

## **BFNL CONSTITUTION**

### **Rules for an Incorporated Association**

Note: The persons who from time to time are members of the Association 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 the 'Bendigo Football Netball League Incorporated' and shall herein after be referred to as the League. Registration Number: A0001309U

#### **2. PURPOSES**

The purposes of the League are to provide an opportunity to participate in Australian Rules Football and Netball.

This aim will be achieved by promoting and developing the following objectives:

- To establish, manage and maintain a league for the playing of Australian Rules Football, Netball and other associated sports in the Bendigo region.
- To promote the game of Australian Rules Football, Netball and other associated sports.
- To assist in the provision of facilities for the playing of Australian Rules Football, Netball and other associated sports in the Bendigo region.
- To work with individual clubs to develop and facilitate education programs and promote healthy and safe lifestyles
- To do all such other acts, deeds or things as are incidental or conducive to the attainment of the above objects.

#### **3. FINANCIAL YEAR**

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

#### **4. DEFINITIONS**

In these rules unless the contrary intention appears:

*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);

*Annual subscription*, is the affiliation fee derived by the Board of Management and paid by the clubs for the purposes of running the league

*Board of Management* means the Board having management of the League;

*Board meeting* means a meeting of the Board of Management held in accordance with these rules;

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

*Chair*, of a general meeting or Board meeting, means the person chairing the meeting as required under rule 46;

*Club Member* of the League refers to the affiliated Football/Netball clubs recognised by the Board, including their nominated delegate;

*Delegate* refers to the nominated representative of each club member and approved by the Board, who under rule 13(2) is entitled to vote at a general meeting on behalf of the club member in matters relating to the Board, the League is entitled to assume any person presenting as the delegate of the club has been properly appointed;

*Disciplinary appeal meeting* means a meeting of the members of the League convened under rule 24 (3)

*Disciplinary meeting* means a meeting of the Board convened for the purposes of rule 23;

*Disciplinary subcommittee* means the subcommittee appointed under rule 21;

*Executive Officer* means a person appointed by the Board into that role

*Financial year* means the 12-month period specified in rule 3

*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 meeting and a disciplinary appeal meeting;

*Honorary Member of the league* refers to members of the Board of Management;

*Life Member* means an individual awarded life membership in accordance with rule 15;

*Member representative* refers to a person(s) acting on behalf of a member, but not recognised as a club member delegate;

*Special resolution* means a resolution that requires not less than three quarters of the members voting at a general meeting, to vote in favour of the resolutions;

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

*The Registrar* means the Registrar of Incorporated Leagues.

## **PART 2 – Powers of League**

### **5. POWERS OF LEAGUE**

- (1) Subject to the Act, the League has power to do all things incidental or conducive to achieve its purpose.
- (2) Without limiting subrule (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.
- (3) The League may only exercise its powers and use its income and assets (including any surplus) for its purposes.
- (4) The League Board of Management shall have full power to determine and settle in such manner as it may provide, all disputes and/or questions in connection with any match or matches played under its supervision or patronage or any other matters coming within its jurisdiction.

### **6. NOT FOR PROFIT ORGANISATION**

- (1) The League may distribute any surplus, income or assets directly or indirectly to its members, but only provided such distribution is permitted under the Act.
- (2) Subrule (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 League 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.

## **PART 3 – Members, Disciplinary Procedures and Grievances**

### **Division 1 – Membership**

#### **7. MINIMUM NUMBER OF MEMBERS**

The League must have at least 4 club members.

#### **8. WHO IS ELIGIBLE TO BE A MEMBER**

- (1) Any organisation that supports the purposes of the League is eligible to become a club member.
- (2) A member of the Board of Management is an honorary member.

#### **9. APPLICATION FOR CLUB MEMBERSHIP**

- (1) To apply to become a club member of the League, the applicant must submit a written application to a board member stating that the applicant:

- (a) wishes to become a member of the League; and
  - (b) be cleared in writing from any previous affiliated Leagues that the Board deems conflicts with this League; and
  - (c) supports the purposes of the League; and
  - (d) agrees to comply with these Rules; and
  - (e) is, or will be within the first 12 months of membership, a single incorporated entity for its Football and Netball operations.
- (2) The application:
- (a) must be signed by the applicant; and
  - (b) may be accompanied by the joining fee.

