

AJAX AMATEUR FOOTBALL CLUB **INCORPORATED RULES**

1. Name

The name of the incorporated association is “Ajax Amateur Football Club Incorporated” (in these Rules called “the Club”).

2. Definitions

(a) In these Rules, unless the contrary intention appears:

- “Act” means the Associations Incorporation Act 1981;
- “committee” means the committee of “the Club”;
- “financial year” means the year ending on 30 September;
- “general meeting” means a general meeting of members convened in accordance with rule 12.
- “Honorary Life member” means a person who is appointed as an Honorary Life member under sub-rule 6(a);
- “Regulations” means regulations under the Act;
- “relevant documents” has the same meaning as the Act.

(b) In these Rules, a reference to the Secretary of “the Club” is a reference:

- (i) if a person holds office under these Rules as Secretary of “the Club”; and
- (ii) in any other case, to the public officer of “the Club”.

2.A Purposes

The purposes of the Association are the preservation of Jewish identity and enhancement of the culture of the Jewish community by promoting Jewish culture and the preservation and enhancement of the Jewish minority culture through sporting, social and cultural activities in accordance with the Rules of the Association.

3. Alteration of the Rules

These Rules and the statement of purposes of “the Club” must not be altered except in accordance with the Act.

4. Membership

- (a) Membership of “the Club” shall be open to any person who is a Jewish person or is the child of a Jewish Person. If a question arises as to whether a person is Jewish, such question shall be referred by the Committee of “the Club” to a Rabbi practising in Australia or to such other person not being a member of the Committee as the Committee may reasonably determine, who shall decide whether that person is Jewish according to the principles and tenets of any branch of Judaism practised in Australia.
- (b) There are 3 categories of membership of “the Club”:
 - (i) Playing membership;
 - (ii) Non-playing membership;
 - (iii) Honorary Life membership.

5. Playing and Non-playing Members

- (a) A person who applies and is approved by the Committee for playing or non-playing membership, as provided under this Rule, is eligible to be a member of “the Club” on payment of the annual subscriptions payable as determined by the committee of the day for each category under these Rules.
 - (i) Any financial supporter whose donation is equal to or exceeds the annual subscription is eligible to apply for membership.
- (b) An application of a person for playing or non-playing membership of “the Club” must be lodged with the Secretary of “the Club”.
- (c) The committee must determine whether to approve or reject the application within 28 days of receipt of such application.
- (d) The Secretary must enter the member’s name in the register of members.

- (e) An applicant for playing or non-playing 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.
- (f) On acceptance of membership, a copy of the Club rules shall be given to the member who, on receipt, acknowledges to be bound by such Rules.
- (g) If the committee rejects an application, the committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (h) A right, privilege or obligation of a person by reason of membership of “the Club”:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death, resignation or non-payment of annual subscription.
- (i) The annual subscription and terms of payment shall be determined by the committee of the day.

6. Honorary Life members

- (a) Nominations:
 - (i) Nominations for Honorary Life Membership of “the Club” shall be lodged with the Secretary by June 30 of each even year commencing in the year 2014 and then by June 30 biennially thereafter.
 - (ii) Nominators of Honorary Life Members must complete a nomination form (see sample below). This approved form should be completed by a nominator and be signed by the nominator and by a seconder. The nominator and the seconder must each be a member of “the club”.
 - (iii) These nomination forms shall be sent to all members of the Honorary Life Membership Sub-Committee at least 14 days prior to their next meeting.
- (b) Honorary Life Membership Sub-Committee (the “HLM sub-committee”):
 - (i) In the event of a nomination being received, the Secretary of “the Club” shall, by June 30 in each even year call either by

electronic transmission or by email for all existing Honorary Life Members to notify their intention to be part of the HLM sub-committee.

- (ii) A minimum of 8 Honorary Life Members are required to establish a quorum for the HLM sub-committee and must meet in person prior to July 31 in each even year to review any Honorary Life Member nominations. There is no maximum number of existing Honorary Life Member participants for this HLM sub-committee.
 - (iii) The HLM sub-committee shall appoint a Chairman by a ballot of the participants to chair all meetings. The Chairman is entitled to vote and may adjourn any HLM sub-committee or call a further meeting or meetings of the HLM sub-committee.
 - (iv) The HLM sub-committee must verify that the nomination eligibility criteria have been met as per Rule 6.c.
 - (v) The Committee should only consider nominations for Honorary Life Membership from the HLM sub-committee, should ratify the HLM sub-committee's recommendations and should bestow Honorary Life Membership on recommended candidates.
 - (vi) Honorary Life Membership recipients may be announced or presented at the Best and Fairest award night of "the club" or at any meeting of "the club".
- (c) Eligibility criteria for nomination for Honorary Life Membership:
- (i) Minimum of 10 years service as an elected member of the committee of "the Club", or
 - (ii) Minimum 200 playing games with "the Club", or
 - (iii) A minimum combination of 5 years minimum service as an elected member of the committee, together with a minimum of 150 playing games with "the Club", not being concurrent, or
 - (iv) Minimum of 15 years service to "the Club" in a non playing/non committee capacity, or
 - (v) The existence of exceptional circumstances that clearly demonstrate that the person nominated has rendered services to "the Club" which are considered by the HLM Sub-Committee as an exceptional contribution to "the Club" over an extended period of time.

