

AFL Masters Victorian Metropolitan Superules Football League Incorporated - As adopted by Special Resolution at the 2023 Annual General Meeting held on 11th December 2023

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Note

The Affiliated Clubs and natural persons who from time to time are Members of the League are an Incorporated Association by the name given in Rule 1 of these Rules.

Under section 46 of the **Associations Incorporation Reform Act 2012**, these Rules are taken to constitute the terms of a contract between the Association and its Members.

PART 1—PRELIMINARY**1 Name**

The name of the Incorporated Association is AFL Masters Victorian Metropolitan Superules Football League Inc. (hereinafter referred to as the “League”) and was formerly known as Masters Australian Football Victorian Metropolitan Superules Football League Inc.

Note

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

2 Purposes

The purposes for which the League is established are to—

- (1) be recognised as the controlling body for Australian Rules Football for players of 35 years of age and over in the Victorian Metropolitan Region; and
- (2) to —
 - (a) promote, advance, cultivate, foster and control the game of Australian Rules Football for players of 35 years of age and over, playing on an amateur basis throughout Australia and elsewhere;
 - (b) to encourage and promote both the playing and coaching of Australian Rules Football and the management of the League in line with the principles of fairness, integrity, inclusivity, gender, cultural and religious diversity and transparency, having regard to the best interests of Australian Rules Football in the League;
 - (c) promote enjoyment and a greater community awareness of football and its contribution to sport generally;
 - (d) promote and hold, either alone or jointly with any other association, club, or persons, football competitions, championships, tournaments, exhibitions, carnivals, meetings and other activities of the League generally;
 - (e) provide sound financial administration;
 - (f) to provide a structure and framework and a system within the League whereby the activities and administration and other functions and purposes of the League can be managed to the maximum extent possible;
 - (g) co-operate with or assist any organisation having objects and purposes similar to those of the League in any manner which may further the interests of football or the League generally;
 - (h) pursue and conduct such programs and projects that relate to football and to the other activities of the League generally;
 - (i) hear and determine (whether by Committee, Tribunal or otherwise) any allegation or complaint or charge involving a breach of the Rules, the By-laws or the Laws of Football or in respect of any matters affecting the interests of football or of the League which may be done, committed or made by or against any Member of the League, or Player or Official of any Affiliated Club, with power to levy or impose fines, suspensions or expulsions or other penalties as prescribed in the Rules or By-laws;
 - (j) 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;
 - (k) ensure that a high standard of the game of football is maintained;
 - (l) develop a sense of sportsmanship and a high degree of proficiency in football

- competitors;
- (m) use and protect the intellectual property, of the League including but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the League;
- (n) collect, distribute and publish information in connection with football;
- (o) strive for governmental, commercial and public recognition of the League and football;
- (p) uphold and ensure adoption of and compliance with the Laws of Football by League Members;
- (q) 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;
- (r) promote and encourage the patronage of football centres through the establishment of high standard of administration, facilities and supervision;
- (s) pursue and conduct such programs and projects that relate to football and to the other activities of the League generally;
- (t) collect and apply the funds of the League in such manner as the League or the board believe to be in the best interest of football and/or the Members;
- (u) promote the health and safety of competitors;
- (v) encourage players to realise their potential and athletic abilities;
- (w) encourage and promote performance-enhancing drug free competition and involvement in the game of football;
- (x) encourage and promote equitable competition and involvement in the game of football; and
- (y) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

3 Financial year

The financial year of the League is each period of 12 months ending on 31 October.

4 Definitions

In these Rules—

Absolute majority, of the Board, means a majority of the Board Members currently holding office and entitled to vote at the time (as distinct from a majority of Board Members present at a Board meeting);

Affiliated Club shall comprise eligible associations and clubs referred to in Rule 8 and approved for membership in accordance with Rule 11;

Chairperson, of a General Meeting or committee meeting, means the person chairing the meeting as required under Rule 46;

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

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

Board Member means a Member of the Board elected or appointed under Division 3 of Part 5;

By-laws means any By-laws made by the Board under Rule 78;

Delegate means a representative of an Affiliated Club in accordance with Rule 11A;

Disciplinary appeal meeting means a meeting of the Members of the League convened under Rule 23(3);

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

Disciplinary sub-committee means the subcommittee appointed under Rule 20;

Financial year means the 12 month period specified in Rule 3;

Football means Australian Rules Football;

General Manager means the person appointed by the Board in accordance with Rule 48A as the

General Manager of the League;

General Meeting means a General Meeting of the Members of the League convened in accordance with Part 4 and includes an Annual General Meeting, a Special General Meeting and a disciplinary appeal meeting;

Intellectual Property means all rights subsisting in copyright, trade names, trademarks, logos, designs, images or service marks relating to the League or the game of football or any event, competition or activity conducted, promoted or administered by the League;

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 League from time to time;

Life Member means an individual appointed as a Life Member of the League under Rule 14A;

Member means a Member of the League;

Member entitled to vote means a Member who under Rule 13(2) is entitled to vote at a General Meeting;

Official Position means a position held by a person in or with an Affiliated Club as referred to in Rule 49 and includes a person who—

- (1) is an employee, manager, coach or assistant coach or who holds a position, whether elected or appointed on the Committee or Board of Management or any subcommittee thereof or equivalent of an Affiliated Club or a body corporate or organisation which is owned or controlled by, or has, directly or indirectly, a material ownership of or financial interest in that Affiliated Club; or
- (2) has, directly or indirectly, a material ownership of or financial interest in that Affiliated Club.

Register means the Register of Members kept in accordance with Rule 18;

Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the League as set out in Sub-Rule 75(6);

Rules means these Rules of the League and includes the Statement of Purposes;

Seal means the common seal of the League and includes any official seal of the League;

Secretary when used in respect of an Affiliated Club means—

- (1) Where a person holds office under the Rules of that Affiliated Club as secretary, to that person; and
- (2) In any other case, to the equivalent officer of that Affiliated Member;

Special Resolution means a resolution that requires not less than three-quarters of the Members voting by their Delegates at a General Meeting, whether in person or by proxy, to vote in favour of the resolution;

Statement of Purposes means the Statement of Purposes setting out the objects and purposes of the League, as varied from time to time;

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

The Registrar means the Registrar of Incorporated Associations.