Note: The joining fee is the fee (if any) determined by the League under rule 12(2).

#### **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; and
  - (b) the Executive Officer must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.
- (2) A person or organisation becomes a member of the League and, subject to rule 13(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which:
  - (a) the Board approves the applicant's membership; or
  - (b) the applicant pays the joining fee.

#### **12. ANNUAL SUBSCRIPTION AND FEE ON JOINING**

- (1) The Board will 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 League 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) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date maybe suspended by the Board of Management until the subscription is paid.

#### **13. GENERAL RIGHTS OF MEMBERS**

- (1) A member of the League who, by determination of the Board, 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) they are a club member; and
  - (b) more than 10 business days have passed since they became a club member of the League; and
  - (c) the club member's membership rights are not suspended for any reason.

#### **14. MEMBERS**

At an annual general meeting, the League may determine by special resolution other classes of membership, the criteria for a particular class of membership or the rights attached to a particular class of membership.

#### **15. LIFE MEMBERS**

Life Membership of the League can be awarded to a person or person(s) in recognition of their outstanding contribution to the League. Qualification to become a Life Member will be determined by the League's Board of Management. Any privileges associated with Life membership will be determined by the Board.

#### **16. RIGHTS NOT TRANSFERABLE**

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

#### **17. CEASING MEMBERSHIP**

- (1) Club membership ceases upon resignation or expulsion.
- (2) Honorary membership ceases upon not being elected to the Board of Management
- (3) Life membership ceases upon resignation, expulsion or death.
- (4) If a person ceases to be a member of the League, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **18. RESIGNING AS A MEMBER**

- (1) A life member may resign or withdraw from the League by notice in writing given to the Board of Management.  
Note: Rule 75(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) An affiliated club member may resign or withdraw from the League after having satisfied the regulations determined from time to time by the sport's state governing body.

#### **19. REGISTER OF MEMBERS**

- (1) The Secretary 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) the category of membership to the League;
    - (v) any other information determined by the Board; and

- (b) for each former member, the date of ceasing to be a member.
- (2) Any club 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**

### **20. GROUNDS FOR TAKING DISCIPLINARY ACTION**

The League may take disciplinary action against a member in accordance with this Division if the Board determined that the member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the League; or
- (c) has engaged in conduct prejudicial to the League.

### **21. DISCIPLINARY SUBCOMMITTEE**

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee:
  - (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.

### **22. NOTICE TO MEMBER**

- (1) Before disciplinary action is taken against a member, the Executive Officer 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 subcommittee intends to consider the disciplinary action (the disciplinary meeting); and
  - (d) advising the member that he or she may do one or both of the following:
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 24.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

### **23. DECISION OF SUBCOMMITTEE**

- (1) At the disciplinary meeting, the disciplinary subcommittee must:
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with subrule (1), the disciplinary subcommittee may recommend that the Board:
  - (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 League.

- (3) The board must not take action under subrule (2)(b) unless an absolute majority of the subcommittee vote at the disciplinary meeting in favour of taking the action.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately upon approval by the Board.

#### **24. APPEAL RIGHTS**

- (1) A person whose membership rights have been suspended or who has been expelled from the League under rule 23 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given:
  - (a) to the disciplinary subcommittee immediately after the vote to recommend suspension or expulsion of the member is taken;  
or
  - (b) to the Executive Officer not later than 48 hours after the vote.
- (3) If a member has given notice under subrule (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 members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

#### **25 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.
- (2) 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.
- (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 at the meeting vote in favour of the decision.

#### **Division 3—Grievance Procedure**

##### **26. APPLICATION**

- (1) The grievance procedure set out in this Division applies to disputes under these Rules between:
  - (a) a club member and another club member;
  - (b) a club member and the League.
- (2) A club 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.

##### **27. 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.

##### **28. APPOINTMENT OF MEDIATOR**

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27, 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 club member and another club member – a person appointed by the Board; or
    - (ii) if the dispute is between a member and the League – a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (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.

