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# ELLINBANK & DISTRICT FOOTBALL NETBALL LEAGUE

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## CONSTITUTION

29 November 2023

Address: 7 Todman Street Drouin 3818

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## **1. Name**

- 1.1 The incorporated association shall be called the ELLINBANK FOOTBALL NETBALL LEAGUE INCORPORATED (hereafter called “the League”).

## **2. Statement of Purpose**

- 2.1 The purpose of the League is:
- (a) To promote and advance the games of Australian Rules Football and the Australian National game of Netball in the Ellinbank and district region of Gippsland in Victoria.
  - (b) To organise and carry on football and netball competitions between members of the League.
  - (c) To carry on any activity or undertaking incidental to the conduct of Australian Rules Football and Australian Association Rules of Netball.
  - (d) To encourage and assist in the health and well-being of the community by actively participating in sport and to assist in the development of sport and in particular Australian Rules Football and Netball and engage in such activities as determined by the Board of Management and are as permitted by law.

## **3. Powers**

- 3.1 The League may do all things as are required to carry out its Statement of Purpose as are permitted by law subject to the requirements of the Act.

## **4. Definitions**

- 4.1 In these Rules, unless the contrary intention appears:
- “Act” means the *Associations Incorporation Reform Act 2012*.
  - “League” or “EDFNL” means the Ellinbank Football Netball League Inc.
  - “Ballot” means voting conducted in written form (as opposed to a show of hands).
  - “Board” means the Board of Management of the League.
  - “Member” means a Member of the League and includes the Board, Clubs and Life Members.
  - “Club” means any Member Club duly admitted to membership.
  - “Eligible Members” means Members entitled under these Rules to vote at Annual or Special General Meeting.
  - “LS” means League Secretary.
  - “Office bearer” means a person elected by the Board as an officer of the League or appointed as an officer of the League under this Constitution to fill a casual vacancy.
  - “Financial Year” means the year ending on 31<sup>st</sup> October.
  - “SGM” means a Special General Meeting of Members, convened in accordance with Rule 14.
  - “AGM” means Annual General Meeting of Members convened in accordance with Rule 15.
  - “By-Laws” means local football and netball rules of the Ellinbank Football Netball League.
  - “Rules” means Constitution of the Ellinbank Football Netball League.
  - “Statement of Purposes” means purposes for which the incorporated association (EDFNL) has been established.
  - “The Regulations” means regulations under the Act.

- 4.2 In these Rules, a reference to the League Secretary is a reference:
- (a) to a person who holds office under these Rules as LS; and
  - (b) in any other case, to the Secretary of the League, for Australian Taxation Office purposes.
- 4.3 Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.
- 4.4 Words or expressions contained in these Rules shall be interpreted to include the male and female gender.

## **5. Membership of League**

- 5.1 The membership of the League shall consist of Clubs and their associated members affiliated with the League in accordance with these rules, the Members of the Board and Life Members.
- 5.2 A Club that applies and is approved for membership in accordance with these rules will be a Member of the League upon payment of the annual levies.
- 5.3 Football and Netball clubs of the same identity will be allocated one vote only, regardless of their corporate structure.

## **6. General Rights of Members**

- 6.1 A Member of the League who is entitled to vote has the right to:
- (a) receive notice of AGMs and SGMs and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at an SGM; and
  - (c) to attend and be heard at SGMs; and
  - (d) to vote at an SGM; and
  - (e) subject to Rule 26.5 herewith, to have access to the minutes of meetings and other documents of the League as provided under Rule 75 of the Act; and
  - (f) to inspect the register of members.
- 6.2 A Member is entitled to vote if:
- (a) the Member is a Member other than an Associate Member or Life Member; and
  - (b) more than ten (10) business days have passed since he or she became a Member of the League; and
  - (c) the Member's membership rights are not suspended for any reason.

## **7. Associate Members**

- 7.1 Associate members of the League include:
- (a) any members under the age of fifteen (15) years; and
  - (b) any other category of member as determined by special resolution at an SGM.

- 7.2 An Associate Member must not vote but may have other rights as determined by the Board or by resolution at an SGM.

## **8. Rights Not Transferable**

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

## **9. Register of Members**

- 9.1 The LS shall keep and maintain a register of Clubs in which shall be entered the full name, address and date of entry of the name of each Club.
- 9.2 The LS shall keep and maintain a register of current Board Members and Life Members.
- 9.3 The register shall be available for inspection by Clubs at the address of the LS.

