

# AFL Masters Victorian Metropolitan Superules Football League (Inc.)

ABN 81 583 285 147



Constitution of the Federation

**APPROVED BY MEMBERS ON 30/06/2014**

## TABLE OF PROVISIONS

<b>1. NAME OF THE FEDERATION.....</b>	<b>5</b>
<b>2. PURPOSES OF THE FEDERATION .....</b>	<b>5</b>
<b>3. POWERS OF THE FEDERATION .....</b>	<b>6</b>
<b>4. APPLICATION OF INCOME .....</b>	<b>8</b>
<b>5. LIABILITY OF MEMBERS .....</b>	<b>9</b>
<b>6. INTERPRETATION CLAUSE .....</b>	<b>9</b>
6.1 DEFINITIONS .....	9
6.2 INTERPRETATION .....	11
6.3 ENFORCEABILITY .....	11
6.4 TRANSITIONAL PROVISION .....	11
<b>7. QUALIFICATIONS FOR MEMBERSHIP .....</b>	<b>11</b>
7.1 CLASSES OF MEMBER .....	11
7.2 CREATION OF NEW CLASSES.....	12
7.3 LIFE MEMBERS .....	12
7.4 AFFILIATED MEMBERS.....	12
7.5 APPLICATION FOR MEMBERSHIP .....	13
7.6 DELEGATE OF AFFILIATED MEMBER .....	13
7.7 EFFECT OF MEMBERSHIP .....	14
<b>8. SUBSCRIPTIONS AND FEES .....</b>	<b>15</b>
<b>9. REGISTER OF MEMBERS .....</b>	<b>15</b>
9.1 EXECUTIVE DIRECTOR TO KEEP REGISTER .....	15
9.2 AFFILIATED MEMBERS TO PROVIDE DETAILS .....	15
<b>10. CESSATION OF MEMBERSHIP .....</b>	<b>16</b>
10.1 NOTICE OF RESIGNATION.....	16
10.2 EXPIRATION OF NOTICE PERIOD .....	16
10.3 FAILURE TO RE-AFFILIATE .....	16
10.4 FORFEITURE OF RIGHTS.....	16
10.5 DELEGATE POSITION LAPSES.....	16
<b>11. EXPULSION, SUSPENSION OR FINING OF MEMBERS .....</b>	<b>16</b>
11.1 DISCIPLINARY TRIBUNAL .....	16
11.2 BREACH OF DISCIPLINE BY MEMBER.....	17
11.3 REPORT OF DISCIPLINARY MATTER .....	17
11.4 CONSIDERATION OF MATTER .....	17
11.5 MEETING OF DISCIPLINARY TRIBUNAL .....	18
11.6 DISCIPLINARY TRIBUNAL RESOLUTION .....	18
11.7 APPEAL RIGHTS .....	18
11.8 CONDUCT OF DISCIPLINARY APPEAL MEETING .....	19
<b>12. GRIEVANCE PROCEDURE .....</b>	<b>19</b>
12.1 NOTICE OF DISPUTE .....	19
12.2 DISPUTE REFERRED TO MEDIATION .....	20
12.3 APPOINTMENT OF MEDIATOR .....	20
12.4 MEDIATION PROCEDURE .....	20
<b>13. ANNUAL GENERAL MEETINGS .....</b>	<b>22</b>

13.1	ANNUAL GENERAL MEETING TO BE HELD .....	22
13.2	ORDINARY BUSINESS .....	22
13.3	ENTITLEMENT TO VOTE AND BE PRESENT .....	22
<b>14.</b>	<b>SPECIAL GENERAL MEETINGS .....</b>	<b>22</b>
14.1	SPECIAL GENERAL MEETINGS MAY BE HELD .....	22
14.2	SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS .....	23
<b>15.</b>	<b>NOTICE OF MEETINGS .....</b>	<b>23</b>
15.1	NOTICE OF GENERAL MEETINGS .....	23
15.2	BUSINESS OF MEETING .....	23
<b>16.</b>	<b>PROCEEDINGS AT MEETINGS .....</b>	<b>24</b>
16.1	SPECIAL BUSINESS .....	24
16.2	QUORUM .....	24
16.3	ADJOURNMENT OF GENERAL MEETING .....	25
16.4	VOTING AT GENERAL MEETING .....	25
16.5	SPECIAL RESOLUTIONS .....	26
16.6	MINUTES OF GENERAL MEETING .....	26
<b>17.</b>	<b>CHAIRMAN AT MEETINGS .....</b>	<b>26</b>
17.1	PRESIDENT TO CHAIR .....	26
17.2	WHERE PRESIDENT ABSENT .....	26
<b>18.</b>	<b>ADJOURNMENT OF MEETINGS .....</b>	<b>26</b>
18.1	CHAIRMAN MAY ADJOURN MEETING .....	26
18.2	FURTHER NOTICE .....	27
<b>19.</b>	<b>RIGHTS IN SPECIAL GENERAL MEETING OR THE ANNUAL GENERAL MEETING .....</b>	<b>27</b>
19.1	VOTING AND OTHER RIGHTS .....	27
19.2	VOTING PROCEDURE .....	27
19.3	DETERMINING WHETHER RESOLUTION CARRIED .....	28
19.4	POSTAL VOTING .....	28
<b>20.</b>	<b>BOARD OF MANAGEMENT .....</b>	<b>29</b>
20.1	POWERS OF BOARD .....	29
20.2	BOARD CONSTITUTION .....	29
20.3	GENERAL DUTIES .....	30
20.4	PRESIDENT AND VICE-PRESIDENT .....	30
20.5	SECRETARY .....	30
20.6	TREASURER .....	31
20.7	WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER .....	31
20.8	NOMINATIONS .....	31
20.9	ELECTION OF PRESIDENT .....	32
20.10	ELECTION OF ORDINARY MEMBERS .....	32
20.11	BALLOT .....	32
20.12	TERM OF OFFICE .....	33
20.13	VACATION OF OFFICE .....	33
<b>21.</b>	<b>FILLING CASUAL VACANCIES .....</b>	<b>34</b>
<b>22.</b>	<b>NOMINATIONS OF CANDIDATES .....</b>	<b>34</b>
<b>23.</b>	<b>VACANCY ON THE BOARD .....</b>	<b>34</b>
23.1	GROUND FOR TERMINATION OF POSITION OF BOARD MEMBER .....	34
23.2	REMOVAL OF BOARD MEMBERS BY MEMBERS .....	35
<b>24.</b>	<b>LEAVE OF ABSENCE .....</b>	<b>35</b>

<b>25.</b>	<b>QUORUM AND PROCEDURE AT BOARD MEETINGS .....</b>	<b>35</b>
25.1	CONVENING A BOARD MEETING .....	35
25.2	URGENT MEETINGS.....	36
25.3	PROCEDURE AND ORDER OF BUSINESS .....	36
25.4	USE OF TECHNOLOGY.....	36
25.5	QUORUM .....	37
25.6	PROCEDURES AT MEETINGS.....	37
25.7	CONFLICT OF INTEREST .....	38
25.8	MINUTES OF MEETING .....	38
25.9	DELEGATED POWERS AND DUTIES.....	38
25.10	COMMITTEES.....	39
25.11	EXECUTIVE DIRECTOR .....	39
<b>26.</b>	<b>FINANCIAL MATTERS .....</b>	<b>40</b>
26.1	SOURCE OF FUNDS .....	40
26.2	MANAGEMENT OF FUNDS .....	40
26.3	FINANCIAL RECORDS.....	40
26.4	FINANCIAL STATEMENTS.....	40
<b>27.</b>	<b>SIGNING OF NEGOTIABLE INSTRUMENTS .....</b>	<b>41</b>
<b>28.</b>	<b>COMMON SEAL.....</b>	<b>41</b>
<b>29.</b>	<b>REGISTERED ADDRESS .....</b>	<b>41</b>
<b>30.</b>	<b>CUSTODY OF BOOKS .....</b>	<b>41</b>
<b>31.</b>	<b>ALTERATION OF STATEMENT OF PURPOSES AND RULES.....</b>	<b>42</b>
<b>32.</b>	<b>DISSOLUTION .....</b>	<b>42</b>
<b>33.</b>	<b>AUTHORITY TO TRADE.....</b>	<b>42</b>
<b>34.</b>	<b>INDEMNITY .....</b>	<b>43</b>
<b>35.</b>	<b>AUDIT .....</b>	<b>43</b>
<b>36.</b>	<b>SERVICE OF NOTICES .....</b>	<b>43</b>
<b>37.</b>	<b>SOURCES OF FUNDS .....</b>	<b>44</b>
<b>38.</b>	<b>REGULATIONS .....</b>	<b>44</b>
38.1	POWER TO MAKE REGULATIONS.....	44
38.2	LOCAL CHANGES TO THE LAWS OF FOOTBALL .....	44
<b>39.</b>	<b>PATRON.....</b>	<b>44</b>