## **29. 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.
- (2) The mediator must not determine the dispute.

## **30. FAILURE TO RESOLVE DISPUTE BY MEDIATION**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4 – General Meetings of the League**

### **31. 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) The Board may determine the date, time and place of the annual general meeting.
- (3) The ordinary business of the annual general meeting is as follows:
- (a) to confirm the minutes (if not already confirmed) of the previous Annual General Meeting and of any special general meeting held in the interim;
  - (b) to receive the report of the League and its audited Statement of Accounts for the year ended 31st October preceding;
  - (c) to declare the election of members of the Board;
  - (d) To transact any other business of which at least fourteen days' notice in writing to the Executive Officer has been given.

### **32. 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 34 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 34 and the majority of members at the meeting agree.

### **33. 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 subrule (2) by at least 2 club 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 member's delegate (s) requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Board 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.
- (4) A special general meeting convened by members under subrule (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 subrule (3).

#### **34. NOTICE OF GENERAL MEETINGS**

- (1) The Executive Officer (or, in the case of a special general meeting convened under rule 33(3), the members convening the meeting) must give to each member of the League at least 30 days' notice.
- (2) The notice must:
  - (a) specify the date, time and place of the meeting; and
  - (b) the names of Board members who retire at that meeting
  - (c) the number of Board vacancies to be filled
  - (d) copies of the audited statement of account
  - (e) a copy of the auditor's report to the League
  - (f) advice that nominations for the Board and any other business to be transacted, must be delivered to the Executive Officer prior to 6.00pm on the day which falls 14 days before the Annual General Meeting
  - (g) indicate the general nature of each item of business to be considered at the meeting; and
  - (h) 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
    - (i) comply with rule 35(6).
- (3) This rule does not apply to a disciplinary appeal meeting.

Note: Rule 24(4) sets out the requirements for notice of a disciplinary appeal meeting.

#### **35. USE OF TECHNOLOGY**

- (1) A member delegate(s) not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member delegate(s) and the member delegate(s) present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member delegate(s) participating in a general meeting as permitted under subrule (1) is taken to be present at the meeting and, if the member delegate(s) 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 any annual general meetings shall be four board members with two thirds of club members.
- (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 33 – the meeting must be dissolved;

Note: If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If club members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 33.

- (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 subrule (3)(b), the club members present at the meeting (if not fewer than 3) may proceed with the business of the meeting and confirmed by written notice given to all club members as soon as practicable after the meeting.

### **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 club members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a meeting may be adjourned:
  - (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the member delegate(s) more time to consider an item of business.
- (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 34.

### **38. VOTING AT GENERAL MEETING**

- (1) All questions shall be decided by a show of hands. On any question arising at a general meeting:
  - (a) subject to subrule (3), the Board shall have one vote and each club member who is entitled to vote has one vote; and
  - (b) 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 any question, the Chair of the meeting, representing the board, has a casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only club member 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 25.

### **39. SPECIAL RESOLUTIONS**

A special resolution is passed if not less than three quarters of the club member delegates voting at a general meeting vote in favour of the resolution.

Note: In addition to certain matters specified in the Act, a special resolution is required:

- (a) to remove an honorary 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 Chair 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:
    - 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 members on any question:
  - (a) the poll must be taken at the meeting in the manner determined by the Chair of the meeting; and
  - (b) the Chair must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded 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 Chair.

#### **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 club members and their delegates attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 31(3)(b); and
  - (c) 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
  - (d) 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 of Management**

#### **Division 1 – Powers of Board**

#### **42. ROLE AND POWERS**

- (1) The business of the League must be managed by or under the direction of a Board of Management.
- (2) The Board may exercise all the powers 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.
- (3) The Board may appoint and remove staff.

#### **43. DELEGATION**

- (1) The Board may delegate to a member of the Board, a subcommittee or staff, 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 THE BOARD**

- (1) The Board shall comprise of a minimum of seven (7) persons and a maximum of (9) persons:
  - (a) In the event of a casual vacancy created on the Board, the Board may appoint someone to fill that vacant office and the director so appointed shall continue in that office up to and including the conclusion of the next Annual General Meeting following the date of his/her appointment at which time they must be nominated as per the standard nominating process.
- (2) There shall be such office bearers as the League shall determine and unless or until the Board determines otherwise the office bearer shall be:
  - (a) Chair
  - (b) Vice Chair

These positions shall be elected by the Board from amongst the Board members at the first meeting of the Board held after the Annual General Meeting of the League. The Chair shall be elected for a maximum of two years, or for the unexpired position of that Board member's term, and (unless another person is nominated by the Chair) shall be the only spokesperson for the Board.
- (3) The League may appoint an Executive Officer under any terms or conditions it resolves.
- (4) The Board may delegate any of its powers and functions to subcommittees consisted of members of the Board or any other people as it thinks fit.
  - (a) Any subcommittee formed shall conform to any regulation that may be imposed by the League and shall have power to co-opt any member of the League or any other person.
  - (b) All members of such subcommittees shall have one vote. The Chair of the Board shall be an ex-officio member of each subcommittee.
  - (c) Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of equality of votes the Chair of such subcommittee shall have a second or casting vote.
  - (d) A subcommittee may meet and adjourn as it thinks fit.