## **10. Admission of New Clubs**

- 10.1 Any incorporated Club desirous of fielding a team or teams in the competition run by the League may apply for membership of the League at an SGM only on the following conditions:
- (a) That the Club so admitted agrees to pay such entrance fees as may be fixed by the League.
  - (b) Any application shall be in writing and shall state:
    - (i) that the Club is incorporated;
    - (ii) the name and number of teams to be entered in the competition;
    - (iii) the names of the current office bearers and addresses for service of notices;
    - (iv) the current financial status of the Club;
    - (v) the names of the Club President and their deputy to represent the Club at AGMs and SGMs.
  - (c) That such Clubs shall use a properly enclosed playing grounds and courts approved by the League on which to play its matches and such other grounds and courts as be approved by the League.
  - (d) That the Club lodges its application with the League Secretary at least twenty-one (21) days prior to the SGM to be convened for the purpose.
  - (e) That the club can only apply once in a calendar year.
- 10.2 Upon affiliation, Clubs are bound to accept all decision of the League, Tribunal and Appeal Board.
- 10.3 Admission to the League will be subject to a two-thirds ( $\frac{2}{3}$ ) majority vote by Eligible Members (Life Members excluded) and each position of the current BOM in attendance or voting by proxy at the SGM convened for the purpose.

## **11. Resignation, Suspension or Expulsion of Members**

- 11.1 A complaint to the Board may be made by any person that a Member of the League, including a Member Club:

- (a) has refused or neglected to comply with a provision of this Constitution, or of the By-Laws; or
  - (b) has persistently and willfully acted in a manner injurious or prejudicial to the interests of the League; or
  - (c) has been guilty of conduct unbecoming a member; or
  - (d) has been convicted of an indictable offence.
- 11.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 11.3 If the Board decides to deal with a complaint, the Board:
- (a) must cause notice of the complaint to be served on the Member concerned; and
  - (b) must give the Member at least fourteen (14) days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (c) must take into consideration any submissions made by the Member in connection with the complaint.
- 11.4 Subject to these rules, if the Board is of the opinion that a Member of the League has infringed in any way consistent with Rule 11.1, then the Board may in absolute majority:
- (a) suspend a Member or Member Club from the League for a specified period; and/or
  - (b) fine a Member, the amount to be decided by the Board, payable to the League; and/or
  - (c) expel a Member from the League.
- 11.5 A resolution of the Board under Rule 11.4:
- (a) does not take effect unless the Board at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under Rule 11.6 confirms the resolution in accordance with this clause; and
  - (b) where the Member exercises a right of appeal to the League under this clause does not take effect unless the League confirms the resolution in accordance with this clause.
- 11.6 Where the Board passes a resolution under Rule 11.4; the LS shall as soon as possible, serve the notice in writing to the member:
- (a) setting out the resolution of the Board and the grounds on which it is based;
  - (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after the notice is served;
  - (c) stating the date, place and time of that meeting;
  - (d) informing the Member that they may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
    - (iii) not later than twenty-four (24) hours before the date of the meeting, lodge with the LS a notice to the effect that it wishes to appeal to the League in SGM against the resolution.
- 11.7 At a meeting of the Board held in accordance with Rule 11.5, the Board:
- (a) shall give to the Member an opportunity to be heard;
  - (b) shall give due consideration to any written statement submitted by the member; and
  - (c) shall by resolution determine whether to confirm or to revoke the resolution.

- 11.8 Where the LS receives a notice under Rule 11.6, they shall notify the Board and the Board shall convene an SGM of the League to be held within twenty-one (21) days after the date on which the LS received the notice.
- 11.9 At an SGM of the League convened under Rule 11.8:
- (a) no business other than the question of the appeal shall be transacted;
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (c) the Member shall be given the opportunity to be heard; and
  - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 11.10 If at the SGM:
- (a) subject to two-thirds ( $\frac{2}{3}$ ) majority vote by Eligible Members in attendance or voting by proxy, Eligible Members vote in favour of the confirmation of the resolution the resolution is confirmed; and
  - (b) in any other case, the resolution is revoked.
- 11.11 A Member Club of the League who has paid all affiliation fees due may resign from the League by written notice with no required notice period. Subject to the approval of AFL Vic Country and AFL Gippsland, the Member shall cease to be a Member.
- 11.12 Upon the expiration of a notice given under Rule 11.11, the LS shall make in the register of Members an entry recording the date on which the Member by whom notice was given, ceased to be a Member.