PART 2—POWERS OF LEAGUE

5 Powers of League

- (1) The League has all the powers set out in, or referenced by, the Act and these Rules and, subject to the Act and these Rules, the League has power to do all things incidental or conducive to the attainment of its purposes and the exercise of its powers.
- (2) Without limiting sub-rule (1), the League may—
 - (a) acquire, hold and dispose of real or personal property;
 - (b) open and operate accounts with financial institutions;
 - (c) invest its money in any security in which trust monies may lawfully be invested;
 - (d) raise and borrow money on any terms and in any manner as it thinks fit;
 - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (f) appoint agents to transact business on its behalf;
 - (g) enter into any other contract it considers necessary or desirable;
 - (h) provide a structure and framework and a system within the League whereby the activities and administration and other functions and purposes of the League can be managed to the maximum extent possible;
 - (i) hear and determine (whether by Committee, Tribunal or otherwise) any allegation or complaint or charge involving a breach of the Rules, the By-laws or the Laws of Football or in respect of any matters affecting the interest of football or of the League which may be done, committed or made by or against any Member of the League, or Player or Official of any Affiliated Club, with power to levy or impose fines, suspensions or expulsions or other penalties as prescribed in the Rules or By-laws;
 - (j) 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;
 - (k) 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 League and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
 - (l) construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the League;
 - (m) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the League or persons frequenting the League's premises;
 - (n) 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 League, 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;
 - (o) receive money on deposit with or without allowance of interest thereon;
 - (p) invest any monies of the League, not immediately required for the purposes of the League, in such manner as may from time to time be determined by the League;
 - (q) 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 League's property or assets present or future and to purchase, redeem or pay off any such securities;

- (r) 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;
- (s) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (t) 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 League;
- (u) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the League;
- (v) make donations for patriotic, charitable or community purposes;
- (w) 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;
- (x) 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 League in the shape of donations, annual subscriptions or otherwise;
- (y) apply the income and assets of the League to the promotion of the purposes of the League;
- (z) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the League and to pay them in return for services rendered to the League, salaries, wages and gratuities;
- (aa) subscribe to any charities and grant donations for any public purpose;
- (bb) 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 League;
- (cc) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the League and for that purpose, utilise any of the assets of or held on behalf of the League;
- (dd) promote any other person or company for any purpose calculated to benefit the League; (ee) 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 League or generally for any purpose calculated to benefit the League; and
- (ff) take out and effect insurance.

6 Not for profit organisation

- (1) The League must not distribute any surplus, income or assets directly or indirectly to its Members.
- (2) Sub-rule (1) does not prevent the League from paying a Member—
 - (a) reimbursement for expenses properly incurred by the Member; or
 - (b) for goods or services provided by the Member—if this is done in good faith on terms no more favourable than if the Member was not a Member.

Note

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

to secure pecuniary profit for its Members.

6A Interpretation clause

- (1) The specification of the purposes of the League in Rule 2, and the powers in Rule 5, 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.
- (2) 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.
- (3) In these Rules, a reference to a document, to the Act, to these Rules and to the By-laws shall include that document, the Act, these Rules or the By-law as amended from time to time.

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

Division 1—Membership

7 Minimum number of Members

The League must have at least 5 Members.

8 Who is eligible to be a Member

The League shall consist of the following Members, all of whom or which must support the purposes of the League—

- (1) Affiliated Clubs which are incorporated pursuant to the Act or which are companies incorporated pursuant to the Corporations Act.
- (2) Members of the Board of the League pursuant to Rule 14A.
- (3) Life Members pursuant to Rule 14.
- (4) Such other class or classes of Members as the League may create pursuant to Rule 8A.

8A Creation of new classes of Membership

The League may, by Special Resolution, create a new class or classes of membership with such rights, privileges and obligations as are set out or described in the Special Resolution creating it or them.

9 Application for membership

- (1) An Incorporated Club or Association under the Act or a Company incorporated pursuant to the Corporations Act may apply to become a Member of the League. It must do so by submitting a written application in the style of a Club Entry Form (which may be varied by the Board as it sees fit) addressed to the General Manager of the League stating that the Incorporated Association or Company (in this Rule referred to as the “Applicant”)—
 - (a) wishes to become a Member of the League;
 - (b) supports the purposes of the League;
 - (c) agrees to comply with these Rules and By-laws; and
 - (d) shall comply with the application procedure set down in Rule 9(2) and Rule 10, and—
 - (i) have as one of its primary purposes, to promote, advance, cultivate, foster and control the game of Australian Rules Football; and
 - (ii) be incorporated.
- (2) The application by way of the Club Entry Form must be—
 - (a) accompanied by a copy of the Applicants Constitution or Rules (where applicable), which must be acceptable to the Board, comply with the Act or other Legislation and substantially conform with the necessary requirements of these Rules;
 - (b) accompanied by the name and details of an person and that person’s signature signifying his or her consent to be the person who nominated by the Applicant to represent the Applicant (as a Delegate) on the basis of the Applicant being successful in becoming a Member;
 - (c) signed by the President or Secretary of the applicant; and
 - (d) accompanied by the joining fee, if applicable.
- (3) For the sake of clarity, no natural person may apply for membership. Natural people may become Members pursuant to the operation of Rules 14 and 14A

Note

The joining fee is the fee (if any) determined by the League under Rule 12(3).

10 Consideration of application

- (1) As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.

- (2) The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Board rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

11 New Membership

- (1) If an application for membership is approved by the Board—
 - (a) the resolution to accept the membership must be recorded in the minutes of the Board meeting;
 - (b) the Board shall determine the appropriate class of membership and the General Manager 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 18; and
 - (c) the General Manager must, as soon as practicable, enter the name, address and other required details of the new Member and the date of becoming a Member, in the Register of Members.
- (2) An applicant becomes a Member of the League and, subject to Rule 13(2), is entitled to exercise rights of membership from the date, whichever is the later, on which—
 - (a) the Board approves the membership; or
 - (b) the joining fee is paid.

11A Delegate of Affiliated Club

- (1) Each Affiliated Club shall be entitled to nominate in writing an Official of the Affiliated Club or such other person authorised in writing by the Affiliated Club (or proposed Affiliated Club) as its representative at meetings of the League.
- (2) Any person nominated under this Rule will be known as a Delegate. All Delegates must be nominated by their respective Affiliated Clubs on the Club Entry Form or such other form as the Board may require.
- (3) In the event that the Affiliated Club desires to alter its Club Delegate it shall notify the General Manager in writing and the newly nominated person will become the Club's Delegate.
- (4) The General Manager shall record any change of Delegate in the Register.

