

MONTROSE FOOTBALL CLUB INCORPORATED
STATEMENT OF RULES (CONSTITUTION)

1. NAME

- 1.1 The name of the incorporated association is MONTROSE FOOTBALL CLUB INC. (*in these Rules called “the Association”*). (Registration Number: A0009324A.)
- 1.2 The Association shall be affiliated with the Eastern Football League (hereinafter called “EFL”) and shall abide by the Rules and Bylaws of the EFL.

2. DEFINITIONS

- 2.1 In these Rules, unless the contrary intention appears –
- (i) “**Act**” means the Associations Incorporation Act 1981;
 - (ii) “**BOM**” means the board of management of the Association;
 - (iii) “**financial year**” means the financial year of the Montrose Football Club is from 1st October to 30th September Annual General Meeting to the following Annual General Meeting;
 - (iv) “**general meeting**” means a general meeting of members convened in accordance with rule 13.
 - (v) “**member**” means a member of the Association;
 - (vi) “**junior club family**” means the family of a current registered junior player;
 - (vii) “**ordinary member of the BOM**” means a member of the BOM who is not an officer of the Association under Rule 22;
 - (viii) “**Regulations**” means regulations under the Act;
 - (ix) “**relevant documents**” has the same meaning as in the Act.
- 2.2 In these Rules, a reference to the Secretary of an Association is a reference –
- (a) if 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. ALTERATION OF THESE RULES

- 3.1 Subject to sub-clause (2) below these Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.
- 3.2 Rule 38 dealing with the distribution of the Association assets on a winding up or dissolution and rule 52, cannot, without the consent of the Minister, be altered by the members.

4. MEMBERSHIP, ENTRY FEES AND SUBSCRIPTION

- 4.1 A person who applies and is 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.
- 4.2 A person who is not a member of the Association at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership unless –
- (a) he or she applies for membership in accordance with sub-rule(3); and
 - (b) the admission as a member is approved by the BOM.

- 4.3 An application of a person for membership of the Association must –
- (a) be made in writing in the form set out in Appendix 1;
 - (b) be lodged with the Secretary of the Association.
- 4.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the BOM.
- 4.5 The BOM must determine whether to approve or reject the application.
- 4.6 If the BOM approves an application for membership, the Secretary must, as soon as practicable –
- (a) notify the applicant in writing of the approval for membership; and
 - (b) request payment within 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.
- 4.7 The Secretary must, within 28 days after receipt of the amounts referred to in sub-rule(6), enter the applicant's name in the register of members.
- 4.8 An applicant for membership becomes a member and is entitled to exercise the rights of membership when his or her name is entered in the register of members.
- 4.9 If the BOM rejects an application, the BOM must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- 4.10 A right, privilege, or obligation of a person by reason of membership of the Association – if the BOM approves an application for membership,
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon the cessation of membership whether by death or resignation of otherwise.
- 4.11 Each junior club family, upon receipt of nominated registration fees, is entitled to one (1) vote.
- 4.12 Any Club member, having attained the age of 17 years by 1 January, will have full voting rights.

5. ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

- 5.1 The entrance fee is the relevant amount set out in Appendix 4.
- 5.2 The annual subscription is the relevant amount due and payable in advance set out in Appendix 4.
- 5.3 Membership fees for all members (Senior and Junior) shall be determined by the newly elected BOM.
- 5.4 Unfinancial Members shall not be entitled to exercise a vote at any meeting held by the Club.
- 5.5 Unfinancial players shall not be made available for selection to play in any match in the EFL fixture, unless prior arrangement has been made with the Player/s and the relevant officer(s) delegated by the committee.

6. REGISTER OF MEMBERS

- 6.1 The Secretary must keep and maintain a register of members containing –
- (a) the name and address of each member; and
 - (b) the date on which each member's name was entered in the register.
- 6.2 The register is available for inspection free of charge by any member upon request.
- 6.3 A member may make a copy of entries in the register.