## **12. Disputes and Mediation**

- 12.1 The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a Member Club and another Member Club; or
  - (b) a Member Club and the League.
- 12.2 The parties to the dispute must meet and discuss the matter in dispute within fourteen (14) days after the dispute comes to the attention of all parties. A member must not initiate a grievance procedure in relation to a disciplinary procedure until the disciplinary procedure has been completed.
- 12.3 If the parties are unable to resolve the dispute at the meeting or, if a party fails to attend that meeting, then the parties must hold a meeting in the presence of a mediator.
- 12.4 The mediator must be:
- (a) a person chosen by agreement between these parties; or
  - (b) in the absence of agreement;
    - (i) in the case between a Member and another Member a person appointed by the Board;or

- (ii) in the case between a Member and the League, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

12.5 A Member of the League can be a mediator.

12.6 The mediator cannot be a Member who is a party to the dispute.

12.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

12.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

12.9 The mediator must not determine the dispute.

12.10 The mediation must be confidential and without prejudice.

12.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise the Law.

12.12 This rule does not affect the operation of Rule 11 (Resignation, Suspension or Expulsion of Members).

### **13. Notice of Meetings**

13.1 The LS shall, at least fourteen (14) days before the date fixed for holding an AGM or SGM of the League, cause to be sent to each Member and Member Club, a notice stating the place, date and time of the meeting and the nature of the business to be transacted.

13.2 No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

### **14. Special General Meetings (SGM)**

14.1 All general Meetings other than the AGM shall be called SGMs.

14.2 The Board may, whenever it thinks fit, convene an SGM of the League.

14.3 The Board shall convene an SGM whenever it thinks fit for the purpose of reporting on the progress of the League's activities.

14.4 The Board shall, however, on the requisition in writing of at least three (3) Member Clubs, convene an SGM of the League.



- 14.5 A requisition for an SGM shall state the objects of the meeting and shall be signed by the Member Clubs making the requisition and be sent to the address of the LS and may consist of several documents in a like form, each signed by one or more of the Member Clubs making the requisition.
- 14.6 If the Board does not cause an SGM to be held within one (1) month after the date on which the requisition is sent to the address of the LS, the Member Clubs making the requisition, or any of them, may convene an SGM to be held not later than three (3) months after that date.
- 14.7 An SGM convened by Member Clubs in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the League to the person incurring the expenses.
- 14.8 At least fourteen (14) clear days notice of SGMs shall be given. Such notice shall be in writing by the LS and shall set out the object and nature of business and the place, time and date of the meeting.
- 14.9 Two (2) club committee representatives are entitled to attend any SGM unless advised otherwise by the Board of Management.
- 14.10 At SGMs of the League the order of business shall be:
- (a) roll call of all persons present; and
  - (b) resolution of the business for which the meeting was convened.
- 14.11 The League may hold its SGMs, or permit members to take part in its SGMs, by using any technology that allows Members to clearly and simultaneously communicate with each other participating member.
- 14.12 A Member of the League who participates in an SGM in a manner permitted under Rule 14.11 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 14.13 Upon any question arising at an AGM or SGM of the League that involves voting:
- (a) A Member Club representative has one (1) vote only and must be given in person or in proxy.
  - (b) A Member Club representative is not entitled to vote at an AGM or SGM unless all moneys due and payable by the Member Club to the League have been paid.
  - (c) The method of voting at Meetings is to be decided by the Board and published in the By-laws.

## **15. Annual General Meetings (AGM)**

- 15.1 The AGM shall be held on the last Wednesday in November in each year unless otherwise decided by the Board.
- 15.2 The AGM shall be specified as such in the notice convening it.
- 15.3 The ordinary business of the AGM shall be:
- (a) to confirm the minutes of the last preceding AGM;

- (b) to receive from the Board reports related to the operation of the League during the last preceding Financial Year including the Audited Financial Report;
- (c) to elect a Board of Management and/or Sub-Committees of the League;
- (d) to adopt By-Laws as per Constitution Rule 40.1;
- (e) other general business.

15.4 The AGM may transact special business of which notice is given in accordance with these rules and received by the LS twenty-one (21) clear days before the date of the AGM.

15.5 The AGM shall be in addition to any other SGM that may be held in the same year.

15.6 All Members of the League are entitled to attend, or to nominate a representative to attend, the AGM. Any other person may be admitted to the meeting if the Chair so decides.

## **16. Proceedings of Annual General (AGM) & Special General (SGM) Meetings**

16.1 All business that is transacted at an SGM and all business that is transacted at the AGM with the exception of that specially referred to in these rules as being the ordinary business of the AGM shall be deemed to be special business.