11B Delegate position lapses

- (1) In the event that the Delegate fails to attend two consecutive General Meetings, the Delegate shall be presumed to have vacated the position and the Affiliated Club shall be required to immediately nominate another Delegate.
- (2) Each Delegate shall comply with the directions given by a resolution of the Affiliated Club, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.
- (3) The position of Delegate and any position held by the Delegate as a result of him or her being an appointed Delegate shall lapse immediately on cessation of membership of his or her Affiliated Club.

11C Re-Affiliation

- (1) All Affiliated Clubs are expected to advise the General Manager 7 days before the League's Annual General Meeting of their intention to re-affiliate with the League for the following Season which re-affiliation is to be automatically accepted unless the Affiliated Club is—
 - (a) under suspension;
 - (b) no longer incorporated;
 - (c) has failed to comply with a demand for payment of money owing to the League; or
 - (d) is otherwise unable to meet its obligations to participate as a member of the League.
- (2) At the expected time of re-affiliation, the Affiliated Club must provide or supply—

- (a) if it has held its Annual General Meeting, a list of the members of the Committee of Management of the Affiliated Club, and if they have altered, the full address, mobile telephone number and email address of the—
 - (i) President or Chairperson;
 - (ii) Secretary;
 - (iii) Treasurer; and
 - (iv) Delegate;
 - (b) its expectation of the number of teams it will enter; and
 - (c) such other information as the Board from time to time requires.
- (3) If it has not already done so, an Affiliated Club must provide the information required in sub-rules (1) and (2) above by a subsequent date set by the General Manager or by 1 March of the applicable Season, whichever is the earlier.

11D Failure to Re-affiliate

If an Affiliated Club fails to re-affiliate and comply with Rule 11C (1) and (2), and subsequently fails to comply with Rule 11C (3), its membership shall lapse as from the last date of non-compliance.

11E 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 League and its property and assets including Intellectual Property, and shall return any such property and assets in its, and its Officials', Delegate's and players' possession, custody or control to the League forthwith.

12 Annual subscription and fee on joining

- (1) At a Board meeting held soon after by the League's Annual General Meeting, the Board must determine—
 - (a) the amount of the annual subscription (if any) for the following financial year; and
 - (b) the date for payment of the annual subscription.
- (2) The Board may determine that any new Member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
 - (a) the full annual subscription; or
 - (b) a pro rata annual subscription based on the remaining part of the financial year; or
 - (c) a fixed amount determined from time to time by the League.
- (3) Notwithstanding any other Rule herein the rights of a Member (including the right to vote) that has not paid the annual subscription by the due date or an extended date agreed with the Board are suspended until the subscription is paid.

13 General rights of Members

- (1) A Member of the League who is entitled to vote has the right—
 - (a) to receive notice of General Meetings and of proposed Special Resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at a General Meeting; and
 - (c) to attend and be heard at General Meetings; and
 - (d) to vote at a General Meeting; and
 - (e) to have access to the minutes of General Meetings and other documents of the League as provided under Rule 75; and
 - (f) to inspect the Register of Members.
- (2) A Member is entitled to vote if—
 - (a) the Member is not a Life Member or Board Member (unless that Life Member or Board Member is otherwise entitled to vote by a specific Rule in these Rules);
 - (b) more than 10 business days have passed since it became a Member of the League; and
 - (c) the Member's membership rights are not suspended for any reason.

14 Life Members

- (1) League Members may from time to time nominate a person for Life Membership.
- (2) The Board will consider nominations and decide whether to grant Life Membership to the nominee.
- (3) In order to qualify for Life Membership, the nominee must have rendered substantial, effective and committed service directly to the League, Board and Affiliated Club Members (or any former entity, by whatever name called), for a reasonable and substantial time. Whilst 10 years of service directly to the League would be considered substantial time, a lesser period may be considered in exceptional circumstances.
- (4) The selection criteria as determined by the Board will be an appendix in the Club Manual or otherwise published.
- (5) Life Members shall have the right to receive notice of and attend all General Meetings of the League, to speak at these meetings but shall have no right to vote at any such meeting.

14A Board Members

- (1) Board Members shall be Members of the League for such time only as they hold office.
- (2) Board Members shall have all the rights of membership set out in Rule 13(1) except for the right to vote at any General Meeting unless specifically authorised to do so elsewhere in these Rules, together with the right to do all such things as a Board Member is allowed or required to do by the Act or Rules or is incidental to carrying out the duties and obligations of a Board Member by the Act or the Rules.

15 Rights not transferable

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

16 Ceasing membership

- (1) The membership of a Member ceases on resignation, expulsion or death or otherwise pursuant to the provisions of Section 78 of the Act.
- (2) If a Member ceases to be a Member of the League, the General Manager must, as soon as practicable, enter the date the Member ceased to be a Member in the Register of Members.

17 Resigning as a Member

- (1) A Member may resign by notice in writing given to the League.

Note

Rule 74(3) sets out how notice may be given to the League. It includes by post or by handing the notice to a Member of the Board.

- (2) A Member is taken to have resigned if—
 - (a) the Member's annual subscription is more than 12 months in arrears; or
 - (b) where no annual subscription is payable—
 - (i) the General Manager has made a written request to the Member to confirm that he or she wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

18 Register of Members

- (1) The General Manager must keep and maintain a Register of Members that includes—
 - (a) for each current Member—
 - (i) the Member's name;
 - (ii) the address for notice last given by the Member;
 - (iii) the date of becoming a Member;
 - (iv) if the Member is an Associate Member, a note to that effect;
 - (v) if the Member is an Affiliated Club, the name, address, telephone number,

- email address of the President, Secretary and Delegate;
 - (vi) any other information determined by the Board; and
 - (vii) for each former Member, the date of ceasing to be a Member
- (2) Any Member may, at a reasonable time and free of charge, inspect the Register of Members.