7. Register of members

- (a) The Secretary must keep and maintain a register of members containing:
 - (i) the name and address of each member;
 - (ii) the date on which each member's name was entered in the register, and
 - (iii) the category of membership which the member holds.
- (b) The register is available for inspection free of charge by any member upon request.

8. Ceasing membership

- (a) A member of "the Club" who has paid all moneys due and payable by a member of "the Club" may resign from "the Club" by giving notice in writing to the Secretary of his or her intention to resign.
- (b) On receipt of such written notice:
 - (i) the member ceases to be a member; and
 - (ii) the Secretary must record in the register of members the date on which the member ceased to be a member.

9. Discipline, suspension and expulsion of members

- (a) Subject to these Rules, if the committee is of the opinion that a member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a member or prejudicial to the interests of "the Club", the committee may by resolution:
 - (i) suspend that member from membership of "the Club" for a specified period; or
 - (ii) expel that member from "the Club".
- (b) A resolution of the committee under sub-rule (a) does not take effect:
 - (i) until the committee confirms the resolution; or
 - (ii) if the member exercised a right of appeal to "the Club" and such appeal is determined by the committee.

- (c) A meeting of the committee to confirm or revoke a resolution passed under sub-rule (a) 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 (d).
- (d) For the purposes of giving notice in accordance with sub-rule (c), the Secretary must, within 48 hours, cause to be given to the member a written notice:
 - (i) setting out the resolution of the committee and the grounds on which it is based;
 - (ii) stating that the member, or his or her representative, may address the committee 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;
 - (iii) stating the date, place and time of that meeting, and
 - (iv) informing the member that he or she may do one or both of the following:
 - A. attend that meeting;
 - B. give to the committee before the date of that meeting, a written statement seeking the revocation of the resolution.
 - (v) informing the member that if, at that meeting, the committee 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 Committee” against the resolution.

(e) Members Right to Appeal

At a meeting of the committee to confirm or revoke a resolution passed under sub-rule (a), the committee must:

- (i) give the member, or his or her representative, an opportunity to be heard;
- (ii) give due consideration to any written statement submitted by the member; and
- (iii) determine by resolution whether to confirm or to revoke the resolution.

- (f) If at the meeting of the committee, the committee 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 Club” committee against the resolution.
- (g) The member who has been removed has a right to appeal to the Executive of Maccabi Vic, whose decision shall be binding.

10. Annual General Meetings

- (a) The Annual General Meeting shall be held between the 30th September and 30th November on a date and at a time and place, to be determined by the Committee.
- (b) The notice convening the Annual General Meeting must be sent to all members, specifying that the meeting is an Annual General Meeting.
- (c) The ordinary business of the Annual General Meeting shall be –
 - (i) to confirm the minutes of the previous Annual General Meeting and any Extraordinary General Meeting held since the previous Annual General Meeting;
 - (ii) to receive from the Committee reports upon the transactions of “the Club” during the last preceding financial year;
 - (iii) to elect an executive of “the Club” and the ordinary members of the Committee; and
 - (iv) to receive and consider the statement submitted by “the Club” in accordance with section 30(3) of the Act.
- (d) The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.

11. Extraordinary General Meetings

- (a) In addition to the Annual General Meeting, any other Extraordinary General Meeting may be held in the same year.
- (b) The Committee may, whenever it thinks fit, convene an Extraordinary General Meeting of “the Club”.

- (c) The Committee must, on the request in writing of not less than 25 members, convene an Extraordinary General Meeting of “the Club” within 30 days of receipt of such request.
- (d) The request for an “Extraordinary General Meeting must:
 - (i) state the objects of the meeting;
 - (ii) be signed by the members requesting the meeting; and
 - (iv) be sent to the address of the Secretary.