## STATEMENT OF PURPOSES

of

### **A.F.L. Masters Victorian Metropolitan Superules Football League (Inc.)**

#### **1. NAME OF THE FEDERATION**

The name of the Association is **A.F.L. Masters - Victorian Metropolitan Superules Football League Inc.** ("Federation"). Formally MASTERS AUSTRALIAN FOOTBALL Victorian Metropolitan Superules Football League Inc. ("Federation").

#### **2. PURPOSES OF THE FEDERATION**

The purposes for which the Federation is established are to:

- a) Promote, advance, cultivate, foster and control the game of Australian rules football for players of 35 years of age and over, throughout Australia and elsewhere;
- b) Promote enjoyment and a greater community awareness of football and its contribution to sport generally;
- c) Promote and hold, either alone or jointly with any other association, club, or person, football competitions, championships, tournaments, exhibitions, carnivals, meetings and other activities of the federation generally;
- d) Provide sound financial administration;
- e) Co-operate with or assist any organisation having objects and purposes similar to those of the federation in any manner which may further the interests of football or the federation generally;
- f) Pursue and conduct such programs and projects that relate to football and to the other activities of the federation generally;
- g) Hear and determine any allegation or complaint or charge involving a breach of the rules or the laws of football or in respect of any matters affecting the interest of football or of the federation which may be made against any members of the federation, with power to inflict fines or penalties as prescribed in the rules;
- h) Affiliate and/or otherwise liaise with the Australian Football League (or such other national or state football authority as is in place from time to time) and other similar bodies in the pursuit of these purposes and the game of football;
- i) Ensure that a high standard of the game of football is maintained;
- j) Develop a sense of sportsmanship and a high degree of proficiency in football competitors;
- k) Use and protect the intellectual property, of the federation including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the

federation;

- l) Collect, distribute and publish information in connection with football;
- m) Strive for governmental, commercial and public recognition of the federation and football;
- n) Uphold and ensure adoption of and compliance with the laws of football by federation members;
- o) Foster, regulate, organise and manage competitions, events, displays and other activities and to issue badges, medallions and certificates and award trophies to successful competitors and award excellence and other worthy attributes;
- p) Promote and encourage the patronage of football centres through the establishment of high standard of administration, facilities and supervision;
- q) Pursue and conduct such programs and projects that relate to football and to the other activities of the federation generally;
- r) Collect and apply the funds of the federation in such manner as the federation or the board believe to be in the best interest of football and/or the members;
- s) Promote the health and safety of competitors;
- t) Encourage players to realise their potential and athletic abilities;
- u) Encourage and promote performance-enhancing drug free competition and involvement in the game of football;
- v) Encourage and promote equitable competition and involvement in the game of football; and
- w) Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### **3. POWERS OF THE FEDERATION**

The Federation shall be recognised as the controlling body for football in Victorian Metropolitan Region, and solely for furthering the purposes set out above, the Federation has power to:

- a) Acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;
- b) Purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the board for any of the purposes of the federation and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- c) Construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the federation;
- d) Buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the federation or persons frequenting the federation's premises;
- e) 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 federation, and to obtain from any such government or authority any rights, privileges and concessions which the board considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- f) Borrow and raise money in such manner as the federation may determine;
  - g) Raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the federation or without any such security and upon such terms as the board shall determine;
  - h) Receive money on deposit with or without allowance of interest thereon;
  - i) Invest any monies of the federation, not immediately required for the purposes of the federation, in such manner as may from time to time be determined by the federation;
  - j) Borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be determined by the board 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 debentures stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the federation's property or assets present or future and to purchase, redeem or pay off any such securities;
  - k) Lend and advance money or give credit to any person or body corporate, and 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;
  - l) Draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
  - m) Sell, improve, manage, develop, exchange, lease, licence, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the federation;
  - n) Take any gift of property whether subject to any special trust or not, for any one or more of the objects of the federation, provided if the federation does take or hold any property which may be subject to any trusts, the federation shall only deal with them in such manner allowed by law;
  - o) Amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the federation;
  - p) 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 federation is authorised to amalgamate;
  - q) Transfer all or any part of the property, assets, liabilities and engagements of the federation to any one or more of the incorporated associations with which the federation is authorised to amalgamate;
  - r) Make donations for patriotic, charitable or community purposes;
  - s) Do all or any of the matters authorised either alone or in conjunction

- with any person, company or unincorporated body or by or through any factors, trustees or agents;
- t) Take any gift of property whether subject to any special trust or not for any one or more of the purposes of the federation;
  - u) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the federation in the shape of donations, annual subscriptions or otherwise;
  - v) Apply the income and assets of the federation to the promotion of the purposes of the federation;
  - w) Print and publish any newspapers, periodicals, books or leaflets that the federation may think desirable for the promotion of its purposes;
  - x) Appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the federation and to pay them in return for services rendered to the federation, salaries, wages and gratuities;
  - y) Subscribe to any charities and grant donations for any public purpose;
  - z) Produce, develop, create, licence and otherwise exploit, use and protect such intellectual property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the federation;
  - aa) Establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the federation and for that purpose, utilise any of the assets of or held on behalf of the federation;
  - bb) Promote any other person or company for any purpose calculated to benefit the federation;
  - cc) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the federation or generally for any purpose calculated to benefit the federation;
  - dd) Take legal proceedings of any nature;
  - ee) Take and effect insurance; and
  - ff) Do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the federation.

#### **4. APPLICATION OF INCOME**

The income and property of the Federation shall be applied solely towards the promotion of the purposes of the Federation as set forth in this Statement of Purposes.

No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered. Any such payments shall be made in accordance to the disclosure requirements of the Associations Incorporation Reform Act 2012.

The Association may pay a member for -



- a) Reimbursement for expenses properly incurred by the member; or
- b) For goods or services provided by the member

If this is done in good faith on terms no more favourable than if the member was not a member. Any payments to members must be declared at the annual general meeting and must be recorded in the minutes.

## 5. LIABILITY OF MEMBERS

The liability of the Members of the Federation is limited.

## 6. INTERPRETATION CLAUSE

- a) The specification of the purposes of the Federation in clause 2, and the powers in clause 3 of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any purpose or power which is specified in detail is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.
- b) If any provision of this Statement of Purposes or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or non-enforceability, without affecting the remaining provisions of this Statement of Purposes or affecting the validity or enforceability of that provision in any other jurisdiction.