Note

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

Division 2—Disciplinary action

19 Grounds for taking disciplinary action

- (1) In respect to any matters not expressly dealt with in Rules 55 and 56 or in the By-laws, the League may take disciplinary action against a Member in accordance with this Division if it is alleged that the Member—
- (a) has failed, refused or neglected to comply with these Rules or the By-laws;
 - (b) refuses to support the purposes of the League; or
 - (c) has engaged in conduct prejudicial to the League.
- (2) A reference to the “Member” against whom or which the disciplinary action is being taken in this Division includes a player, official or Delegate of a Member and an employee or contractor engaged by the League.

20 Disciplinary sub-committee

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

21 Notice to Member

- (1) Before disciplinary action is taken against a Member, the General Manager must give written notice to the Member—
- (a) stating that the League proposes to take disciplinary action against the Member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary sub-committee intends to consider the disciplinary action (the Disciplinary meeting); and
 - (d) advising the Member that it, he or she may do one or both of the following—
 - (i) attend the disciplinary meeting either personally or through or with a Delegate or other representative, and address the Disciplinary sub-committee at that meeting;
 - (ii) give a written statement to the Disciplinary sub-committee at any time before the disciplinary meeting; and
 - (e) setting out the Member’s appeal rights under Rule 23.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

22 Decision of subcommittee

- (1) At the disciplinary meeting, the Disciplinary sub-committee must—
- (a) give the Member an opportunity to be heard, either personally or through its Delegate or other representative; and
 - (b) consider any written statement submitted by the Member.

- (2) After complying with sub-rule (1), the Disciplinary sub-committee may—
 - (a) take no further action against the Member; or
 - (b) subject to sub-rule (3)—
 - (i) reprimand the Member; or
 - (ii) suspend the membership rights of the Member for a specified period; or
 - (iii) expel the Member from the League.
- (3) The Disciplinary sub-committee may not fine the Member.
- (4) The suspension of membership rights or the expulsion of a Member by the Disciplinary sub-committee under this Rule takes effect immediately after the vote is passed.

23 Appeal rights

- (1) A Member whose membership rights have been suspended or who has been expelled from the League under Rule 22 may give notice to the effect that it, he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
 - (a) to the Disciplinary sub-committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the General Manager not later than 48 hours after the vote.
- (3) If a Member has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each Member of the League who is entitled to vote as soon as practicable and must—
 - (a) specify the date, time and place of the meeting; and
 - (b) state—
 - (i) the name of the Member against whom the disciplinary action has been taken; and
 - (ii) the grounds for taking that action; and
 - (iii) that at the disciplinary appeal meeting the Delegates for the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

24 Conduct of disciplinary appeal meeting

- (1) At a disciplinary appeal meeting—
 - (a) no business other than the question of the appeal may be conducted; and
 - (b) the Board must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (c) the Member whose membership has been suspended or who has been expelled must be given an opportunity to be heard either personally or through its Delegate or other representative.
- (2) After complying with sub-rule (1), the Delegates for the Members who are actually 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 Member should be upheld or revoked.
- (3) A Member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three-quarters of the Members voting through their Delegates voting at the meeting vote in favour of the decision.

Division 3—Grievance procedure

25 Application

- (1) The grievance procedure set out in this Division applies to disputes, (other than a dispute in relation to or arising from the removal of a Board Member pursuant to Rules 55 and 56 or the By-laws or the disciplinary procedures referred to in sub-rule (2)), under these Rules between—
 - (a) a Member and another Member;

- (b) a Member and the Board;
 - (c) a Member and the League.
- (2) A Member must not initiate or maintain a grievance procedure in relation to a matter that is the subject of a disciplinary procedure pursuant to these Rules or the By-laws until the disciplinary procedure has been completed.
- (3) A reference to a “Member” being the subject to the Grievance procedure in this Division includes a player, official or Delegate of a Member and an employee or contractor engaged by the League.

26 Parties must attempt to resolve the dispute

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

27 Appointment of mediator

- (1) 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—
 - (a) notify the Board of the dispute; and
 - (b) agree to or request the appointment of a mediator; and
 - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement—
 - (i) if the dispute is between a Member and another Member—a person, who may be a Board Member appointed by the President; or
 - (ii) if the dispute is between a Member and the Board or the League—a person appointed or employed by the Dispute Settlement Centre of Victoria or the National Sports dispute centre or such other mediation service as is determined by the President of the Australian and New Zealand Sports Law Association Inc.
- (3) A mediator appointed by the Board may be a Member or former Member of the League but in any case must not be a person who—
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.

28 Mediation process

- (1) The mediator to the dispute, in conducting the mediation, must—
 - (a) give each party every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties throughout the mediation process; and
 - (d) Allow each party to have such representation as they see fit; and
 - (e) The parties shall each bear their own costs of the mediation but the costs of the mediator and the mediation service shall be borne equally.
- (2) The parties to the dispute must act in good faith to settle the dispute by mediation.
- (3) The mediator must not determine the dispute.

29 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, there shall be no further complaint or Appeal under these Rules or By-laws, but the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE LEAGUE

30 Annual General Meetings

- (1) The Board must convene an Annual General Meeting of the League to be held within 5 months after the end of each financial year.
- (2) Despite sub-rule (1), the League may hold its first Annual General Meeting at any time within 18 months after its incorporation.
- (3) The Board may determine the date, time and place of the Annual General Meeting.
- (4) The ordinary business of the Annual General Meeting is as follows—
 - (a) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then;
 - (b) to receive and consider—
 - (i) the annual report of the Board on the activities of the League during the preceding financial year; and
 - (ii) the financial statements of the League for the preceding financial year submitted by the Board in accordance with Part 7 of the Act;
 - (c) to elect the Members of the Board;
 - (d) to appoint Auditors and, if appropriate, Patrons.
- (5) The Annual General Meeting may also conduct any other business of which notice has been given in accordance with these Rules.

31 Special General Meetings

- (1) Any General Meeting of the League, other than an Annual General Meeting or a disciplinary appeal meeting, is a Special General Meeting.
- (2) The Board may convene a Special General Meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under Rule 33 may be conducted at the meeting.

Note

General business may be considered at the meeting if it is included as an item for consideration in the notice under Rule 33 and the majority of Members at the meeting agree.