7. RESIGNATION OF MEMBERS

- 7.1 A member of the Association who has paid all moneys due and payable by a member to the

Association may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

- 7.2 After the expiry of the period referred to in sub-rule(1) –
- (a) the member ceases to be a member; and
 - (b) the Secretary must record in the register of members the date on which the member ceased to be a member.

8. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 8.1 Subject to these Rules, if the BOM 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 or prejudicial to the interests of the Association, the BOM may refer the matter to mediation under Rule 9 or resolve to:-
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association
- 8.2 If the matter is referred to mediation but is not resolved by that process, the BOM may resolve to:-
- (a) fine that member an amount not exceeding \$500; or
 - (b) suspend that member from membership of the Association for a specified period; or
 - (c) expel that member from the Association.
- 8.3 A resolution of the BOM under sub-rule(1) or sub-rule(2) does not take effect unless –
- (a) at a meeting held in accordance with sub-rule(3), the BOM confirms the resolution; and
 - (b) if the member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.4 A meeting of the BOM to confirm or revoke a resolution passed under sub-rule(1) must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the member in accordance with sub-rule(4).
- 8.5 For the purposes of giving notice in accordance with sub-rule(3), the Secretary must, as soon as practicable, cause to be given to the member a written notice –
- (a) setting out the resolution of the BOM and the grounds on which it is based; and
 - (b) stating that the member, or his or her representative, may address the BOM at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that member; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he or she may do one or both of the following –
 - (i) attending that meeting;
 - (ii) give to the BOM before the date of that meeting a written statement seeking the revocation of the resolution;
 - (e) informing the member that, if at that meeting, the BOM confirms the resolution, he or she may not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 8.6 At a meeting of the BOM to confirm or revoke a resolution passed under sub-rule(1), the BOM must –
- (a) give the member, or his or her representative, an opportunity to be heard; and

- (b) give due consideration to any written statement submitted by the member; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 8.7 If at the meeting of the BOM, the BOM confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association in general meeting against the resolution.
- 8.8 If the Secretary receives a notice under sub-rule(7), he or she must notify the BOM and the BOM must convene a general meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 8.9 At a general meeting of the Association convened under sub-rule(8) –
- (a) no business other than the question of the appeal may be conducted; and
 - (b) the BOM may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
 - (c) the member, or his or her representative, must be given an opportunity to be heard; and
 - (d) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 8.10 A resolution is confirmed if, at the general meeting, not less than two-thirds of the members vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

9. DISPUTES AND MEDIATION

- 9.1 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
- 9.2 The BOM may elect to refer for mediation under this rule, before proceeding further under rule 8, any charge that a member has refused or neglected to comply with any rules or by-laws of the Association or has been guilty of conduct unbecoming a member or prejudicial to the interest of the Association.
- 9.3 If a member wishes to refer a resolution of the BOM made under Rule 8.1 the member may invoke this rule by serving upon the BOM a notice referring the matter to mediation under this Rule. Such a notice must be received by the BOM within 10 days of receipt by the member of the resolution of the BOM made under 8.1.
- 9.4 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 of the parties.
- 9.5 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”).
- 9.6 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 BOM 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.
- 9.7 A member of the Association can be a mediator.
- 9.8 The mediator cannot be a member who is a party to the dispute.

- 9.9 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.
- 9.10 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.
- 9.11 The mediator must not determine the dispute.
- 9.12 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 or otherwise at law.

10. ANNUAL GENERAL MEETINGS

- 10.1 The BOM may determine the date, time and place of the annual general meeting of the Association.
- 10.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 10.3 The ordinary business of the annual general meeting shall be –
- (a) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the BOM reports upon the transactions of the Association during the last preceding financial year; and
 - (c) to elect officers of the Association and the ordinary members of the BOM; and
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 10.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. SPECIAL GENERAL MEETINGS

- 11.1 In addition to the annual general meeting, any other general meeting may be held in the same year.
- 11.2 All general meetings other than the annual general meeting are special general meetings.
- 11.3 The BOM may, whenever it thinks fit, convene a special general meeting of the Association.
- 11.4 If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the BOM must convene a special general meeting before the expiration of that period.
- 11.5 The BOM must, on the request in writing of members representing not less than 5 per cent of the total number of members, convene a special general meeting of the Association.
- 11.6 The request for a special general meeting must –
- (a) state the objects of the meeting; and
 - (b) be signed by the members requesting the meeting;
 - (c) be sent to the address of the Secretary.
- 11.7 If the BOM does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.