### 6.1 DEFINITIONS

In these Rules and in the Statement of Purposes, unless the contrary intention appears:

- a) **Absolute majority**, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);
- b) **Affiliated Member** shall comprise eligible associations and clubs referred to in Rule 7.4 and approved for membership in accordance with these Rules;
- c) **Board** means the board having management of the business of the Federation;
- d) **Chairperson**, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 20.4;
- e) **Board members** means those persons elected or appointed to the Board in accordance with Rule 20 (including any substitute persons elected to fill a casual vacancy);
- f) **Delegate** means a representative of an Affiliated Member in accordance with Rule 7.4(g) or Rule 7.6;
- g) **Executive Director** means the person appointed by the Board in

- accordance with Rule 22.4(a) as the Executive Director of the Federation;
- h) **Financial Year** means the 12 month period commencing 1 November and concluding 31 October;
  - i) **Football** means Australian Rules Football;
  - j) **General Meeting** means a meeting of Members of the Association convened in accordance with part 4
  - k) **Board meeting** means a meeting of the Board of Management held in accordance with these Rules;
  - l) **Disciplinary appeal meeting** means a meeting of the members of the Association convened under rule 23(3);
  - m) **Disciplinary meeting** means a meeting of the Committee convened for the purposes of rule 22;
  - n) **Disciplinary subcommittee** means the subcommittee appointed under rule 20;
  - o) **Intellectual Property** means all rights subsisting in copyright, trade names, trademarks, logos, designs, images or service marks relating to the Federation or the game of football or any event, competition or activity conducted, promoted or administered by the Federation;
  - p) **Laws of Football** means the prevailing laws governing the playing and administration of the game of Australian rules football, as implemented by relevant football authorities, which laws and authorities are recognised by the Federation from time to time;
  - q) **Life Member** means an individual appointed as a Life Member of the Federation under Rule 3.3;
  - r) **Member** means a member of the Federation for the time being under Rule 3;
  - s) **Public Officer** means the person appointed from time to time to carry out the functions prescribed under the Act;
  - t) **Register** means the Register of Members kept in accordance with Rule 5;
  - u) **Regulations** means any Regulations made by the Board under Rule 32;
  - v) **Rules** means these Rules of the Federation and include the Statement of Purposes;
  - w) **Seal** means the common seal of the Federation and includes any official seal of the Federation;
  - x) **Secretary** when used in respect of an Affiliated Member means:
  - y) Where a person holds office under the rules of that Affiliated Member as secretary, to that person; and
  - z) In any other case, to the public officer (or proposed public officer) or other equivalent officer of that Affiliated Member.
  - aa) **Special Resolution** means a resolution passed in accordance with the Act, being a resolution passed by at least three-quarters of the Members present (in person or by proxy) and entitled to vote, at a Special General Meeting called for that purpose of which 21 days' notice has been given, or such other majority or procedure as is specified in the Act from time to time;
  - bb) **Statement of Purposes** means the Statement of Purposes setting out the objects and purposes of the Federation, as varied from time to time; and
  - cc) **The Act** means the Associations Incorporation Act 1981 (Vic).

## 6.2 INTERPRETATION

In these Rules and the Statement of Purposes:

- a) A reference to a function includes a reference to a power, authority and duty;
- b) A reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- c) Words importing the singular include the plural and vice versa;
- d) Words importing any gender include the other genders;
- e) Words or expressions shall be interpreted in accordance with the provisions of the acts interpretation act 1958 (vic) and the act as they vary from time to time;
- f) References to persons include corporations and bodies politic;
- g) References to a person include the legal personal representatives, successors and permitted assigns of that person;
- h) A reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- i) Expressions referring to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## 6.3 ENFORCEABILITY

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

## 6.4 TRANSITIONAL PROVISION

- c) On the coming into effect of these Rules, these Rules shall apply to the members (and their delegates, where applicable) in existence prior to these Rules taking effect and to the persons serving as officers or on the previous Executive Committee of the Federation to the full extent to which this is possible, and to the extent that an equivalent or similar position or status does not exist under these Rules, that position or status enjoyed under the previous rules shall not apply and shall lapse. The Register shall be amended to comply with these Rules.
- d) In the event of any dispute as to the application of these Rules, such dispute shall be resolved by the Board, in its sole discretion.

## 7. QUALIFICATIONS FOR MEMBERSHIP

### 7.1 CLASSES OF MEMBER

The Members shall be, and shall be divided into, the following classes:

- e) Affiliated Members;

- f) Life Members; and
- g) Such other class or classes of Members in accordance with Rule 7.2 below.

## **7.2 CREATION OF NEW CLASSES**

The Board may, by unanimous resolution, create from time to time, new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class creates, alters or extinguishes rights, privileges or obligations of any existing class of Members.

## **7.3 LIFE MEMBERS**

- a) The AFL Masters Victorian Metropolitan Superules affiliates may from time to time nominate a person for AFL Masters Victorian Metropolitan Superules Life Membership. The AFL Masters Victorian Metropolitan Superules Board of the day will determine and, if accepted, confer Life Membership.
- b) For qualifying for AFL Masters Victorian Metropolitan Superules Life Membership, the nominee must have rendered substantial, effective and committed service directly to the AFL Masters Victorian Metropolitan Superules Board and Affiliated Club (or any former entity, by whatever name called), for a reasonable and substantial time. Whilst 10 years service directly to AFL Masters Victorian Metropolitan Superules would be considered substantial time, a lesser period may be considered in exceptional circumstances.
- c) The selection criteria as determined by the Board will be an appendix in the Club Manual.

## **7.4 AFFILIATED MEMBERS**

- a) To be eligible for membership as an Affiliated Member, an association or club must:
  - i. Have as one of its primary purposes, to promote, advance, cultivate, foster and control the game of Australian rules football for players of 35 years of age and over, throughout Australia and elsewhere; and
  - ii. Be incorporated or in the process of incorporation, which process shall be complete within 1 year of applying for membership under these Rules. Failure to complete such incorporation within 1 year may result in the expulsion of the unincorporated Affiliated Member, in the Board's sole discretion.
- b) For such time as an association or club is not incorporated, the Secretary of any unincorporated association or club shall be deemed to be the Member, and shall act on the direction of the unincorporated association, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Members, to the extent that this is possible.
- c) Any dispute as to the application of these Rules to an unincorporated Affiliated Member or eligible club or association shall be resolved by the Board in its sole discretion.
- d) An association or club wishing to become an Affiliated Member shall

comply with the application procedure set down in **Rule 7.5**.

## **7.5 APPLICATION FOR MEMBERSHIP**

- a) Subject to these Rules, an application for membership as a Member must be:
  - i. in writing in the form set out in Appendix 1 which may be varied by the Board from time to time;
  - ii. accompanied by a copy of the association's or club's (in this Rule "applicant's") constitution (where applicable) which must be acceptable to the Board, comply with the Act and substantially conform with these Rules;
  - iii. accompanied by the name and details of an individual (where applicable) and the individual's signature signifying consent to nomination, being a member of that applicant, who has been nominated by the applicant to represent that applicant (as a Delegate) on becoming a Member;
  - iv. accompanied by the appropriate fee or fees, if any; and
  - v. lodged with the Executive Director.
- b) As soon as is practicable after the receipt of an application under **Rule 3.5(1)** above, the Executive Director shall refer the application to the Board.
- c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or to reject the application, in its discretion.
- d) If the Board approves the application for membership, the Board shall determine the appropriate class of membership and the Executive Director shall, as soon as practicable, notify the applicant in writing that it is approved for membership, which membership shall commence on entry into the Register in accordance with **Rule 3.5(f)**.
- e) If the Board does not approve an application for membership, the Executive Director shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member. The Board shall not be required to give reasons for its decision.
- f) If the application for membership is approved, the Executive Director shall, as soon as practicable, enter the applicant's name and other required details in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Executive Director shall also enter the class of membership afforded a Member and the name and other required details of the Delegate (where appropriate).
- g) A person shall not represent that any eligible association or club is a Member unless the association or club so represented has been registered as a Member under these Rules.

## **7.6 DELEGATE OF AFFILIATED MEMBER**

- a) Any proposed change in the Delegate shall be notified to the Board in writing.
- b) The Delegate may nominate a nominee to represent the Affiliated Member from time to time, but in the event the appointed Delegate fails to attend two consecutive General Meetings, he shall be

presumed to have vacated his position, and the Affiliated Member shall immediately nominate another Delegate.