32 Special General Meeting held at request of Members

- (1) The Board must convene a Special General Meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of Members.
- (2) A request for a Special General Meeting must—
 - (a) be in writing; and
 - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
 - (c) include the names and signatures of the Members requesting the meeting; and
 - (d) be given to the General Manager.
- (3) If the Board does not convene a Special General Meeting within one month after the date on which the request is made fixing the date for holding the Meeting within three months after the date on which the request was made, the Members making the request (or any of them) may convene the Special General Meeting.
- (4) A Special General Meeting convened by Members under sub-rule (3)—
 - (a) must be held within 3 months after the date on which the original request was made; and
 - (b) may only consider the business stated in that request.
- (5) The League must reimburse all reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule (3).

33 Notice of General Meetings

- (1) The General Manager (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 League—
- (a) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or at least 14 days' notice of a General Meeting in any other case.
- (2) The notice must—
- (a) specify the date, time and place of the meeting; and
 - (b) indicate the general nature of each item of business to be considered at the meeting; and
 - (c) if a Special Resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a Special Resolution; and
 - (d) comply with Rule 34(5).
- (3) This Rule does not apply to a disciplinary appeal meeting.
- (4) Any Member entitled to vote at a General Meeting (whether it be an Annual General Meeting or a Special General Meeting) shall be entitled to bring any business before the meeting provided the Member gives at least 21 day's written notice of the business to the General Manager who must then include the business in a Notice to all Members as an agenda item at the Meeting.

Note

Rule 23(4) sets out the requirements for notice of a disciplinary appeal meeting.

34 Proxies

- (1) A Member may appoint another Member or another Delegate or a Delegate of another Affiliated Club as its, his or her proxy to vote and speak on its, his or her behalf at a General Meeting other than at a disciplinary appeal meeting.
- (2) The appointment of a proxy must be in writing and signed by the Member making the appointment or set out in an email from the Member.
- (3) The Member appointing the proxy may give specific directions as to how the proxy is to vote on its, his or her behalf, otherwise the proxy may vote on behalf of the Member in any matter as he or she sees fit.
- (4) If the Board has approved a form for the appointment of a proxy, the Member may nevertheless use any other form that clearly identifies the person appointed as the Member's proxy and that has been signed by the Member or an email.
- (5) Notice of a General Meeting given to a Member under Rule 33 must—
 - (a) state that the Member may appoint another Member as a proxy for the meeting;
 - (b) include a copy of any form that the Board has approved for the appointment of a proxy; and
 - (c) state that the appointment as a proxy may be made by email pursuant to sub-rule (2).
- (6) A form or an email appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
- (7) A form or an email appointing a proxy sent by post or electronically is of no effect unless it is received by the League or the General Manager before the commencement of the meeting.

35 Use of technology

- (1) A Member or a Delegate of 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 Delegate and the Members and Delegates present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a Member participating in a General Meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the Delegate for the Member votes at the meeting, is taken to have voted in person.

36 Quorum at General Meetings

- (1) No business may be conducted at a General Meeting unless a quorum of Members is present.
- (2) The quorum for a General Meeting is the presence (physically, by proxy or as allowed under Rule 35) of two-thirds of the Members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting—
 - (a) in the case of a meeting convened by, or at the request of, Members under Rule 32— the meeting must be dissolved;

Note

If a meeting convened by, or at the request of, Members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If Members wish to have the business reconsidered at another special meeting, the Members must make a new request under Rule 32.

- (b) in any other case—
 - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a General Meeting has been adjourned under sub-rule (3)(b), the Members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

37 Adjournment of General Meeting

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Delegates for the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Members more time to consider an item of business.

Example

The Members may wish to have more time to examine the financial statements submitted by the Board at an Annual General Meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this Rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 33.

38 Voting at General Meeting

- (1) On any question arising at a General Meeting—
 - (a) subject to sub-rule (3), each Delegate of a Member who is entitled to vote has one vote; and
 - (b) Delegates may vote personally or by proxy; and
 - (c) except in the case of a Special Resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only Delegates who were present at that meeting may vote.
- (4) This Rule does not apply to a vote at a disciplinary appeal meeting conducted under Rule 24.

39 Special Resolutions

A Special Resolution is passed if not less than three-quarters of the Delegates for the Members voting at a General Meeting (whether in person or by proxy) vote in favour of the resolution.

Note

In addition to certain matters specified in the Act, a Special Resolution is required—

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

40 Determining whether resolution carried

- (1) 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—
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost—
 - (e) and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more Delegates of Members on any question—
 - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
 - (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

41 Minutes of General Meeting

- (1) The Board must ensure that minutes are taken and kept of each General Meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each Annual General Meeting must include—
 - (a) the names of the Delegates attending the meeting; and
 - (b) proxy forms given to the Chairperson of the meeting under Rule 34(6); and
 - (c) the financial statements submitted to the Members in accordance with Rule 30(4)(b)(ii); and
 - (d) the certificate signed by two Board Members certifying that the financial statements give a true and fair view of the financial position and performance of the League; and
 - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5—BOARD

Division 1—Powers of Board

42 Role and powers

- (a) The business and affairs of the League must be managed by or under the direction of a Board.
- (b) The Board may exercise all the powers of the League and 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 League except those powers that these Rules or the Act require to be exercised by General Meetings of the Members of the League.
- (c) The Board may—
- (d) appoint and remove staff and contractors including the General Manager appointed pursuant to Rule 48A;
- (e) establish sub-committees consisting of one or more people with terms of reference it considers appropriate;
- (f) the President, unless the Board decides to the contrary, is as an ex-officio Member of each sub-committee.

42A Powers of the League in General Meeting

- (1) Notwithstanding Rule 42, Delegates for Affiliated Clubs may resolve at any Annual General Meeting or Special General Meeting that—
 - (a) any resolution or decision of the Board be revoked, varied or amended;
 - (b) the Board be directed to act or to refrain from acting in a specified way on any particular matter.
- (2) Upon the passing of any resolution by the Delegates of the Affiliated Clubs pursuant to Rule 42A(1), the resolution or decision of the Board shall be revoked, varied or amended accordingly or the Board shall act or refrain from acting in a specified way on a particular matter, as the case may be. Provided that—
 - (a) any resolution of the Club Delegates pursuant to Rule 42A(1) will only have effect if it is passed by a majority of at least three-quarters of Delegates present at the Annual General Meeting or Special General Meeting;
 - (b) Rule 42A will not apply with respect to resolutions, decisions or actions of the Board, or to be made by the Board, in relation to any disciplinary matter pursuant to Rules set out in Division 2 of Part 2 or any resolution of the Board pursuant to Rules set out in Division 3 of Part 2.