- (5) Any person who is appointed to these vacancies, and currently holds a Football Club committee position or equivalent or senior coaching role, will be required to stand down from such position.

#### **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 Association; 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:  
so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
- (6) Board members regularly communicate with all members of the League
- (7) 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.

#### **46. BOARD CHAIR AND VICE CHAIR**

- (1) Subject to subrule (2), the Chair or, in the Chair's absence, the Vice Chair is the Chairperson for any general meetings and for any Board meetings.
- (2) If the Board Chair and the Vice Chair are both absent, or are unable to preside, the Chairperson of the meeting must be:
  - (a) in the case of a general meeting – a person representing the board; or
  - (b) in the case of a Board meeting – a Board member elected by the other Board members present.

#### **47. SECRETARY**

- (1) The Executive Officer must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Executive Officer must:
  - (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal (if any) of the League and all books, documents and securities of the League 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.
- (3) The Executive Officer must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **48. TREASURER**

- (1) The Executive Officer must perform any duty or function required under the Act to be performed by the treasurer of an incorporated association.
- (2) The Treasurer must:
  - (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 a reasonable time as determined by the Board; 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 are signed by at least 2 people approved by the Board as signatories.
- (3) The Treasurer must:
  - (a) ensure that the financial records of the League are kept in accordance with 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 Association.
- (4) The Treasurer must ensure that at least one Board member has access to the accounts and financial records of the Association.

### **Division 3 – Election of Board members and tenure of office**

#### **49. WHO IS ELIGIBLE TO BE A BOARD MEMBER**

A member is eligible to be elected or appointed as a Board member if the member is 18 years or over.

#### **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 designated positions on the Board vacant and hold elections for those positions in accordance with rules 51 to 53.

#### **51. NOMINATIONS**

- (1) Any person desiring election to the Board shall be proposed and seconded by a club or honorary member.
- (2) Nominations of persons for election to the Board shall be made in accordance with the following provisions
  - (a) The nomination shall be in writing and shall contain the full name and address of the person nominated and of the proposer and seconder.
  - (b) The nomination shall be signed by the proposer and seconder and shall contain a form of consent to the nomination by the person nominated.
  - (c) The nomination shall be lodged with the Executive Officer at the time, date and place as specified in the Notice of Annual General Meeting.

#### **52. ELECTION OF BOARD MEMBERS**

- (1) If the number of eligible people nominated for the position of Board Member is less than or equal to the minimum number to be elected, the Chairperson of the meeting must declare the member elected to the position.
- (2) If the number of eligible people nominated exceeds the minimum number to be elected, a ballot must be held in accordance with rule 53. Nominated persons must receive a majority vote to take a place on the Board.
- (3) At the first meeting following the Annual General Meeting, the Board members will elect, from within, a Board member to fill any vacancy that exists within the League's executive.

#### **53. BALLOT**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member representative to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a nominated candidate for the position.
- (3) The ballot will be decided by a show of hands.
- (4) In respect of the election of persons to the Board of Management the following persons shall be entitled to vote in the poll taken in respect of that election:
  - (a) The Board shall have one vote;
  - (b) Each club member shall have one vote;
  - (c) In the event of there being an equality of votes the Chair shall have a casting vote.
- (5) The returning officer must declare each candidate who receives a majority vote elected.

#### **54. TERM OF OFFICE**

- (1) The term for any Board member elected shall be for a period of two years.
- (2) Nothing herein shall prevent any persons being eligible for reappointment thereafter in accordance with the provisions of these Rules.
- (3) A general meeting of the League may:
  - (a) by special resolution remove an elected Board member from office; and
  - (b) elect an eligible member of the League to fill the vacant position in accordance with this Division.
- (4) An elected Board member who is the subject of a proposed special resolution under subrule (3)(a) may make representations in writing to the Board Chair of the League (not exceeding a reasonable length) and may request that the

representations be provided to the members of the League.