- c) The Executive Director shall record any change in Delegate in the Register.
- d) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

## **7.7 EFFECT OF MEMBERSHIP**

- a) All parties which or who were members of the Federation prior to the adoption of these Rules shall continue as Members, and shall not be required to apply for membership as provided for under these Rules.
- b) Members acknowledge and agree that:
  - i. these Rules constitute a contract between each of them and the Federation and that they are bound by the Rules and Regulations;
  - ii. they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised Board;
  - iii. by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Federation;
  - iv. the Rules and Regulations are necessary and reasonable for promoting the purposes of the Federation;
  - v. they are entitled to all benefits, advantages, privileges and services of Federation membership; and
  - vi. all Affiliated Members shall present to the Federation's Annual General Meeting, a record of business from their most recent annual general meeting (including names of all elected office bearers) and a full and audited set of accounts for the completed season.
- c) Members have the following privileges by virtue of membership of the Federation:
  - i. to express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
  - ii. to make proposals or submissions to the Board;
  - iii. to engage and participate in any activity approved, sponsored or recognised by the Federation; and
  - iv. to conduct any activity approved by the Federation.
- d) A right, privilege or obligation of a person by reason of their membership of the Federation:
  - i. is not capable of being transferred or transmitted to another person; and
  - ii. terminates upon the cessation of his membership whether by death, insolvency, resignation or otherwise.
- e) General rights of members:
  - i. A member of the Association who is entitled to vote has the right:
  - ii. To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - iii. To submit items of business for consideration at a general meeting;

- and
- iv. To attend and be heard at general meetings; and
- v. To vote at a general meeting; and
- vi. To have access to the minutes of general meetings and other documents of the Association as provided under rule 75; and
- vii. To inspect the register of members.

## 8. SUBSCRIPTIONS AND FEES

The affiliation fee, membership fee, subscriptions and other fees payable by Members to the Federation, the time for, and manner of payment, shall be as determined by the Board from time to time. The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

## 9. REGISTER OF MEMBERS

### 9.1 EXECUTIVE DIRECTOR TO KEEP REGISTER

The Executive Director shall keep and maintain a Register of Members in which shall be entered, as soon as practicable after approval for membership or receipt of the relevant information by the Executive Director (as the case may be):

- a) the full name, address, class of membership and date of entry of the name of each Member; and
- b) the full name, address and date of entry of the name of each Delegate.

Any member may, at a reasonable time and free of charge, inspect the register of members.

### 9.2 AFFILIATED MEMBERS TO PROVIDE DETAILS

- a) In addition, Affiliated Members shall forward to the Executive Director the registration details of all individuals who are registered as members of the Affiliated Member, for such time as the person remains a financial member or otherwise remains registered as a member of that Affiliated Member.
- b) The details provided under **Rule 5.2(a)** shall include name, address, class of membership, date of entry and such other details as are prescribed by the Federation from time to time, and any changes in membership details or memberships, within 1 month of such changes occurring.
- c) The Federation shall maintain a separate register of individuals and shall be entitled to utilise the details provided under **Rule 5.2(a)** for and in accordance with the objects and purposes of the Federation, in its discretion.

## 10. CESSATION OF MEMBERSHIP

### 10.1 NOTICE OF RESIGNATION

Any Member who has paid all monies due and payable to the Federation may resign from the Federation by giving 1 month's notice in writing to the Federation of such intention to resign and upon the expiration of that period of notice; the Member shall cease to be a member.

### 10.2 EXPIRATION OF NOTICE PERIOD

Upon the expiration of a notice given under **Rule 6.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the Register.

### 10.3 FAILURE TO RE-AFFILIATE

- a) Each Member required to re-affiliate or re-register shall (unless otherwise determined by the Board in its discretion) do so by 30 June of the current Financial Year, in accordance with such procedures as are set down by the Board from time to time. If the Member fails to re-affiliate or re-register, its or his membership shall lapse.
- b) A member is taken to have resigned if
  - i. The member's annual subscription is more than 12 months in arrears; or
  - ii. The secretary has made a written request to the member to confirm that he or she wishes to remain a member; and the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.

### 10.4 FORFEITURE OF RIGHTS

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Federation and its property and assets including Intellectual Property, and shall return any such property and assets in its possession, custody or control to the Federation forthwith.

### 10.5 DELEGATE POSITION LAPSES

The position of Delegate and any position held by the Delegate as a result of him being an appointed Delegate shall lapse immediately on cessation of membership of an Affiliated Member.

## 11. EXPULSION, SUSPENSION OR FINING OF MEMBERS

### 11.1 DISCIPLINARY TRIBUNAL

- a) The Board may delegate its functions, powers or duties in relation to discipline of Members under **Rules 7** and **8**, in accordance with **Rule 21.3** to a Disciplinary Tribunal, comprised of at least 3 persons appointed by the Board from time to time, which 2 persons shall not be Board members, and one of whom shall be nominated as the



chairman of the Disciplinary Committee.

- b) If any matter to be determined by the Disciplinary Tribunal gives rise to a conflict of interest on the part of any member of the Disciplinary Tribunal, the Board may appoint another independent person in his stead for the determination of that matter only.

## 11.2 BREACH OF DISCIPLINE BY MEMBER

A Member shall not:

- a) Breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board;
- b) Act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Federation or the game of football; or
- c) Bring the Federation or the game of football into disrepute.

Grounds for taking disciplinary action

- a) The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—
  - i. Has failed to comply with these Rules; or
  - ii. Refuses to support the purposes of the Association; or
  - iii. Has engaged in conduct prejudicial to the Association.

## 11.3 REPORT OF DISCIPLINARY MATTER

- a) Any Member, official or other interested person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Executive Director.
- b) The Executive Director shall as soon as practicable, but within 7 days, forward written details of the complaint to the Chairman of the Disciplinary Tribunal.

## 11.4 CONSIDERATION OF MATTER

- a) The Disciplinary Tribunal shall, as soon as practicable after the Chairman receives a notice under **Rule 7.3(b)**, investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:
  - i. the matter should be dismissed, because, in its determination, there has been no relevant breach of **Rule 7.2** or the matter is of a trivial nature; or
  - ii. the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- b) If the Disciplinary Tribunal determines the complaint should be dismissed under **Rule 7.4(a) (i)**, it shall, as soon as practicable, give written notice to the complainant of its determination.
- c) If the Disciplinary Tribunal is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- d) The members of the disciplinary subcommittee may be Committee members, members of the Association or anyone else; but must not be biased against, or in favour of, the member concerned

- e) Notice to member, Before disciplinary action is taken against a member, the Secretary must give written notice to the member
  - i. Stating that the Association proposes to take disciplinary action against the member; and
  - ii. Stating the grounds for the proposed disciplinary action; and
  - iii. Specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary Tribunal**); and
  - iv. Advising the member that he or she may do one or both of the following—
  - v. Attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
  - vi. Give a written statement to the disciplinary subcommittee at any time before the disciplinary tribunal; and
  - vii. Setting out the member's appeal rights under rule 23.
  - viii. The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary tribunal is held.

## 11.5 MEETING OF DISCIPLINARY TRIBUNAL

The Disciplinary Tribunal may conduct the meeting convened in accordance with **Rule 7.4(c)** in such manner as it sees fit, but shall:

- a) Give the Member every opportunity to be heard;
- b) Give due consideration to any written statement submitted by the Member;
- c) Allow the Member to be present along with an adult representative (if required), which representative shall not be legally trained or qualified; and
- d) By resolution determine whether to dismiss or uphold the complaint;
- e) And may:
- f) Request and/or require the complainant or any other witness to attend the meeting and/or provide such evidence as is available.

## 11.6 DISCIPLINARY TRIBUNAL RESOLUTION

The Disciplinary Committee, having had regard to any submission or evidence of the Member, may by resolution:

- a) take no further action against the member; or
- b) subject to subrule (3)—
  - i. reprimand the member; or
  - ii. suspend the membership rights of the member for a specified period; or
  - iii. expel the member from the Association.
- c) The disciplinary subcommittee may not fine the member.
- d) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

## 11.7 APPEAL RIGHTS

- a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 22 may give notice to

the effect that he or she wishes to appeal against the suspension or expulsion.