12. Notice of Meetings – AGM and EGM

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

13. Quorum at AGMs and EGMs

- (a) No item of business may be conducted at a meeting unless a quorum of members entitled under these Rules is present at the time when the meeting is considering that item.
- (b) Fifteen members personally present (being members entitled under these Rules to vote at a meeting) constitute a quorum for the conduct of the business of a meeting.
- (c) If, within half an hour after the appointed time for the commencement of a meeting, a quorum is not present:

- (i) in the case of a meeting convened upon the request of members – the meeting must be dissolved; and
 - (ii) 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.
- (d) 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 no fewer than 13) shall be a quorum.

14. Presiding at AGM's and EGM's and General Committee Meetings

- (a) The Chairperson (elected by the committee), the President, or in his absence, one of the Vice-Presidents, shall preside as Chairperson at each meeting of “the Club”.
- (b) If the Chairperson, the President and both Vice-Presidents are absent from a meeting, or are unable to preside, the members present must select one of their number to preside as Chairperson.

15. Adjournment of meetings

- (a) 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.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with rule 12.
- (d) Except as provided in sub-rule (c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

16. Voting at meetings

- (a) Upon any question arising at a meeting of “the Club”, a member has one vote only.

- (b) All votes must be given personally or by proxy.
- (c) 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.
- (d) A member is not entitled to vote at a meeting unless all moneys due and payable by the member to “the Club” have been paid.
- (e) The Chairperson shall determine the method of voting.

17. Manner of determining whether resolution carried

If a question arising at a meeting of “the Club” 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 Club”.

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

18. Proxies

- (a) 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.
- (b) The notice appointing the proxy must be for a meeting of “the Club” convened under rule 12, in the form set out in Appendix 2.
- (c) A proxy vote can only be accepted under the following conditions:
 - (i) the member is absent on “authorised” Club business at the time of the meeting; or
 - (ii) the member is outside the State of Victoria at the time of the meeting; or

- (vii) the member is ill and provides a doctor's certificate with the proxy.

19. Committee of "the Club"

- (a) The affairs of "the Club" shall be managed by the Committee, all of whom shall act in an honorary capacity but who shall be financial members of the Club.
- (b) The Committee:
 - (i) shall control and manage the business and affairs of "the Club";
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by "the Club", other than those powers and functions that are required by these Rules to be exercised by meetings of the members of "the Club"; and
 - (iii) subject to these Rules, the Act and the Regulations, 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 Club".
- (c) Subject to Section 23 of the Act, the Committee shall consist of:
 - (i) the executive of "the Club"; and
 - (ii) no fewer than 5 members and no more than 8 members
 - (iii) the immediate past President
 - (iv) the Committee may at their discretion co-opt up to 3 additional members.

each of whom shall be elected at the Annual General Meeting of "the Club" in each year.

20. The Executive

- (a) The Executive of "the Club" shall be:
 - (i) the President;
 - (ii) two Vice-Presidents;
 - (iii) the Treasurer;
 - (iv) the Secretary; and

- (v) up to 2 co-opted Committee members, at executives' discretion.
- (b) The provisions of Rule 20, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (a).
- (c) Each officer of "the Club" shall hold office until the Annual General Meeting next after the date of his or her election, but is eligible for re-election.
- (d) In the event of a casual vacancy in any office referred to in sub-rule (a), the Committee 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 appointment.

21. Ordinary members of the Committee

- (a) Subject to Rules 19 and 22, a member of any of the categories of membership listed in sub-rule 4(b) may hold office as an ordinary member of the Committee.
- (b) Subject to these Rules, each ordinary member of the Committee shall hold office until the Annual General Meeting next after the date of election but is eligible for re-election.
- (c) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of "the Club" 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 appointment.

22. Election of officers and ordinary Committee members

- (a) Nominations of candidates for election as officers of the Association or as ordinary members of the Committee must be:
 - (i) made in writing, signed by 2 members of "the Club" and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) delivered to the Secretary of "the Club" not less than 1 day before the date fixed for the holding of the Annual General Meeting.

- (b) Members of any of the categories of membership referred to in clause 4(b) may nominate as ordinary members of the Committee.
- (c) A candidate may only be elected for one office, or as an ordinary member of the Committee.
- (d) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- (e) 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.
- (f) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (g) The ballot for the election of executive and ordinary members of the Committee must be conducted at the Annual General Meeting in such manner as the Chairman may direct.

23. Vacancies

The office of an Executive member of “the Club”, or of an ordinary member of the Committee, becomes vacant if they:

- (a) cease to be a member of “the Club”; or
- (b) resign from office by notice in writing, given to the Secretary; or
- (c) are removed as per clause 9.

24. Meetings of the Committee

The Committee must meet at least 6 times in each year at such place and such times as the Committee may determine.

