.
- (d) At meetings the President, or in his absence the Vice President, shall preside.
- (e) Questions arising at a meeting of 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.
- (f) Each Member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question(s), the person presiding may exercise a second or casting vote.
- (g) Subject to Sub-Rule 16(c) the Committee may act notwithstanding any vacancy on the Committee.

18. President

The President must be a past player of the senior team of the Club and shall conduct such responsibilities and duties as required under these Rules and such responsibilities and duties as would ordinarily be required of a President of a club.

19. Vice President

The Vice president shall conduct such responsibilities and duties as required under these Rules and such responsibilities and duties as would ordinarily be required of a Vice President of a club.

20. Secretary

The Secretary shall keep minutes of the resolutions and proceedings of each general meeting and each Committee meeting respectively in books provided for that purpose together with a record of the names of persons present at meetings and shall carry out such duties as are normally carried out by a secretary of a club.

21. Treasurer

The Treasurer of the Committee shall keep correct accounts and books showing financial affairs of the Association and the particulars usually shown in books of account of a like nature and a complete and accurate record of the receipts and expenditure and of assets and liabilities and all other financial transactions. He shall receive all monies belonging to the funds of the Association and within a reasonable time to deposit or arrange for the deposit of such monies with the Association's Bankers. They shall submit a statement of receipts and expenditure including the Bank or other financial institution balance at each monthly meeting of the Committee and furnish a Statement of Account and balance sheet at the Annual General Meeting.

All books of account and other records documents and securities shall be kept with the Secretary or such other place as may be approved by the Committee, and shall be made available at all convenient times for inspection by the Members upon reasonable notice to that effect.

22. Funds

The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines. Provided that notwithstanding anything in these Rules to the contrary nothing shall require the Members to pay any money except entrance fees, subscriptions and such other payments as the Committee from time to time determines.

23. Subscription Fee

The annual subscription shall be such amount as is determined by the Members from time to time at any Annual General Meeting or Special General Meeting called for that purpose.

24. Cheques

All cheques, and other negotiable instruments shall be signed by two Members of the Committee.

25. Dissolution

The Association may be dissolved or wound up in accordance with the provision of the Associations Incorporation Act 1981. All surplus assets shall be disposed of to the Club or if that company no longer exists to such other similar organisations as the Members shall decide at the meeting at which it is determined to dissolve or wind up the association.

26. Rules

- (a) These Rules and the Statement of Purpose of the Association shall not be altered except in accordance with the Associations Incorporation Act 1981.
- (b) A copy of any proposed new Rule(s) or Statement of Purpose, alteration or repeal as aforesaid shall be delivered to the Secretary at least 28 days before the meeting at which it is to be voted upon, and shall be inserted in the Notice posted on the notice board of the Association or sent to each Member 21 clear days before such meeting.
- (c) If any dispute occurs as to the interpretation of any of the Rules of the Association such dispute shall be referred to the Committee of the Association whose decision shall be binding on all Members unless and until such decision is reversed or altered at an Annual General Meeting or a Special General Meeting called for that purpose. Provided that anything done in accordance with such decision shall not be effected by the reversal or alteration thereof.

27. General

- (a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two Members of the Committee or of one Member of the Committee and of the Public Officer of the Association.

28. Custody of Records

Except as otherwise provided in these Rules, the Secretary shall keep in their custody or under their control all books, documents and securities of the Association. All books and records of the Association shall be available for inspection by Members at all reasonable times and provided that reasonable notice of the intention to inspect such books and records has been given to the proper officer in whose custody they are in.

29. Application of Profit

The profits and other income of the Association shall be applied to the promotion of the purposes for which the Members of the Association are associated together and no payment of any dividends or distribution of profits or income to or amongst the Members of the Association shall be made. Provided that nothing herein contained shall prevent the payment by way of honorarium or refund expenses to any officer of the Association for services rendered to the Association.

30. Seal

- (a) The Common Seal of the Association shall be kept in the custody of the Secretary.
- (b) The Common seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common seal shall be attested by the signatures of two of the officers of the Public Officer and an officer of the Association.

31. Notices

Notice in relation to any notice of any meeting sent by post is taken to be given two (2) days after it is posted and, in relation to a notice of any meeting sent by fax or other electronic means including email, is taken to be given on the business day after it is sent.