- b) The notice must be in writing and given—
  - i. to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - ii. to the Secretary not later than 48 hours after the vote.
- c) If a person has given notice under subrule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- d) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - i. specify the date, time and place of the meeting; and
  - ii. state—
  - iii. the name of the person against whom the disciplinary action has been taken; and
  - iv. the grounds for taking that action; and
  - v. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **11.8 CONDUCT OF DISCIPLINARY APPEAL MEETING**

- a) At a disciplinary appeal meeting—
  - i. no business other than the question of the appeal may be conducted; and
  - ii. the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - iii. the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- b) After complying with subrule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- c) A member may not vote by proxy at the meeting.
- d) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.
- e) If at the Board meeting:
  - i. A resolution of the Board is passed confirming the resolution the resolution is confirmed;
  - ii. A resolution of the Board is passed varying the resolution, including in respect of the penalty imposed, the resolution is confirmed with such variation as is determined appropriate by the Board.

## **12. GRIEVANCE PROCEDURE**

### **12.1 NOTICE OF DISPUTE**

- a) Any Member, Board member, Affiliated Member, official or other interested person may give written notice of a dispute (not being a disciplinary matter within the meaning of **Rule 7.1**):

- i. Between Members; or
  - ii. Within an Affiliated Member; or
  - iii. Between a Member or Members and the Association, or
  - iv. Between a member and the Association
- b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- c) The Executive Director shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- d) If requested by any one or more parties to the dispute, the Executive Director shall act to facilitate the arrangement of the meeting.

## 12.2 DISPUTE REFERRED TO MEDIATION

If the parties are unable to resolve the dispute at the meeting or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediation and must within ten days:

- a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 26, the parties must within 10 days—
  - i. notify the Committee of the dispute; and
  - ii. agree to or request the appointment of a mediator; and
  - iii. attempt in good faith to settle the dispute by mediation.

## 12.3 APPOINTMENT OF MEDIATOR

If the matter proceeds to mediation an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) , which mediator shall be:

- a) a person having knowledge and expertise in relation to sport and the subject matter of the dispute; and
- b) a person agreed by the parties, or
- c) in the absence of agreement:
  - i. in the case of a dispute between Members or within an Affiliated Member, a Board member appointed by the President; or
  - ii. in the case of a dispute between a Member or Members and the Association, a mediator appointed by the National Sports Dispute Centre or such other independent mediation service as is determined appropriate by the President of the Australian and New Zealand Sports Law Association Inc.

## 12.4 MEDIATION PROCEDURE

- a) The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.

- b) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
  - i. Give to the parties every opportunity to be heard;
  - ii. Allow due consideration by all parties of any written statement submitted by any party;
  - iii. Allow each of the parties to have such representative as they see fit; and
  - iv. Otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- c) The costs of the mediation shall be equally borne by the parties.
- d) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- e) If the dispute referred to mediation in accordance with **Rule 8.2** is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

## PART II – MEETINGS OF THE ASSOCIATION

### 13. ANNUAL GENERAL MEETINGS

#### 13.1 ANNUAL GENERAL MEETING TO BE HELD

The Federation shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act within five months of the end of each financial year. The Committee may determine the date, time and place of the annual general meeting.

#### 13.2 ORDINARY BUSINESS

The ordinary business of the Annual General Meeting shall be to:

- a) Confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- b) Receive from the Board and other officers, reports upon the transactions of the Federation during the last preceding year;
- c) Elect Board members, vote on Patrons and appoint an auditor/accountant; and
- d) Receive and consider the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act.

#### 13.3 ENTITLEMENT TO VOTE AND BE PRESENT

The only persons entitled to be present, debate or vote at Annual General Meetings of the Federation shall be those Members or other persons entitled to be present or vote under the Act or **Rule 16.1**. The Board may allow additional persons (not otherwise entitled) to be present in its sole discretion.

### 14. SPECIAL GENERAL MEETINGS

#### 14.1 SPECIAL GENERAL MEETINGS MAY BE HELD

The Board may, whenever it thinks fit convene a Special General Meeting of the Federation and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting. General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 32 and the majority of members at the meeting agree.

- a) The Committee may convene a special general meeting whenever it thinks fit.
- b) No business other than that set out in the notice under rule 32 may be conducted at the meeting.

## **14.2 SPECIAL GENERAL MEETING HELD AT REQUEST OF MEMBERS**

- a) The Committee must convene a special general meeting if a request to do so is made by at least 10% of the total number of members.
- b) A request for a special general meeting must—
  - i. be in writing; and
  - ii. state the business to be considered at the meeting and any resolutions to be proposed; and
  - iii. include the names and signatures of the members requesting the meeting; and
  - iv. be given to the Secretary.
- c) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- d) A special general meeting convened by members
  - i. must be held within 3 months after the date on which the original request was made; and
  - ii. may only consider the business stated in that request.
- e) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting

## **15. NOTICE OF MEETINGS**

### **15.1 NOTICE OF GENERAL MEETINGS**

- a) The Secretary (or, in the case of a special general meeting convened under rule 32(3), the members convening the meeting) must give to each member of the Association—
  - i. At least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - ii. At least 14 days' notice of a general meeting in any other case.
- b) The notice must—
  - i. Specify the date, time and place of the meeting; and
  - ii. Indicate the general nature of each item of business to be considered at the meeting; and
  - iii. If a special resolution is to be proposed—
    - 1. State in full the proposed resolution; and
    - 2. State the intention to propose the resolution as a special resolution; and
    - 3. Comply with rule 34(5).
- c) This rule does not apply to a disciplinary appeal meeting.

### **15.2 BUSINESS OF MEETING**

- a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- b) A Member desiring to bring any business before a meeting shall give at least 14 days' notice in writing of that business to the Executive Director who shall include that business in a notice calling the next Meeting after the receipt of the notice.

## 16. PROCEEDINGS AT MEETINGS

### 16.1 SPECIAL BUSINESS

- a) All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.
- b) Proxies
  - i. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary appeal meeting.
  - ii. The appointment of a proxy must be in writing and signed by the member making the appointment.
  - iii. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.
  - iv. If the Committee has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
  - v. Notice of a general meeting given to a member under rule 33 must—
    - 1. State that the member may appoint another member as a proxy for the meeting; and
    - 2. Include a copy of any form that the Committee has approved for the appointment of a proxy.
  - vi. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
  - vii. A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting.
- c) Use of technology
  - i. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
  - ii. For the purposes of this Part, a member participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### 16.2 QUORUM

- a) No item of business shall be transacted at a Special General Meeting or the Annual General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is



- considering that item.
- b) Two-thirds of Affiliated Members present (by their Delegates) and entitled to vote constitute a quorum for the transaction of the business at a Special General Meeting or the Annual General Meeting.
  - c) If within half an hour after the appointed time for the commencement of a Special General Meeting or the Annual General Meeting, a quorum is not present, the meeting:
    - i. If convened upon the requisition of Members, shall be dissolved; and
    - ii. In any other case-
    - iii. The meeting must be adjourned to a date not more than 21 days after the adjournment; and
    - iv. Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
  - d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under subrule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

### **16.3 ADJOURNMENT OF GENERAL MEETING**

- a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- b) Without limiting subrule (1), a meeting may be adjourned—
  - i. If there is insufficient time to deal with the business at hand; or
  - ii. To give the members more time to consider an item of business.
- c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 33.

### **16.4 VOTING AT GENERAL MEETING**

- a) On any question arising at a general meeting—
  - i. Subject to subrule (3), each member who is entitled to vote has one vote; and
  - ii. Members may vote personally or by proxy; and
  - iii. Except in the case of a special resolution, the question must be decided on a majority of votes.
- b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- c) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- d) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 24.

## **16.5 SPECIAL RESOLUTIONS**

- a) A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution. In addition to certain matters specified in the Act, a special resolution is required—
  - i. To remove a committee member from office ;
  - ii. To alter these Rules, including changing the name or any of the purposes of the Association.