25. Notice of Committee Meetings

Written or electronic notice of each Committee meeting, together with the Agenda and the previous meeting’s minutes, must be forwarded to each member of the Committee at least 4 days before the date of the meeting.

26. Quorum for Committee Meetings

- (a) Any 6 members, of whom 2 must be Executive, of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee.
- (b) No business may be conducted unless a quorum is present.
- (c) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.

27. Presiding at Committee Meetings

At meetings of the Committee:

- (a) the Chairperson, the President or, in their absence, one of the Vice-Presidents presides; or
- (b) if the Chairperson, the President and the Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

28. Voting at Committee meetings

- (a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, 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.
- (b) Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by 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, the person presiding may exercise a second or casting vote.

29. Removal of Committee member

- (a) "The Club" at a Committee meeting may, by resolution, remove any member of the Committee 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.
- (b) A member who is removed, as per sub-rule (a), may make representations in writing to the Secretary or President of "the Club"

within 14 days and may request that the representations be provided to the members of the Committee.

- (c) If such representations are received, the resolution to remove must be submitted at the next Committee meeting for the Committee's vote.
- (d) The committee member who has been removed has a right to appeal to the Executive of Maccabi Vic, whose decision shall be binding.

30. Minutes of meetings

The Secretary of "the Club" must keep minutes of the resolutions and proceedings of each meeting, together with a record of the names of persons present at Committee meetings. Such minutes shall be distributed to all members of the Committee.

31. Funds

- (a) The Treasurer of "the Club" must:
 - (i) collect and receive all moneys due to "the Club" and make all payments authorised by "the Club; and
 - (ii) keep correct accounts and books showing the financial affairs of "the Club" with full details of all receipts and expenditure connected with the activities of "the Club".
- (b) "The Club" must arrange an annual audit.

32. Seal

- (a) The common seal of "the Club" must be kept in the custody of the Secretary.
- (b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

33. Notice to members

Except for the requirement in rule 11, any notice that is required to be given to a member by "the Club" 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.

34. Winding Up

In the event of the “winding up” of “the Club”, the assets of “the Club” must be disposed of in accordance with the provisions of the Act.

35. Custody and inspection of books and records

- (a) Except as otherwise provided in these Rules, the Secretary or the Treasurer must keep in their custody or under their control all books, documents and securities of “the Club”.
- (b) All accounts, books, securities and any other relevant documents of “the Club” must be made available within 7 days for inspection free of charge by any member upon request.

36. Affiliation

“The Club” shall be affiliated with Maccabi Victoria Inc., the Victorian Amateur Football Association and such other organisations as the Committee may determine from time to time.

37. Colours

The colours of “the Club” shall be red, white and black. The guernsey of “the Club” shall consist of red, white and black stripes, black sleeves with “the Club” monogram (as determined by the Committee but always to incorporate a Star of David) over the left breast. The socks of “the Club” shall consist of red, white and black hoops.

38. Match Committee

“The Club” Match Committee shall consist of the coaches, the Captain of the Senior XVIII and not more than two other persons appointed by the Committee. The coach of the side being selected shall have a casting vote (if necessary).

39. Coaches

At the end of each football season, the outgoing Committee shall advertise all positions and appoint the coaches for the following season and determine their remuneration.

40. Jewish Observance

- (a) “The Club” will not participate in any organised activities on any Jewish High holidays – namely Jewish New Year and the Day of Atonement.
- (b) At any official Club function, kosher food shall be made available on request.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF AJAX AMATEUR FOOTBALL CLUB INCORPORATED

I,

.....

(name and occupation)

of

(address)

desire to become a member of Ajax Amateur Football Club Incorporated.

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

.....

(Signature of applicant)

Date:

I,, a member of “the Club”

(name)

nominate the applicant, who is personally known to me, for membership of “the Club”.

.....

(Signature of Proposer)

Date:

I,, a member of “the Club”

(name)

Date:

second the nomination of the applicant, who is personally known to me, for membership of “the Club”.

.....

(Signature of Seconder)

Date:

APPENDIX 2

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a member of Ajax Amateur Football Club Incorporated

appoint

(name of proxy holder)

of

(address of proxy holder)

being a member of Ajax Amateur Football Club Incorporated, as my proxy to vote for me on my behalf at the annual/special general meeting of "the Club" to be held on:

.....

(date of meeting)

and at any adjournment of that meeting.

Reason for Proxy:

- (i) absent on "authorised" Club business at the time of the meeting; or
- (ii) outside the State of Victoria at the time of the meeting; or
- (iii) ill and a doctor's certificate with the proxy.