43 Delegation

- (1) The Board may delegate to a Member of the Board, a subcommittee or staff or appropriate person, any of its powers and functions other than—
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

Division 2—Composition of Board and duties of Members

44 Composition of Board

The Board consists of—

- (1) a President; and
- (2) a Vice-President; and
- (3) a Secretary; and

- (4) a Treasurer; and
- (5) up to 5 General Board Members

44A Gender Equity

- (1) The Directors must use reasonable endeavours to ensure no one gender constitutes more than 60% of the total number of Directors.

45 General Duties

- (1) As soon as practicable after being elected or appointed to the Board, each Board Member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the League complies with the Act and that individual Members of the Board comply with these Rules.
- (3) Board Members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board Members must exercise their powers and discharge their duties—
 - (a) in good faith in the best interests of the League; and
 - (b) for a proper purpose.
- (5) Board Members and former Board Members must not make improper use of—
 - (a) their position; or
 - (b) information acquired by virtue of holding their position—
 - (c) so as to gain an advantage for themselves or any other person or to cause detriment to the League.
- (6) In addition to any duties imposed by these Rules, a Board Member must perform any other duties imposed from time to time by resolution at a General Meeting.

Note

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

46 President and Vice-President

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any General Meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
 - (a) in the case of a General Meeting—a Board Member or Delegate elected by the other Members present; or
 - (b) in the case of a Board meeting—a Board Member elected by the other Board Members present.

47 Secretary

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

Example

Under the Act, the secretary of an Incorporated Association is responsible for lodging documents of the association with the Registrar

- (2) The Secretary must perform other duty or function imposed on the Secretary by these Rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

48 Treasurer

- (1) The Treasurer must ensure that all necessary policies and protocols are put in place to—
 - (a) receive all moneys paid to or received by the League and issue receipts for those moneys in the name of the League; and
 - (b) ensure that all moneys received are paid into the account of the League within 5

- working days after receipt; and
- (c) make any payments authorised by the Board or by a General Meeting of the League from the League's funds; and
- (d) ensure cheques and other payments are made in accordance with the requirements set out in Rule 69(4).
- (2) The Treasurer must ensure that all necessary policies and protocols are put in place to—
 - (a) ensure that the financial records of the League are kept in accordance with the requirements of Rule 70(3) and the Act; and
 - (b) coordinate the preparation of the financial statements of the League and their certification by the Board prior to their submission to the Annual General Meeting of the League as further set out in Rule 71(1), 71(2)(a)-(d) and 71(3) and (4).
- (3) The Treasurer must ensure that at least one other Board Member has access to the accounts and financial records of the League.

48A General Manager

- (1) The Board shall appoint a General Manager of the League (to be known as the “General Manager”) who shall be—
 - (a) an employee of or a contractor engaged by the League;
 - (b) entitled to remuneration, a term of employment and other employment benefits as the Board may determine from time to time;
 - (c) responsible for the day-to-day administration and the football operational activities of the League, together with the management of any other employees, staff, contractors or volunteers in accordance with and under the directions of the Board and on such terms, conditions and restrictions as the Board thinks fit;
 - (d) responsible for arranging, attending, recording and keeping all minutes of General Meetings of the League and the Board including all duly appointed sub-committees and a record of the names of persons present at the meetings and the other matters referred to in, and which are required to be recorded in Rule 41 and Rule 66;
 - (e) responsible, but subject to the Direction of the Treasurer, for the collection and receipt of all monies due to the League;
 - (f) responsible, but subject to the Direction of the Treasurer, for the custody and maintenance of correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditures connected with the activities of the League;
 - (g) responsible for making such payments and purchases as authorised by the Board pursuant to Rule 69(3) and (4);
 - (h) responsible for the safe retention and storage of all documents as required by these Rules including, but not limited to the documents listed or referred to in Rule 41, Rule 66, Rule 69, Rule 70(1) and (2), Rule 71, Rule 72 and Rule 75;
 - (i) keeping and maintaining the Register of Members required by Rule 18 and arranging and supervising the inspection thereof by Members;
 - (j) arranging and supervising the inspection of books and documents pursuant to Rule 75; and
 - (k) Carrying out or performing any other duties required by these Rules or by the Board.
- (2) If the General Manager dies, is removed from office by the Board or is unable to fulfil his or her responsibilities, the Board will—
 - (a) appoint an alternative person as General Manager; or
 - (b) appoint a Board member or Board Members to exercise the powers and duties of the General Manager; or
 - (c) exercise the powers and duties of the General Manager under these Rules itself.

Division 3—Election of Board Members and Tenure of Office

49 Who is eligible to be a Board Member

Subject to the operation of sub-paragraph (4), a person is eligible to be elected or appointed as a Board Member if the person—

- (1) is 18 years or over; and
- (2) supports the purposes of the League; and
- (3) would not, if elected to the Board and therefore becomes a Member of the League, be liable to be removed from office or be expelled from membership of the League for being in breach of any Rule in these Rules or any provision of the Act or otherwise be liable for removal as a Board Member or expulsion by operation of the Rules or the Act.
- (4) A person who holds an Official Position in or with an Affiliated Club is not eligible to be elected as a Board Member. To avoid doubt, if a person who holds such an Official Position is nominated to be considered for election as a member of the Board and is elected as a Board Member that person cannot take office as a Board Member until they have resigned from the Official Position. A copy of the resignation must be received by the General Manager within 48 hours of the General Meeting at which the person is elected.

50 Positions to be declared vacant

- (1) This Rule applies to—
 - (a) the first Annual General Meeting of the League after its incorporation; or
 - (b) any subsequent Annual General Meeting of the League, after the annual report and financial statements of the League have been received.
- (2) The Chairperson of the meeting must declare all positions on the Board vacant and hold elections for those positions in accordance with Rules 52 to 54.