- 11.8 If a special general meeting is convened by members in accordance with this rule, it must be convened by the BOM and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

12. SPECIAL BUSINESS

- 12.1 All business that is conducted at the special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.

13. NOTICE OF GENERAL MEETINGS

- 13.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 13.2 Notice may be sent –
- (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- 13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 13.4 A member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

14. QUORUM AT GENERAL MEETINGS

- 14.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considered that item.
- 14.2 Thirty (30) personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 14.3 If, within half an hour after the appointment time for the commencement of a general meeting, a quorum is not present –
- (a) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (b) in any other case – the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson 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.
- 14.4 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 personally present (being not less than 15) shall be a quorum.

15. PRESIDING AT GENERAL MEETINGS

15.1 The President, or in the President's absence, the Vice-President, shall reside as Chairperson at each general meeting of the Association.

15.1 If the President and Vice-President are absent from a general meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

16. ADJOURNMENT OF MEETINGS

16.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.

16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 13.

16.4 Except as provided in sub-rule(14), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

17. VOTING AT GENERAL MEETINGS

17.1 Upon any question arising at a general meeting of the Association, a member has one vote only.

17.2 All votes must be given personally or by proxy.

17.3 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

17.4 A member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

18. POLL AT GENERAL MEETINGS

18.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

18.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

19.1 If a question arising at a general meeting of the Association is determined on a show of hands-

(a) a declaration by the Chairperson that a resolution has been –

(i) carried; or

(ii) carried unanimously; or

(iii) carried by a particular majority; or

(iv) lost; and

(b) 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.

20. PROXIES

20.1 Each member is entitled to appoint another member as a 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.

- 20.2 The notice appointing the proxy must be –
- (a) for a meeting of the Association convened under rule 8(8), in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.

21. BOARD OF MANAGEMENT

- 21.1 The affairs of the Association shall be managed by the board of management.
- 21.2 The BOM –
- (a) shall control and manage the business and affairs of the Association; and
 - (b) may, subject to these Rules, the Act and the Regulations, 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 Act and the Regulations, has power to perform all such acts and things as appear to the BOM to be essential for the proper management of the business and affairs of the Association.
- 21.3 Subject to section 23 of the Act, the BOM shall consist of:
- (a) the officers of the Association; and
 - (b) up to a minimum of four (4) ordinary members.
- 21.4 (a) officers and ordinary members of the BOM shall hold office for a term until the date of the second annual general meeting after the date they were elected
- (c) in each alternate year, subject to 21.4(c) below, term of four members of the BOM shall expire at the second annual general meeting after the date of his or her election
 - (d) at the first election following adoption of these rules, Officers and ordinary members of the BOM shall be elected such that the term of two(2) officers (Vice President and Secretary) and two (2) ordinary members shall expire at the next Annual General Meeting following his or her election. The term of the other two (2) officers (President and Treasurer) and two (2) ordinary members shall expire as per 21.4(b) above.

22. OFFICE HOLDERS (EXECUTIVE COMMITTEE)

- 22.1 The officers of the Association shall be –
- (a) a President
 - (b) a Vice-President
 - (c) a Treasurer;
 - (d) a Secretary
- 22.2 The provisions of rule 24, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in sub-rule(1).
- 22.3 Each officer of the Association shall hold office until the annual general next after the date of his or her term but is eligible for re-election.
- 22.4 In the event of a casual vacancy in any office referred to in sub-rule(1), the BOM may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of the expiration of the term.

23. ORDINARY MEMBERS OF THE BOM

- 23.1 Subject to these Rules, each ordinary member of the BOM shall hold office until the annual

general meeting next after the date of election but is eligible for re-election.

- 23.2 In the event of a casual vacancy occurring in the office of an ordinary member of the BOM, the BOM may appoint a member of the Association to fill the vacancy and the member appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the expiration of his or her term.