- (5) The Board Chair may give a copy of the representations to each member of the League 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.

#### **55. VACATION OF OFFICE**

- (1) An officer bearer may at any time retire or resign by notice in writing to the Board
- (2) A member of the Board shall vacate office if they:
  - (a) Become bankrupt or suspends payments or compounds with their creditors
  - (b) Become of unsound mind
  - (c) By notice in writing to the Board resign
  - (d) Absent themselves from four consecutive meetings of the Board without leave of absence having been granted by the Board

#### **56. FILLING CASUAL VACANCIES**

- (1) The Board may appoint someone to fill that vacant office and the director so appointed shall continue in that office up to and including the conclusion of the next Annual General Meeting following the date of his/her appointment at which time they must be nominated as per the standard nominating process.
- (2) The Board may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Board**

##### **57. 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 Chair or by any 4 members of the Board.

##### **58. 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.

##### **59. URGENT MEETINGS**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 58 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.

##### **60. 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.

##### **61. 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 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.

## **62. 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 (61) of a four 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 the same day in the next week at the time and place or to such day and at such other time and place the Chair may determine to which notice of the meeting must be given in accordance with rule 58.
- (4) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present (being not less than 2) shall be a quorum.

## **63. 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) 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 Board.
- (4) If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **64. 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 Board 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.

## **65. 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 64.

## **66. 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**

### **67. 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.

### **68. 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 authorise the Executive Officer to expend funds on behalf of the League (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 signatories approved by the Board.
- (5) All funds of the League must be deposited into the financial account of the League within a reasonable period of time, as determined by the Board.
- (6) With the approval of the Board, the Executive Officer 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.

### **69. 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 Executive Officer 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.

### **70. 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 subrule (1), those requirements include:
  - (a) the preparation of the financial statements;
  - (b) 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 Association;
  - (e) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

### **71. AUDIT**

The Board shall appoint at least one Auditor and determine the remuneration for the services provided. Any Auditor appointed by the Board must be a person who is full time employed as an Auditor, and be the holder of the appropriate qualifications of an Auditor.

## **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) 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 of either of two members of the Board or of one member of the Board and of the Public Officer of the League;
  - (c) the Common Seal of the League shall be kept in the custody of the Executive Officer

### **73. REGISTERED ADDRESS**

The registered address of the League is:

- (a) the address determined from time to time by resolution of the Board; or
- (b) if the Board has not determined an address to be the registered address—the postal address of the Executive Officer.

### **74. NOTICE REQUIREMENTS**

- (1) Any notices required to be given to a member of the League under these rules may be given in writing only:
  - (a) by handing the notice to the member personally; or
  - (b) by sending by post to the last known address; or
  - (c) by email or facsimile transmission
- (2) A notice of communication sent by subrule (2) will be deemed to be given and to have been received by the addressee when posted or sent.
- (3) Subrule (1) does not apply to notice given under rule 59.
- (4) Any notices required to be given to the League may be given in writing only:
  - (a) by handing the notice to a member of the Board of Management personally; or
  - (b) by sending by post to the League's registered address; or
  - (c) by email to the address of the Executive Officer
  - (d) by facsimile transmission to the facsimile number of Association

### **75. CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

Except as provided in these Rules, the Executive Officer shall keep in their custody or under his control all books, documents and securities of the League.

- (1) Members may on request inspect free of charge:
  - (a) the register of members;
  - (b) the minutes of general meetings;
  - (c) subject to subrule (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) Any requests to inspect under subrule (2) must be in writing to the Board stipulating the reasons for such a request.
- (4) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (5) Subject to subrule (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.
- (6) 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;
- (d) records and documents relating to transactions, dealings, business or property of the League.

**76. WINDING UP AND CANCELLATION**

- (1) If the League shall be wound up such winding up shall be pursuant to the provisions of the Associations Incorporation Act.
- (2) If upon the winding up, or dissolution of the League there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid or distributed to or among the members of the Board, nor among such clubs as then constitute the League, but shall be given or transferred to such body or bodies established for charitable purposes in such manner as the Board shall determine.

**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.