51 Nominations

- (1) At the time that Notice of the holding of the Annual General Meeting is given to the Members of the League, the General Manager must advise the Members that any nomination for any position or positions on the Board must be made by Application and received by the Board not later than 7 days before the date for the Annual General Meeting. The lodging of a late Application will render the nomination invalid.
- (2) A copy of the Application form shall be enclosed or attached to the Notice of the holding of the Annual General Meeting and will also be available from the League.
- (3) An eligible person must be nominated by a Board Member or Member of the League.
- (4) A person may be nominated, in order of preference, for more than one position. In the event that the person is not elected to the position of his or her first nominated preference, he or she is able to be elected to another position for which he or she has been nominated, the election for which, at that time, has not been held.

52 Election of President etc.

- (1) At the Annual General Meeting, separate elections must be held, in order, for each of the following positions—
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer.
- (2) If only one nominee is nominated for the position, the Chairperson of the meeting must declare the person elected to the position.
- (3) If more than one person is nominated, a ballot must be held in accordance with Rule 54.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

53 Election of ordinary Members

- (1) A single election may be held to fill all of those positions.
- (2) If the number of people nominated for the position of ordinary Board Member is less than or

equal to the number to be elected, the Chairperson of the meeting must declare each of those persons to be elected to the position.

- (3) If the number of persons nominated exceeds the number to be elected, a ballot must be held in accordance with Rule 54.

54 Ballot

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a person, who may be the General Manager, to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a person nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to—
 - (a) each Delegate of a Member; and
 - (b) each proxy appointed by a Member

Example

If a Delegate has been appointed the proxy of 5 other Delegates, the Member must be given 6 ballot papers—one for the Delegate and one each for the other Delegates.

- (6) 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.
- (7) If the ballot is for more than one position—
- (8) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
- (9) the voter must not write the names of more candidates than the number to be elected.
- (10) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (11) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (12) 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.
- (13) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
 - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
 - (b) with the agreement of those candidates, decide by lot which of them is to be elected.

Examples

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

55 Term of office

- (1) Directors shall be elected in accordance with this Constitution for a term of three years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting following.

56 Vacation of office

- (1) A Board Member may resign from the Board by written notice addressed to the Board.
- (2) A person ceases to be a Board Member if he or she—
 - (a) ceases to be a Member of the League; or
 - (b) in the opinion of the Board, has—
 - (i) acted in a manner unbecoming or prejudicial to the objects and interests of the League and/or the sport of football; or

- (ii) brought the League, any Member or the sport of football into disrepute;
- (iii) such opinion being evidenced by the Board voting that the Board Member be removed as a Board Member as and from the date of the meeting at which the vote by the Board is taken.
- (c) fails to attend 3 consecutive Board meetings (other than special or urgent Board meetings) without leave of absence under Rule 67; or
- (d) otherwise ceases to be a Board Member by operation of section 78 of the Act; or
- (e) does not resign any Official Position in accordance with Rule 49.

Note

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

57 Filling casual vacancies

- (1) The Board may appoint an eligible person of the League to fill a position on the Board that—
 - (a) has become vacant under Rule 55 or 56; or
 - (b) was not filled by election at the last Annual General Meeting.
- (2) If the position of President, Secretary or Treasurer becomes vacant, the Board must appoint a person to the position within 14 days after the vacancy arises.
- (3) Rule 55 applies to any Board Member appointed by the Board under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

Division 4—Meetings of Board

58 Meetings of Board

- (1) The Board must meet at least 4 times in each year at the dates, times and places determined by the Board.
- (2) The date, time and place of the first Board meeting must be determined by the Members of the Board as soon as practicable after the Annual General Meeting of the League at which the Members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 Members of the Board.

59 Notice of meetings

- (1) Notice of each Board meeting must be given to each Board Member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one Board meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special Board meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

60 Urgent meetings

- (1) 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 Board Member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Board.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

61 Procedure and order of business

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

62 Use of technology

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

63 Quorum

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under Rule 62) of a majority of the Board Members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
 - (a) in the case of a special meeting—the meeting lapses;
 - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with Rule 59.

64 Voting

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

64A Motion or resolution assented to by means other than a Board meeting

A motion or resolution in writing forwarded to all Board Members by email, facsimile, telex or other form of visible or electronic communication and subsequently signed by or assented to by email, 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 resolution as if it had been passed at an actual meeting of the Board duly convened and held pursuant to the Rules in this Division. Any such resolution may consist of several documents signed by or generated from one or more of the Board Members.

65 Conflict of interest

- (1) A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (2) The Member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter.

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

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

66 Minutes of meeting

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
- (2) The minutes must record the following—
 - (a) the names of the Members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote;
 - (d) any material personal interest disclosed under Rule 65.

67 Leave of absence

- (1) The Board may grant a Board Member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board Member to seek the leave in advance.

PART 6—FINANCIAL MATTERS

68 Source of funds

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

69 Management of funds

- (1) The League must open an account with a financial institution from which all expenditure of the League is made and into which all of the League's revenue is deposited.
- (2) Subject to any restrictions imposed by a General Meeting of the League, the Board may approve expenditure on behalf of the League.
- (3) The Board may separately authorise the Treasurer and the General Manager to expend funds on behalf of the League (including by cheque, credit card or similar or electronic funds transfer) up to a specified limit or of a particular nature without requiring approval from the Board for each item on which the funds are expended.
- (4) All electronic funds transferred and all cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be transmitted or signed by any 2 of up to 4 signatories as designated in writing by the Board from time to time, which transmissions and signatories must include at least one Board Member and no more than one of the General Manager or accounting staff or contractors of the League. The General Manager may be the sole signatory for credit card (or similar) purchases or payments subject to the authorizations referred to in Rule 69(3).
- (5) All funds of the League must be deposited into the financial account of the League no later than 5 working days after receipt.
- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.
- (7) The income and property of the League shall be applied solely towards the promotion of the purposes of the League as set forth in this Statement of Purposes.

70 Financial records

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

71 Financial statements

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the League are met.
- (2) Without limiting sub-rule (1), those requirements include—
 - (a) the preparation of the financial statements;
 - (b) if required, the review or auditing of the financial statements;
 - (c) the certification of the financial statements by the Board;
 - (d) the submission of the financial statements to the Annual General Meeting of the League;
 - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.
- (3) 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.
- (4) The accounts of the League shall be examined in accordance with the requirements under the

Act and the correctness of the profit and loss and balance sheets ascertained by an auditor or auditors at least once in every year.