24. ELECTION OF OFFICERS AND ORDINARY BOM MEMBERS

- 24.1 Nominations of candidates for election of officers of the Association or as ordinary members of the BOM must be –
- (a) 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) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- 24.2 A candidate may only be nominated for one office, or as an ordinary member of the BOM, prior to the annual general meeting.
- 24.3 If insufficient nominations are received to fill all vacancies on the BOM, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 24.4 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.
- 24.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.6 The ballot for the election of officers and ordinary members of the BOM must be conducted at the annual general meeting in such manner as the BOM may direct.

25. CASUAL VACANCIES

- 25.1 The office of an officer of the Association, or of an ordinary member of the BOM, becomes vacant if the officer or member –
- (a) ceases to be a member of the Association; or
 - (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
 - (c) resigns from office by notice in writing given to the Secretary. or
 - (d) is absent from three consecutive meetings of the BOM without leave of absence being granted, subject to the discretion of the BOM.

26. MEETINGS OF THE BOM

- 26.1 The BOM must meet at least 3 times each year at such place and such times as the BOM may determine.
- 26.2 Special meetings of the BOM may be convened by the President or by any 4 members of the BOM.

27. NOTICE OF BOM MEETINGS

- 27.1 Written notice of each BOM meeting must be given to each member of the BOM at least 2 business days before the date of the meeting.
- 27.2 Written notice must be given to members of the BOM of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

28. QUORUM FOR BOM MEETINGS

- 28.1 Any 5 members of the BOM constitute a quorum for the conduct of the business of a meeting of the BOM.
- 28.2 No business may be conducted unless a quorum is present.
- 28.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting – the meeting lapses;
 - (b) in any other case – the meeting shall stand adjourned to the same place and the same time and day in the following week.
- 28.4 The BOM may act notwithstanding any vacancy on the BOM. Where vacancy exist the quorum may reduce to no less than a minimum of three (3).

29. PRESIDING AT BOM MEETINGS

- 29.1 At meetings of the BOM:
- (a) the President or, in the President's absence, the Vice-President shall preside as Chairman at each general meeting of the Association.
 - (b) if the President, and the Vice-President are absent from a general meeting, the members present shall elect one of their numbers to preside as Chairman at the meeting.

30. VOTING AT BOM MEETINGS

- 30.1 Questions arising at a meeting of the BOM, or at a meeting of any sub-BOM appointed by the BOM, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.
- 30.2 Each member present at a meeting of the BOM, or at a meeting of any sub-committee appointed by the BOM (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

31. REMOVAL OF BOM MEMBER

- 31.1 The Association in general meeting may, by resolution, remove any member of the BOM before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
- 31.2 A member who is the subject of a proposed resolution referred to in sub-rule(1) 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.
- 31.3 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.

32. DUTIES OF PRESIDENT

- 32.1 At any meeting of the BOM or a general meeting of the Association, the President shall have a casting vote when the numbers of votes on a motion that has been moved and seconded is even and a result cannot be reached.
- 32.2 The President shall co-ordinate all committees of the Association and oversee their proper function.

33. DUTIES OF SECRETARY

- 33.1 The Secretary shall conduct all correspondence of the Association and shall deal with all business as directed by the BOM.

- 33.2 The Secretary (or duly appointed assistant) shall record minutes of all meetings of the Association and shall record the names of persons present at BOM meetings.
- 33.3 The President shall, at the Annual General Meeting, present an Annual Report on his/her term of office.

34. DUTIES OF TREASURER

- 34.1 The Treasurer of the Association:
- (a) shall collect and receive all monies due to the Association and make all payments authorised 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.
- 34.2 The accounts and books referred to in sub-clause (1) shall be available for inspection by members upon request.
- 34.3 The Treasurer shall provide a report of the financial position of the Association at each general meeting.
- 34.4 The Treasurer shall submit at the Annual General Meeting a properly audited statement of receipts and expenditure covering the term of office.
- 34.5 The financial year shall be the period from the 1st October to 30th September of the following year.
- 34.6 The Treasurer shall form a sub-committee consisting of himself or herself and two other members whose duties shall include the collection of all monies due to the Association and such other duties as may be directed by the BOM.
- 34.7 The Treasurer shall operate an interest bearing bank account and all monies received on behalf of the Association shall be paid into such account.
- 34.8 The Treasurer will cause official receipts to be issued for all monies received, other than for membership fees, which shall constitute an official receipt.
- 34.9 All expenditure of the Association shall be approved by the BOM and cheques shall be signed jointly by any two of the signatories nominated by the BOM.