## **16.6 MINUTES OF GENERAL MEETING**

- a) The Committee must ensure that minutes are taken and kept of each general meeting.
- b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- c) In addition, the minutes of each annual general meeting must include—
  - i. The names of the members attending the meeting; and
  - ii. Proxy forms given to the Chairperson of the meeting under rule 34(6); and
  - iii. The financial statements submitted to the members in accordance with rule 30(4)(b)(ii); and
  - iv. The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - v. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **17. CHAIRMAN AT MEETINGS**

### **17.1 PRESIDENT TO CHAIR**

- a) The President shall preside as Chairman at each Meeting of the Federation.

### **17.2 WHERE PRESIDENT ABSENT**

- a) If the President is absent from a Meeting or is unwilling or unable to act, the Vice-President shall preside as Chairman of the meeting, but if the Vice-President is absent or unwilling or unable to act, the Board Members present shall elect 1 of their number to preside as Chairman at the meeting.

## **18. ADJOURNMENT OF MEETINGS**

### **18.1 CHAIRMAN MAY ADJOURN MEETING**

- a) The Chairman of a Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and

place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

## 18.2 FURTHER NOTICE

- a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the Special General Meeting or the Annual General Meeting.
- b) Except as provided in **Rule 14.2(1)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## 19. RIGHTS IN SPECIAL GENERAL MEETING OR THE ANNUAL GENERAL MEETING

### 19.1 VOTING AND OTHER RIGHTS

Subject to these Rules, Members (and other persons) shall have the following rights in Special General Meeting or the Annual General Meetings:

- a) except as provided in **Rule 13.2**, Board members shall not be entitled to vote, but shall be entitled to be present and participate in debate, at Special General Meeting or the Annual General Meetings of the Federation;
- b) Affiliated Members shall be entitled to appoint 1 Delegate, each of whom shall be entitled to 1 vote and shall be entitled to participate in debate, for and on behalf of his Affiliated Member at Special General Meeting or the Annual General Meetings of the Federation;
- c) Life Members shall not be entitled to vote, but shall be entitled to participate in debate, at Special General Meeting or the Annual General Meetings of the Federation;
- d) the voting and other rights of any new class of Members shall be fixed by the Board in accordance with **Rule 3.2**; and
- e) the auditor and approved consultants, advisers or other persons shall be entitled to attend a General Meeting, and shall be entitled to address the Special General Meeting or the Annual General Meeting if called upon.

### 19.2 VOTING PROCEDURE

- a) Subject to **Rule 15.6** all votes shall be given personally or by proxy.
- b) A question arising at a Special General Meeting or the Annual General Meetings of the Federation shall be determined on a show of hands.
- c) In the case of an equality of voting on a question, the Chairman of the meeting may exercise a second or casting vote.
- d) A Member is not entitled to vote at any Special General Meeting or the Annual General Meeting unless all monies due and payable to the Federation have been paid, other than the amount of the affiliation fee (if any) payable in respect of the current financial year.

### 19.3 DETERMINING WHETHER RESOLUTION CARRIED

- a) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been
  - i. Carried; or
  - ii. Carried unanimously; or
  - iii. Carried by a particular majority; or
  - iv. Lost
- b) An entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- c) If a poll (where votes are cast in writing) is demanded by three or more members on any question
  - i. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
  - ii. The Chairperson must declare the result of the resolution on the basis of the poll.
- d) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- e) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

### 19.4 POSTAL VOTING

- a) Postal voting may be held from time to time in such instances as the Board may determine, which shall not include any matter which must be passed by a Special Resolution, and such postal voting shall be held in accordance with procedures prescribed by the Board.
- b) Postal voting papers for such matters as the Board determines are appropriate from time to time shall be given to all Members whose address stated on the Register is outside a 32 kilometre radius of the General Post Office, Melbourne.
- c) In respect of postal voting on the election of Board members of the Federation, the Members acknowledge that they waive the right to vote on any potential nominee other than those nominees named in the ballot paper, and to the extent of any inconsistency between the voting paper and the nominees for election, the Members agree that their postal vote may be void.
- d) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

## PART III - BOARD OF MANAGEMENT

### 20. BOARD OF MANAGEMENT

#### 20.1 POWERS OF BOARD

- a) The affairs of the Federation shall be managed by a Board of Management constituted under **Rule 16.2**.
- b) Subject to these Rules and the Act, the Board:
  - i. Shall control and manage the business and affairs of the Federation;
  - ii. May exercise all such powers and functions as may be exercised by the Federation other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
  - iii. Has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Federation.

#### 20.2 BOARD CONSTITUTION

- a) The Board members shall be:
  - i. a President; and
  - ii. A Vice President; and
  - iii. A Secretary; a Secretary; and
  - iv. a Treasurer; and
  - v. up to 7 Board Members;
- b) who shall be officers of the Association elected at an Annual General Meeting ("elected Board Members") and;
- c) up to two further persons who, in the discretion of the elected Board members, have demonstrated expertise in an area desirable for the Board, and who accept an invitation (if any) by the elected Board Members (on taking up office) to sit as Board members. These members bring their expertise to the Board but have no voting rights.
- d) An "**Executive Director**" may be appointed by the Board as the Executive Director of the Federation to assist the Board in the day to day administration of the functions of the Association. The Executive Director shall be entitled to attend all Board Meetings, and debate and otherwise participate in meetings of the Board, but shall not be a Board member and shall have no entitlement to vote on any decision taken by the Board
- e) Those persons entitled to remain in office as Board members at the General Meeting at which these Rules are adopted shall remain in office for such term as will ensure ongoing compliance with **Rule 16.2(5)**, at the next Annual General Meeting after the adoption of these Rules.
- f) Each elected Board member shall, subject to these rules, hold office for one year. Each elected Board member shall be eligible for re-election. Each appointed Board member shall, subject to these Rules be appointed for such term as is considered appropriate by the elected Board members (being no less than 6 months) and shall be eligible for

re-appointment

## 20.3 GENERAL DUTIES

- a) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these Rules and the Act.
- b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these Rules.
- c) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- d) Committee members must exercise their powers and discharge their duties—
  - i. In good faith in the best interests of the Association; and
  - ii. For a proper purpose.
- e) Committee members and former committee members must not make improper use of
- f) Their position; or
- g) Information acquired by virtue of holding their position
- h) So as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- i) In addition to any duties imposed by these Rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

## 20.4 PRESIDENT AND VICE-PRESIDENT

- a) Subject to subrule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- b) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
- c) In the case of a general meeting—a member elected by the other members present; or
- d) In the case of a committee meeting—a committee member elected by the other committee members present.

## 20.5 SECRETARY

- a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- b) Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.
- c) The Secretary must—
  - a. Maintain the register of members in accordance with rule 18; and
  - b. Keep custody of the common seal (if any) of the association and, except for the financial records referred to in rule 70(3), all books, documents and securities of the association in accordance with rules 72 and 75; and
  - c. Subject to the act and these rules, provide members with access

- to the register of members, the minutes of general meetings and other books and documents; and
- d. Perform any other duty or function imposed on the secretary by these rules.
- e. The secretary must give to the registrar notice of his or her appointment within 14 days after the appointment.

## **20.6 TREASURER**

- a) The Treasurer must—
  - i. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - ii. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - iii. make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
  - iv. ensure cheques are signed by at least 2 committee members.
- v. The Treasurer must—
- vi. ensure that the financial records of the Association are kept in accordance with the Act; and
- vii. coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- viii. The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

## **20.7 WHO IS ELIGIBLE TO BE A COMMITTEE MEMBER**

- a) A member is eligible to be elected or appointed as a committee member if the member—
  - i. is 18 years or over; and
  - ii. is entitled to vote at a general meeting.
  - iii. Positions to be declared vacant
- b) This rule applies to—
  - i. the first annual general meeting of the Association after its incorporation; or
  - ii. any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- c) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 51 to 54.