16.2 No items of business shall be transacted at an AGM or SGM unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.

16.3 The quorum for the transaction of the business of an AGM or SGM is the presence (physical or via the use of technology) of at least two-thirds ( $\frac{2}{3}$ ) of Eligible Members entitled to vote.

16.4 If within half an hour after the appointed time for the commencement of an AGM or SGM, a quorum is not present, the meeting is convened upon the requisition of members or shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than half ( $\frac{1}{2}$ ) the eligible Members) shall be a quorum.

16.5 The President or in their absence the Vice-President, shall preside as Chairman at each AGM or SGM of the League.

16.6 If the President and the Vice-President are absent from the meeting, the members present shall elect one (1) of their number to preside as Chairman at the meeting.

16.7 The Chairman of the meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- 16.8 Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the AGM or SGM.
- 16.9 Except as provided in Rule 16.7 and Rule 16.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 16.10 A question arising at an AGM or SGM of the League shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute book of the League is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 16.11 Upon any question arising at an AGM or SGM of the League, a Member has one (1) vote only.
- 16.12 However, notwithstanding the provision of Rule 16.11, in the event of a vote being required on the objects of an AGM or SGM, the members of the Board, as a whole, shall only have one vote.
- 16.13 All votes shall be given personally or by proxy.
- 16.14 In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- 16.15 If at any meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 16.16 A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- 16.17 A Member Club is not entitled to vote at any AGM or SGM unless all monies due and payable to the League have been paid.
- 16.18 Each Member shall be entitled to appoint another Member as his proxy by notice given to the LS no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- 16.19 Associate members and Life Members shall have no voting rights.

## **17. Proxies**

- 17.1 Each Member Club representative is entitled to appoint another Member (excluding a Life Member) as their proxy to attend and vote on their behalf at any AGM or SGM by notice given to the LS no later than twenty-four (24) hours before the commencement of the meeting in respect of which the proxy is appointed.

- 17.2 No person can hold more than two (2) proxies or proxies representing more than 5% of the membership, whichever is the lesser.
- 17.3 The notice appointing the proxy must be in the relevant Proxy form provided by the LS.
- 17.4 The form appointing a proxy must be signed by the appointer.
- 17.5 Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion, but not in calculating the number required for a quorum.
- 17.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- 17.7 If a Member Club representative wants a proxy to vote for or against a particular resolution, this must be specified on the notice appointing the proxy under Rule 17.3.

## **18. Meeting Venue**

- 18.1 All meetings of the League shall be held at a venue decided by the Board.

## **19. Election of Board of Management**

- 19.1 Nomination for the Board shall be closed with the LS twenty-one (21) days prior to the AGM. Nominations shall be made in the appropriate form, being cosigned by two (2) member Clubs and the nominee, or by one member of the League Board and one member Club, and the nominee.
- 19.2 Nominees are to nominate for the specific Director positions. An eligible member of the League may nominate himself or herself or be nominated by another member (with their consent). Nominee's curriculum vitae will be circulated to all member clubs twenty-one (21) days prior to the AGM, with the positions they have nominated for. A member who is nominated for a position on the Board and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- 19.3 If insufficient nominations are received as per the requirements in Rule 19.1, the candidates nominated shall be deemed to be elected upon ratification of a two-thirds ( $\frac{2}{3}$ ) majority at the AGM. A call for nominations from the floor is to be allowed, providing two (2) member clubs second the nominee and will undergo a two-thirds ( $\frac{2}{3}$ ) majority ratification.
- 19.4 The AGM will be adjourned for a period of fourteen (14) days. New nomination(s) for board will be accepted as outlined in Rule 19.1, in this time frame. On recommencement of the meeting, the election of the board members will occur in line with Rules 19.3 & 19.5. If the Board is again elected as outlined in Rule 19.3, there will be no ratification process, the Board will stand as elected.
- 19.5 In the event that the number of nominees exceeds the number of positions vacant, a secret ballot will be conducted, at the AGM, with the LS acting as Returning Officer.