35. CHEQUES ETC.

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the signatories approved by the BOM.

36. COMMON SEAL

- 36.1 The common seal of the Association must be kept in the custody of the Secretary.
- 36.2 The common seal must not be affixed to any instrument except by the authority of the BOM and the affixing of the common seal must be attested by the signatures either of two members of the BOM or, of one member of the BOM and of the public officer of the Association.

37. NOTICE TO MEMBERS

- 37.1 Except for the requirement in rule 12, any notice that is required to be given to a member, by or on behalf of the Association, under these Rules may be given by –
- (a) delivering the notice to the member personally; or
 - (b) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
 - (c) facsimile transmission, if the member has requested that the notice be given to him or her

in this manner; or

- (d) electronic transmission, if the member has requested that the notice be given to him or her in this manner.

38. WINDING UP

- 38.1 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.
- 38.2 If upon winding up or dissolution of the Association there remains, after payment of all debts and liabilities, any assets, rights, or property whatsoever, the remaining assets, rights or property shall not be paid or distributed directly or indirectly to any member of the Association. These assets or rights shall be given or transferred to an organisation which:
- (a) has objectives and purposes substantially similar to those of the Association; and
- (b) prohibits the distribution of its assets and property amongst its members.
- 38.3 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.

39. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 39.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 39.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- 39.3 A member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

40. SOURCE OF FUNDS

- 40.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the BOM determines, including funds raised from Bingo and raffles.

41. SUB COMMITTEES

- 41.1 The BOM shall be responsible for the annual formation of sub-committees with specific task force.
- 41.2 There shall be no limit to the size, number nor purpose of sub-committees, however it is expected that at least four (4) shall be formed, overseeing Junior Football Operations, Senior Football Operations, Finance and Social events.
- 41.3 Membership of such sub-committees will be subject to the BOM approval.
- 41.4 All sub-committees shall report on their activities to the BOM monthly.
- 41.5 Any monies raised by the sub-committees shall be passed to the Treasurer to be entered into the Associations account.

42. EFL DELEGATES

- 42.1 Delegates are to be nominated by the BOM to attend all delegate meetings as called by the EFL.
- 42.2 A proxy delegate shall be nominated by the relevant sub committee to take the place of a delegate if he/she is unable to attend any meeting called.
- 42.3 The EFL delegates shall report to the relevant sub committee all details of Delegate Meetings attended.

OLD CLAUSE 43

43 LIFE MEMBERS

- 43.1 Life membership shall be awarded to those members who have served a minimum of eight (8) years on a committee of the Association or have played at least 175 senior games for the Association.
- 43.2 Life members are to be elected by a $\frac{3}{4}$ majority of the BOM.
- 43.3 A Life member shall be able to attend any general meeting of the Association and exercise a vote, except meetings of the BOM.

NEW CLAUSE 43

43 LIFE MEMBERS

- 43.1 Life membership shall be awarded automatically to players who have played 175 senior games and may also be awarded to those members who have contributed significantly to the club in accordance with the published criteria of the Board of Management.
- 43.2 Life members who are non playing members shall be nominated and seconded by two (2) other members of the club such nomination being submitted to the Board of Management.
- 43.3 Life members who are non playing members shall be recommended by the Board of Management to the members in Annual General Meeting who shall vote on such recommendation.
- 43.4 Life members shall be accepted when members at an Annual General Meeting where 75% of members present vote in favour of the Board of Management recommendation being accepted.
- 43.5 A Life Member shall be able to attend any general or special general meeting and shall have full voting rights.
- 43.6 A life member shall not pay any membership fees from the acceptance at the Annual General Meeting of his or her recommendation to that Meeting.
- 43.7 The criteria for Life Membership may be amended and changed from time to time on the recommendation of the Board of Management and such recommendation being passed by 75% of members present at the Annual General Meeting.