## **20.8 NOMINATIONS**

- a) Prior to the election of each position, the Chairperson of the meeting must call for nominations to fill that position.
- b) An eligible member of the Association may—
  - i. Nominate himself or herself; or

- ii. With the member's consent, be nominated by another member.
- c) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## **20.9 ELECTION OF PRESIDENT**

- d) At the annual general meeting, separate elections must be held for each of the following positions—
  - i. President;
  - ii. Vice-President;
  - iii. Secretary;
  - iv. Treasurer.
- e) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- f) If more than one member is nominated, a ballot must be held in accordance with rule 54.
- g) On his or her election, the new President may take over as Chairperson of the meeting.

## **20.10 ELECTION OF ORDINARY MEMBERS**

- a) The annual general meeting must by resolution decide the number of ordinary members of the Committee (if any) it wishes to hold office for the next year.
- b) A single election may be held to fill all of those positions.
- c) If the number of members nominated for the position of ordinary committee member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- d) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 54.

## **20.11 BALLOT**

- a) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- b) The returning officer must not be a member nominated for the position.
- c) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- d) The election must be by secret ballot.
- e) The returning officer must give a blank piece of paper to—
  - i. each member present in person; and
  - ii. each proxy appointed by a member.
- f) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- g) If the ballot is for more than one position—
  - i. the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - ii. the voter must not write the names of more candidates than the number to be elected.



- h) Ballot papers that do not comply with subrule (7)(b) are not to be counted.
- i) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- j) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- k) If the returning officer is unable to declare the result of an election under subrule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - i. conduct a further election for the position in accordance with subrules (4) to (10) to decide which of those candidates is to be elected; or
  - ii. with the agreement of those candidates, decide by lot which of them is to be elected.

## **20.12 TERM OF OFFICE**

- a) Subject to subrule (3) and rule 56, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- b) A committee member may be re-elected.
- c) A general meeting of the Association may—
  - i. by special resolution remove a committee member from office; and
  - ii. elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- d) A member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- e) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

## **20.13 VACATION OF OFFICE**

- a) A committee member may resign from the Committee by written notice addressed to the Committee.
- b) A person ceases to be a committee member if he or she—
  - i. Ceases to be a member of the Association; or
  - ii. Fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67; or
  - iii. Otherwise ceases to be a committee member by operation of section 78 of the Act.

## **21. FILLING CASUAL VACANCIES**

- a) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - i. Has become vacant under rule 56; or
  - ii. Was not filled by election at the last annual general meeting.
- b) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- c) Rule 55 applies to any committee member appointed by the Committee under subrule (1) or (2).
- d) The Committee may continue to act despite any vacancy in its membership

## **22. NOMINATIONS OF CANDIDATES**

- a) The Board members who fill the positions immediately preceding the annual general meeting will be automatically nominated if he or she wishes to stay on the Board.
- b) Nominations of candidates for election of Board members shall be:
  - i. Made in writing, signed by 2 Delegates of the Federation and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - ii. Delivered to the Federation not less than 1 month of the specified time on announcement of the next AGM before the date fixed for the holding of the Annual General Meeting.
- c) If insufficient nominations are received to fill vacancies for elected members of the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- d) If the number of nominations received is equal to the number of elected vacancies to be filled, the persons nominated shall be deemed to be elected.
- e) If the number of nominations exceeds the number of elected vacancies to be filled, a ballot shall be held.
- f) A ballot for the election of Board members shall be conducted at the Annual General Meeting in such proper and usual manner as the Board may direct.
- g) A nomination of a candidate for election under this clause is valid notwithstanding that the candidate has been nominated for another office for election at the same election provided that once the nominee has been elected to one office on the Committee he shall not be eligible for election to any other office.

## **23. VACANCY ON THE BOARD**

### **23.1 GROUNDS FOR TERMINATION OF POSITION OF BOARD MEMBER**

- a) For the purposes of these Rules, the office of a Board member becomes vacant if the Board member:

- i. being a Delegate, ceases to be a Delegate;
- ii. becomes an insolvent under administration within the meaning of the Corporations Law;
- iii. resigns his office by notice in writing given to the Federation;
- iv. dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- v. in the opinion of the Board, has:
  - 1. acted in a manner unbecoming or prejudicial to the objects and interests of the Federation and/or the sport of football; or
  - 2. brought the Federation, any Member or the sport of football into disrepute;
- vi. is removed by Special Resolution;
- vii. is prohibited from being a director of a company under the Corporations Law; or
- viii. fails to attend 2 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for his absence at such meetings.

## 23.2 REMOVAL OF BOARD MEMBERS BY MEMBERS

- a) The Federation in General Meeting may by resolution remove any Board member, before the expiration of his term of office and appoint another person in his stead to hold office until the expiration of the term of office of the first mentioned Board member.
- b) Where the Board member to whom a proposed resolution referred to in **Rule 18.2(1)** makes representations in writing to the Executive Director or President and requests that such representations be notified to the Members, the Executive Director or the President may send a copy of the representations to each Member or, if they are not so sent, the Board member may require that they be read out at the meeting, and the representations shall be so read.

## 24. LEAVE OF ABSENCE

The Board shall grant a leave of absence to a Board member for a period not exceeding 3 months, on the submission of a written application for such leave to the Executive Director.

## 25. QUORUM AND PROCEDURE AT BOARD MEETINGS

### 25.1 CONVENING A BOARD MEETING

- a) The Board must meet as often as is deemed necessary but at least four times in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit, the dates, times and places determined by the committee.
- b) The President or any four Board members may at any time, and the Executive Director shall, on the requisition of the President or four Board

- members, convene a meeting of the Board within a reasonable time
- c) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
  - d) Notice may be given of more than one committee meeting at the same time.
  - e) The notice must state the date, time and place of the meeting.
  - f) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
  - g) The only business that may be conducted at the meeting is the business for which the meeting is convened.

## **25.2 URGENT MEETINGS**

- a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 59 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- b) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.
- d) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Board member by:
  - i. delivering it to him personally;
  - ii. sending it by prepaid post addressed to him; or
  - iii. sending it by facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),
  - iv. in accordance with the Board member's last notified contact details.

## **25.3 PROCEDURE AND ORDER OF BUSINESS**

- a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- b) The order of business may be determined by the members present at the meeting.

## **25.4 USE OF TECHNOLOGY**

- a) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- b) For the purposes of this Part, a committee member participating in a committee meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 25.5 QUORUM

- a) The quorum for a committee meeting is the presence (in person or as allowed under rule 62) of a majority of the committee members holding office.
- b) No business shall be transacted unless a quorum is present or participating and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week.
- c) In the event of a casual vacancy or vacancies in the office of a Board member or members, the remaining Board members may act but, if the number of remaining Board members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board members to a number sufficient to constitute such a quorum.
- d) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - i. in the case of a special meeting—the meeting lapses;
  - ii. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 59.

## 25.6 PROCEDURES AT MEETINGS

- a) At meetings of the Board:
  - i. the President shall preside; and
  - ii. if the President is absent, or is unwilling or unable to act, the Vice-President shall preside as chairman of the meeting, but if the Vice-President is absent or unwilling or unable to act, the Board shall appoint one of its members to preside for the meeting.
- b) Questions arising at a meeting of the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the persons presiding at the meeting may determine.
- c) Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Board members present and entitled to vote at the meeting shall for all purposes be deemed a determination of the Board. Each Board member shall have 1 vote on any question. The person presiding shall have a casting vote where voting is equal.
- d) Subrule (2) does not apply to any motion or question which is required by these Rules to be passed by an absolute majority of the Committee.
- e) A resolution in writing signed or assented to by facsimile, telex or other form of visible or electronic communication by sufficient Board members (in accordance with these Rules) shall be as valid and effectual as if it had been passed at a physical meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board members.
- f) Without limiting the power of the Board to regulate its meetings as it

thinks fit, a meeting of Board members may be held where one or more of the Board members is not physically present at the meeting, provided that:

- i. all persons present or participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - ii. notice of the meeting is given to all the Board members entitled to notice in accordance with these Rules; and
  - iii. the meeting shall not be invalidated merely because there is no person physically present at the place specified as the location of the meeting.
- g) Voting by proxy is not permitted.