- 19.6 The nominee/s receiving the majority of votes shall be deemed to be elected. The nominee/s receiving the least votes shall be deemed to be unsuccessful.
- 19.7 The President's position shall be elected first. The order of election of the other Directors positions will be according to the Directors positions that have multiple nominees. The LS acting as the Returning Officer will decide on the order so as a nominee, nominating for multiple positions has the best chance to gain a position.
- 19.8 League Board members may hold a position with any member club. *(See Rule 21.12 re Conflicts of Interest)*

## **20. Operation of the Board of Management**

- 20.1 A Board of Management constituted as provided in Rule 19, shall manage the affairs of the League.
- 20.2 The Board of Management:
- (a) shall control and manage the business and affairs of the League;
  - (b) may, subject to these rules, the regulations and the Act exercise all such power and functions that are required by these rules to be exercised by SGMs of the members of the League; and
  - (c) subject to these rules, the regulations and the Act, has the 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.
- 20.3 Board of Management members:
- (a) must become familiar with the rules and the Act;
  - (b) are collectively responsible for ensuring the League complies with the Act and Board members comply with the rules; and
  - (c) other duties may be imposed on a Board member from time to time by resolution at a Board meeting or SGM.
- 20.4 The Board shall consist of:
- (a) Five (5) of whom, known as Directors, shall be honorary and shall be elected in accordance with Rule 19 into one of the following portfolios:
    - (i) President (One year term)
    - (ii) Director of Football (\*initial term one year)
    - (iii) Football Operations Manager
    - (iv) Director of Netball (\*initial term one year)
    - (v) Netball Operations Manager
  - (b) A Vice President, to be appointed from one of the Board of Management positions referred to in Clause 20.4 (a) (ii) to (v) above.
  - (c) A League Secretary, who shall be appointed by the Board in accordance with Rule 23.
  - (d) A League Treasurer, who shall be appointed by the Board in accordance with Rule 24.

- 20.5 Each elected Board Member shall be elected for a period of two (2) years, with half of such members to be elected each year. After the initial Board election, two (2) positions will become vacant on even years and three (3) positions will become vacant on odd years.
- 20.6 In the event of a casual vacancy on the Board referred to in Rule 20.4, the Board may appoint a person to the vacant position and the person so appointed may continue in the position until the expiration of the term of the position filled.
- 20.7 For the purposes of these rules, the position of a Board Member becomes vacant if the member:
- (a) ceases to be a Member of the League;
  - (b) fails to attend three (3) consecutive meetings without leave of absence;
  - (c) ceases to reside in Australia;
  - (d) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or
  - (e) resigns their office by notice in writing given to the LS in accordance with these rules.
- 20.8 All Board members and officials properly appointed in accordance with these rules shall be indemnified from the funds of the League against the cost of any legal proceedings taken against them or any one of them, in consequences of the performance of their duties, provided they have acted reasonably and in accordance with these rules.
- 20.9 The Board shall have control of all premiership matches played between its Clubs and of any matches played by representative teams selected from its Clubs.
- 20.10 The Board shall have the discretion to appoint up to five (5) ordinary members in addition to required officers, who have no voting rights. The League can elect the ordinary members of the Board in one single vote.
- 20.11 The Board shall have the discretion to appoint a Sub-Committee when necessary.

## **21. Board Meetings**

- 21.1 A Board Meeting shall be held as may be determined by the Board.
- 21.2 A minimum of four (4) Board Meetings shall be held in each year. The date, time and place of the first Board Meeting must be determined at the AGM of the League, immediately after the members of the Board are elected.
- 21.3 Meetings of the Board may be convened by the President or by any three (3) of the members of the Board. Notice of each Board Meeting must be given to each Board member no later than seven (7) days before the date of the meeting.
- 21.4 Where the notice period is not achievable for urgent Board Meetings, resolutions at these meetings can only be passed by absolute majority and only the business for which the urgent meeting was convened can be conducted.

- 21.5 A majority of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board (in person or via the use of technology).
- 21.6 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was an SGM in which case it lapses.
- 21.7 At meetings of the Board:
- (a) the President or in their absence the Vice-President shall preside; or
  - (b) if the President and Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- 21.8 Questions arising at a meeting of the Board or of any Sub-Committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- 21.9 Each Member, with the exception of the LS, present at a meeting of the Board or of any Sub-Committee appointed by the meeting (including the person presiding at the meeting) is entitled to one (1) vote and decisions are carried on a simple majority. In the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- 21.10 The Board may hold its meetings or permit Directors to take part in, by using any technology that allows Members to clearly and simultaneously communicate with each other participating member.
- 21.11 A Director who participates in a Board Meeting in a manner permitted under Rule 21.10 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 21.12 If a Board member has a conflict of interest (a material personal interest in a matter being considered at a Board Meeting), the member must not be present while the matter is discussed, and must not vote on the matter. Conflicts of interest must be recorded in the minutes of the Board Meeting.