44 SELECTION COMMITTEE

- 44.1 The Selection Committee shall consist of the following:

- (a) Chairman of selectors
- (b) First XVIII Coach
- (c) Second XVIII Coach
- (d) Two (2) non playing members

All Selection Committee Members shall be nominated by senior coach and approved by the Senior Football operations sub-committee members.

- 44.2 The above Selection Committee are to select the first and second XVIII sides. The coaches and selection staff of the Colts side shall select their team.

45 COACHES

Prior to the Annual General Meeting, the current BOM shall be able to ratify the recommendations for the appointment of coaches for all teams representing Montrose Football Club, under such terms and conditions as it sees fit, provided that the appointments do not exceed more than twelve (12) months duration.

46 TEAM LEADERSHIP POSITIONS

The relevant football operations sub-committee, after consultation with the appropriate coaching panel will make recommendations to the BOM for election to leadership positions in all competitive eighteens prior to the first match of the season.

47 CLEARANCES

- 47.1 All applications for clearances shall be dealt with by the relevant football committee and his sub-committee within fourteen (14) days of receipt.
- 47.2 A Player shall not be cleared from the Association while he owes money or holds equipment belonging to the Association or a member of the Association.

48 INTOXICATING LIQUOR

No intoxicating liquor shall be taken or consumed by any member, onto the playing area, pavilion or any other places, except with the permission of the BOM within the terms and conditions of the liquor licence.

49 CLUB COLOURS

The colours of the playing uniform of the Montrose Football Club shall be as follows:

- (a) Navy blue jumper with red yoke
- (b) Navy blue (home games) and white (away games) shorts with EFL webbing
- (c) Red socks.
- (d) All items shall conform to the EFL regulations

50 PERMITTING TRADING

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.

51 CLUB GAMES

- 51.1 The Montrose Football Club acknowledges the participation of all players, in all games played. For the purpose of record keeping, the following criteria applies to the recognition of games played.
- (a) Underage Games – (Games played U9 – U18) and
 - (b) Senior Games – (First XVIII or Second XVIII)
- 51.2 Games played in (a) or (b) above shall be recognised and recorded as Club Games.

APPENDIX 1

**APPLICATION FOR MEMBERSHIP OF
MONTROSE FOOTBALL CLUB**

I,

(name)

(occupation)

of

(address)

desire to become a member of

Montrose Football Club Inc.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

..... Date:.....
(signature)

I,

(name)

a member of the Association, nominate the applicant, who is personally known to me, for membership of the Association.

..... Date:
(Signature of Proposer)

I,

(name)

a member of the Association, second the nomination of the applicant, who is personally known to me, for membership of the Association.

..... Date:
(Signature of Seconder)

APPENDIX 2

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF
ASSOCIATION CONVENED UNDER RULE 7.7**

I,

(name)

of

(address)

being a member of

Montrose Football Club Inc.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7.7, to be held on –

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following

resolution

(insert resolution details passed under rule 7.1)

..... Date:

(Signature)

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of

Montrose Football Club Inc.

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on –

(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution

(insert resolution details)

..... Date:
(Signature)

*Delete if not applicable

Schedule 1

MEDIATION AGREEMENT

MEDIATION AGREEMENT made on
(insert date)

BETWEEN of

AND of
(‘the Parties’)

AND of
(‘the Mediator’)

RECITALS

- A. A dispute has arisen between the parties (‘the dispute’), which is briefly described in the Schedule.
- B. The parties have requested the mediator, and the mediator has agreed, on the terms and conditions of this Agreement, to help the parties resolve the dispute.

THE PARTIES AND THE MEDIATOR AGREE AS FOLLOWS

1. Appointment and Role of Mediator

- 1.1 The parties appoint the mediator to mediate the dispute.
- 1.2 The mediator will assist the parties to reach their own resolution of the dispute.
- 1.3 The mediator will not make decisions or impose decisions on the parties.
- 1.4 Each Party is entitled to retain legal representative(s) in order to be properly counselled about legal interests, rights and obligations. The mediator does not offer legal advice.