## 25.7 CONFLICT OF INTEREST

- a) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- b) The member—
  - i. must not be present while the matter is being considered at the meeting; and
  - ii. must not vote on the matter.
  - iii. if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
- c) This rule does not apply to a material personal interest—
  - i. that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - ii. that the member has in common with all, or a substantial proportion of, the members of the Association.

## 25.8 MINUTES OF MEETING

- a) The Committee must ensure that minutes are taken and kept of each committee meeting.
- b) The minutes must record the following—
  - i. the names of the members in attendance at the meeting;
  - ii. the business considered at the meeting;
  - iii. any resolution on which a vote is taken and the result of the vote;
  - iv. any material personal interest disclosed under rule 65.

## 25.9 DELEGATED POWERS AND DUTIES

- a) In addition to the normal duties to be carried out by Board members in accordance with these Rules, the Board may determine that the Board members shall be responsible for decisions made in respect of a specific portfolio, which portfolios shall be determined by the Board from time to time (and may be varied accordingly).
- b) If the Board elects to operate under the portfolio system in **Rule 21.2(1)**

above:

- i. each Board member may act as he sees fit in respect of the matters delegated to him under his portfolio, subject always to the Rules, by-laws and policies of the Federation, and any applicable financial or other parameters imposed by the Board, from time to time;
- ii. each Board member shall provide a written report of matters specific to his portfolio at each Board Meeting, or at such other times as requested by the President;
- iii. each Board member may seek the assistance of any other Board members in carrying out his responsibilities in respect of his portfolio; and
- iv. the Board may hear or review submissions from Members, and may amend or repeal any decision made by a Board member, in respect of a Board member's specific portfolio.

## 25.10 COMMITTEES

- a) The Board may delegate any of its functions, powers or duties (except this power to delegate) to such committee as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- b) The Board shall determine in writing the duties and powers afforded to any committee appointed, and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- c) The President and Executive Director may be ex-officio members of any committee so appointed, at the Board's discretion.
- d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **Rule 20** above.
- e) Within 7 days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the Executive Director.

## 25.11 EXECUTIVE DIRECTOR

The Board shall appoint the Executive Director to carry out the day to day administration of the Federation in accordance with the directions of the Board, on such terms and conditions as the Board thinks fit.

The Executive Director shall be the Secretary of the Federation, ex officio, and shall be responsible to the Board to carry out the functions of the Public Officer in accordance with the Act, for the duration of the appointment as Executive Director.

## **26. FINANCIAL MATTERS**

### **26.1 SOURCE OF FUNDS**

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

### **26.2 MANAGEMENT OF FUNDS**

- a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.
- c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- e) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- f) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **26.3 FINANCIAL RECORDS**

- a) The Association must keep financial records that—
  - i. correctly record and explain its transactions, financial position and performance; and
  - ii. enable financial statements to be prepared as required by the Act.
- b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- c) The Treasurer must keep in his or her custody, or under his or her control—
  - i. the financial records for the current financial year; and
  - ii. any other financial records as authorised by the Committee.

### **26.4 FINANCIAL STATEMENTS**

- a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- b) Without limiting subrule (1), those requirements include—
  - i. the preparation of the financial statements;
  - ii. if required, the review or auditing of the financial statements;
  - iii. the certification of the financial statements by the Committee;



- iv. the submission of the financial statements to the annual general meeting of the Association;
- v. the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **27. SIGNING OF NEGOTIABLE INSTRUMENTS**

All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of up to 4 signatories as designated in writing by the Board from time to time, which signatories may include the Executive Director.

## **28. COMMON SEAL**

- a) The Association must have a common seal and the name of the Association must appear in legible characters on the Common Seal
- b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board .
- c) The Common Seal must be kept in the custody of the Secretary.

## **29. REGISTERED ADDRESS**

- a) The registered address of the Association is—
  - i. the address determined from time to time by resolution of the Committee; or
  - ii. if the Committee has not determined an address to be the registered address—the postal address of the Secretary.

## **30. CUSTODY OF BOOKS**

- a) Except as otherwise provided in these Rules, the Secretary shall keep in his custody or under his control all books, documents and securities of the Federation.
- b) Members may on request inspect free of charge—
  - i. the register of members;
  - ii. the minutes of general meetings
  - iii. subject to subrule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.
- c) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- d) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.

- e) Subject to subrule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record
- f) For purposes of this rule—
  - i. relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—
    - 1. its membership records;
    - 2. its financial statements;
    - 3. its financial records;
    - 4. records and documents relating to transactions, dealings, business or property of the Association.

### **31. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- a) These Rules and the Statement of Purposes of the Federation shall not be altered except by Special Resolution of a General Meeting of the Association in accordance with the Act.
- b) In addition, there shall be no alteration or amendment to Rules 25 or 26 without the consent of the relevant Minister under the Act.

### **32. DISSOLUTION**

- a) Every Member undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Federation contracted before the time at which he or it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding five dollars (\$5.00).
- b) If upon winding up or dissolution of the Federation, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Federation, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Federation and which prohibits the distribution of its or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members and which is similarly exempt from income tax. Such body or bodies shall be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

### **33. AUTHORITY TO TRADE**

The Federation is authorised to trade in accordance with section 51 of the Act.

### 34. INDEMNITY

- a) Every Board member, officer, auditor, manager, employee or agent of the Federation shall be indemnified out of the property and assets of the Federation against any liability incurred by him in his capacity as Board member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him by the Court.
- b) The Federation shall indemnify its Board members, officers, coaches, officials, managers and employees, when acting in an authorised capacity on behalf of the Federation, against all damages and costs (including legal costs) for which any such Board member, officer or employee may be or become liable to any third party in consequence of any act or omission except negligence or wilful misconduct:
  - i. in the case of a Board member or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; and
  - ii. in the case of an employee, performed or made in the course of, and within the scope of his employment by the Federation.

### 35. AUDIT

A qualified auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.

The accounts of the Federation shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once in every year.

### 36. SERVICE OF NOTICES

- a) A notice may be served by or on behalf of the Federation upon any Member either personally or by sending it by post to the Member at his or its address shown in the Register. All notices to an Affiliated Member shall be directed to the Secretary, which person shall be responsible for any further distribution of information within the Affiliated Member, as required, including to the Delegate.
- b) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- c) Notice may be served by email to Members if the Executive Director has been notified of an email address to which the notice may be sent. Where a notice is sent to that email address, which notice is properly addressed, the notice shall,
- d) unless the contrary is proved, be deemed to have been given to the person at the time at which the confirmation record (which confirms the whole notice was sent) shows the notice to have been sent.

## **37. SOURCES OF FUNDS**

The funds of the Federation shall be derived from entrance fees, annual subscriptions, fines, proceeds of sponsorship or marketing, donations, fund raising activities, income derived from business conducted under a trading name and such other sources as the Board determines.

## **38. REGULATIONS**

### **38.1 POWER TO MAKE REGULATIONS**

The Board may make Regulations and/or by-laws and alter, interpret, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations and by-laws shall have the same force and effect as the Rules, but shall not be in any way opposed to or in conflict with the Rules. Such Regulations and by-laws shall be available for inspection in the Federation premises (or other notified place) and duly notified to Members in accordance with these Rules.

### **38.2 LOCAL CHANGES TO THE LAWS OF FOOTBALL**

The Affiliated Members shall apply to the Board to approve any proposed amendment to the Laws of Football (prior to implementation of the amendment by the Affiliated Member) to take account of local conditions or circumstances, and the Board may in its discretion approve any such amendment and shall notify the Affiliated Member of its decision accordingly.

## **39. PATRON**

The Federation at its Annual General Meeting may appoint, annually on the recommendation of the Board, one or more Patrons, subject to the approval of the person concerned