PART 7—GENERAL MATTERS

72 Common seal

- (1) The League may have a common seal.
- (2) If the League has a common seal—
 - (a) the name of the League must appear in legible characters on the common seal;
 - (b) a document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board Members;
 - (c) the common seal must be kept in the custody of the General Manager.

73 Registered address

The registered address of the League is—

- (1) the address determined from time to time by resolution of the Board; or
- (2) if the Board has not determined an address to be the registered address, the postal address of the General Manager.

74 Notice requirements

- (1) Any notice required to be given to a Member, or a Board Member, under these Rules may be given—
 - (a) by handing the notice to the Member personally; or
 - (b) by sending it by post to the Member at the address recorded for the Member on the Register of Members; or
 - (c) by email or facsimile transmission recorded for the Member on the Register of Members.
 - (d) All notices to an Affiliated Club shall be directed to the Secretary or such other Official as nominated in writing by the Affiliated Club to the League.
- (2) Sub-rule (1) does not apply to notice given under Rule 60.
- (3) Any notice required to be given to the League or the Board may be given—
 - (a) by handing the notice to a Member of the Board; or
 - (b) by sending the notice by post to the registered address; or
 - (c) by leaving the notice at the registered address; or
 - (d) by email to the email address of the General Manager; or
 - (e) by facsimile transmission to the facsimile number of the League.
- (4) 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.

75 Custody and inspection of books and records

- (1) Members may on request inspect free of charge—
 - (a) the Register of Members;
 - (b) the minutes of General Meetings;
 - (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the League, including minutes of Board meetings.

Note

See note following Rule 18 for details of access to the Register of Members.

- (2) The Board may refuse to permit a Member to inspect records of the League that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the League.
- (3) The Board must on request make copies of these Rules available to Members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a Member may make a copy of any of the other records of the League referred to in this Rule and the League may charge a reasonable fee for provision of a copy

of such a record.

- (5) For purposes of this Rule, Relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the League and includes the following—
- (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records; and
 - (d) records and documents relating to transactions, dealings, business or property of the League.

76 Winding up and cancellation

- (1) The League may be wound up voluntarily by Special Resolution.
- (2) In the event of the winding up or the cancellation of the incorporation of the League, the surplus assets of the League must not be distributed to any Members or former Members of the League.
- (3) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the League and which is not carried on for the profit or gain of its individual Members.
- (4) The body to which the surplus assets are to be given must be decided by Special Resolution.

77 Alteration of Rules

These Rules may only be altered by Special Resolution of a General Meeting of the League.

Note

An alteration of these Rules does not take effect unless or until it is approved by the Registrar. If these Rules (other than Rule 1, 2 or 3) are altered, the League is taken to have adopted its own Rules, not the model rules.

78 By-laws

- (1) The Board may make, formulate, vary, amend, revoke and repeal By-laws which are thought to be necessary or desirable for the purpose of administering managing and regulating the League, fulfilling its purposes and implementing the operation of its powers in respect of any matter whatsoever provided such By-laws are not inconsistent with these Rules or the Act.
- (2) The administration of, and the enforcement of, the By-laws shall be the responsibility of the Board and any specific requirements for the administration or enforcement of the By-laws shall be set out in the By-laws.
- (3) In furtherance of the obligations set out in sub-rule (2) the Board must make and formulate and, if necessary, amend By-laws to provide for the establishment of an Independent Tribunal, an Appeal Board to adjudicate on appeals from the Independent Tribunal, an Investigations system and for Hearings by the Board of certain specified disciplinary matters and other matters not otherwise referred to the Independent Tribunal or otherwise dealt with.
- (4) The Board shall give notice to all Members of any proposed change to the By-laws as soon as practicable after the Board Meeting at which the change to the By-law was proposed.
- (5) A proposed change to the By-laws becomes effective 14 days after notice has been given under sub-rule (4) unless within that 14 day period the General Manager has received a written request from 50% of the Affiliated Clubs requiring the Board to have the change to the By-laws considered for adoption by a Special General Meeting or Annual General Meeting of the League.
- (6) Where the General Manager receives a written request under sub-rule (5) by the requisite number of Affiliate Clubs, the Board shall either convene a Special General Meeting under Rule 31 or have the proposed change to the By-laws placed on the agenda of the next Special General Meeting or Annual General Meeting convened under Rules 31 or 30 to determine whether to approve the proposed change to the By-laws.
- (7) A two-thirds majority of Delegates of Members or their proxies, in attendance, and entitled

to vote at the Special General Meeting or Annual General Meeting convened under sub-rule (6) is required to defeat the proposed change to the By-laws.

- (8) A proposed change to the By-laws required to be considered by a Special General Meeting or an Annual General Meeting pursuant to sub-rules (6) and (7) only becomes effective from the date of the Meeting when it is voted on and the required majority to defeat its adoption is not achieved.
- (9) Alternatively, the Board may give 14 days' notice that a proposed change to the By-laws will be considered for adoption at a Special General Meeting or Annual General Meeting. At the Special General Meeting or Annual General Meeting the proposed By-laws will be adopted if approved by two-thirds of the Affiliated Clubs in attendance and entitled to vote.

79 Patron

The League 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.

80 Transitional provisions

- (1) Subject to these Proposed Rules (the "New Rules") coming into effect by being adopted by a Special Resolution of the League and being approved by the Registrar pursuant to Section 50 of the Act—
 - (a) the people who held the positions under the former Rules of President, Vice-President, Secretary and Treasurer shall hold the same positions under these New Rules;
 - (b) the five people who held the positions under the former Rules of ordinary Board Members shall hold the five positions of General Board Members under these New Rules;
 - (c) the Members of the League referred to under the former Rules as Affiliated Members shall remain Members of the League but shall be referred to as Affiliated Clubs under the New Rules;
 - (d) the Delegates of the Affiliated Members under the former Rules shall continue in their positions but will be referred to as Delegates for the Affiliated Clubs in the New Rules;
 - (e) the people who were Life Members under the former Rules shall remain Life Members under the New Rules; and
 - (f) the person who holds the position of Executive Director under the former Rules shall continue in that position but with the position being referred to as the General Manager in the New Rules.
- (2) The New Rules set out the various rights, powers, roles, responsibilities, entitlements, privileges, obligations and requirements of the Members, Delegates and People referred to in this Rule.