2. Conduct of Mediation

- 2.1 The parties agree:
 - (a) to co-operate with the mediator in the conduct of the mediation; and
 - (b) to use their best endeavours to comply with reasonable requests made by the mediator to promote the efficient resolution of the dispute.
 - (c) if considered by the mediator to be in the best interests of the parties before meeting with the mediator to submit to each other and the mediator a written summary of the arguments in support of each party’s position in the dispute.
 - (d) to meet with the mediator at mutually agreed premises on dates to be agreed upon.
- 2.2 The mediator may meet with the parties together or any party alone.
- 2.3 The mediator will not disclose to any person (including a party) information disclosed by one party to the mediator alone, without the prior consent of the disclosing party.

- 2.4 The mediator must not disclose to any person information obtained during the mediation without the prior written consent of the parties, unless compelled by law to do so.
- 2.5 A party must not disclose to any person other than that party's professional advisors for the purposes of the mediation information obtained during the mediation without the prior written consent of the disclosing party, unless compelled by law to do so.
- 2.6 The parties agree that they will not at any time before, during or after the mediation call the mediator as witness in any legal or administrative proceedings concerning the dispute.
- 2.7 A party may withdraw from the mediation at any time by giving written notice to the other party and the mediator.
- 2.8 If the mediator believes the mediation is no longer productive the mediator may terminate the mediation immediately by giving written notice to the parties.

3. Effect of Mediation

- 3.1 If the parties cannot resolve the dispute during the course of or as a result of the mediation the rights of the parties in any subsequent court, administrative or arbitral proceeding shall remain unaffected by the mediation.
- 3.2 For the purpose of any subsequent proceeding the mediation shall be regarded as a without prejudice conference and nothing said or done during the course of the mediation may be given in evidence in any proceedings and no documents created for the purpose of the mediation may be tendered in evidence or required to be produced in any proceedings.

4. Payment

- 4.1 The parties agree to pay the mediator fees at the rate of \$..... plus any reasonable out of pocket expenses actually incurred (within 7 days of the account being rendered).
- 4.2 If requested by the mediator, the parties agree to lodge a reasonable amount in advance with the mediator to meet the mediator's anticipated fees and expenses.
- 4.3 Each party agrees to bear equally the mediator's fees and expenses unless otherwise agreed.

5. Acknowledgement

- 5.1 The mediator acknowledges that he has disclosed to the best of his or her knowledge the facts of which he or she is aware as to any prior relationship of the mediator with a party or with business associates of a party.
- 5.2 The parties acknowledge that the mediator or the firm of which the mediator is a member may have provided legal advice (other than in relation to the dispute) to a party or to business associates of a party and agree that the mediator may nevertheless conduct the mediation.

6. Exclusion of Liability and Indemnity

- 6.1 The mediator is not liable for any damage suffered (directly or indirectly) by any party arising in any way out of any act done or omitted to be done (including but not limited to, acts negligently done or omitted to be done) by the mediator in the performance of the mediator's obligations under the Agreement, but is liable for:
 - (i) breach of any positive obligations imposed on him or her by the express terms of this Agreement, and
 - (ii) fraud in respect of anything done or omitted to be done in the capacity of mediator.

6.2 The parties jointly and each of them severally indemnify the mediator against all claims arising out of or in any way referable to any act done or omitted to be done by the mediator in the performance of the mediator’s obligations under this Agreement.

7. Restraints upon the Mediator

7.1 The mediator will not accept appointment as an arbitrator in or act as a solicitor for or provide advice to a party in relation to the dispute.

7.2 Where one or more of the parties to the mediation are legally represented, the mediator undertakes to refrain from acting for any party to the mediation in a legal capacity of whatsoever nature (without the written consent of the legal representative involved) for a period of two years from the date of this Agreement.

Signed: Date:
(member 1)

Signed: Date:
(member 2)

Signed: Date:
(mediator)