## **22. Removal of a Member of the Board**

- 22.1 The League in SGM may by passing a special resolution remove any Member of the Board before the expiration of their term of office and appoint another Member in their stead to hold the position until the expiration of the term of the first-mentioned member. The rules do not contain a right that the affected Board member can make representations at a meeting.

## **23. League Secretary**

- 23.1 The League Secretary, appointed by the Board, shall carry out the functions designated in these Rules.

- 23.2 The LS shall be appointed by the Board on such salary, allowances and/or remuneration as the Board from time to time determines.
- 23.3 The LS shall retain office in accordance with the terms and conditions as agreed between the LS and the Board.
- 23.4 The LS is not eligible to be an elected Member of the Board.
- 23.5 The LS shall keep the minutes of the resolutions of each AGM or SGM and of each Board Meeting, in books provided for that purpose, together with a record of the names of persons present at each meeting and provide a copy of such minutes to all Members of the League within seven (7) days of the meeting.
- 23.6 The LS shall be responsible for the engagement and supervision of, all persons required to be appointed or employed by the League subject to Board approval.
- 23.7 The LS and Life Members are not eligible to vote at any meeting unless they hold a position of representation of the Member Club.
- 23.8 The LS shall act as Secretary of the League for Australian Taxation Office purposes.
- 23.9 A detailed position description, including additional duties and required tasks, must be kept for the position of League Secretary.

## **24. League Treasurer**

- 24.1 A Director or the League Secretary may act as League Treasurer.
- 24.2 The League Treasurer shall be appointed by the Board on such salary, allowances and/or remuneration as the Board from time to time determines.
- 24.3 The League Treasurer:
- (a) shall collect and receive all moneys due to the League and make all payments authorised by the Board on behalf of the League; and
  - (b) shall keep correct accounts and records showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.
- 24.4 The accounts and records referred to in Rule 24.3(b), shall be available for inspection by Members.
- 24.5 The League Treasurer is only eligible to vote at Board Meetings if he/she is an elected Director.
- 24.6 A properly qualified Auditor who shall not be a Director shall be appointed by the Board to review the League finances as required to ensure the accuracy of financial records and to prepare financial statements.



24.7 A detailed position description, including additional duties and required tasks, must be kept for the position of Treasurer.

## **25. Auditor**

25.1 At each Annual General Meeting, or soon as practicable after the AGM, the members of the League are to adopt a person/s meeting the requirements of the Act as the auditor of the League.

25.2 The auditor is to hold office until the next AGM unless removed from office by a special resolution at a Special General Meeting.

25.3 After accessing the accounting records, books and accounts of the League and auditing the financial affairs of the League for a particular financial year, the auditor is to:

- (a) certify as to the correctness of the accounts of the League;
- (b) provide a written report to the members of the League;
- (c) specify any information they have required and obtained under Rules 25.3(d) & (e);
- (d) state whether the rules relating to the administration of the funds of the League have been observed;
- (e) examine any member of the Board, or any servant of the League, in relation to the accounting records, books and accounts of the League.

## **26. Custody of Records, Books & Documents**

26.1 Except as otherwise provided in these rules, the LS shall keep in their custody or under their control all books, documents and securities of the League. The books and documents of the Incorporated Association may be inspected by Member Clubs upon giving the LS reasonable notice.

26.2 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.

26.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

26.4 Members may on request, inspect free of charge:

- (a) the register of members;
- (b) the minutes of meetings;
- (c) subject to Rule 26.2, the financial records, books, securities and any other relevant document of the League, including minutes of Board meetings;

26.5 Subject to Rule 26.2, a Member may make a copy of any of the other records of the League referred to in this rule and the Board may charge a reasonable fee for provision of a copy of such a record.

- 26.6 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.

## **27. Receipts, Expenses and Fees**

- 27.1 All receipts from final and other matches arranged by the League and all receipts from other sources and projects authorised by the League shall be paid to the credit of the League and the League shall meet all duly authorised expenses incurred in connection with such matters and projects.
- 27.2 Each Club shall pay such annual or other fees, fines or levies as determined by the League.
- 27.3 The League shall bear the expenses of any League or Club Official reasonably incurred while on business approved by the League.
- 27.4 No Club or person shall commit the League to any expense unless authorised by the League.

## **28. League Funds**

- 28.1 The funds of the League shall be derived from joining fees, annual subscriptions, donations and other such sources as the League determines.

## **29. Income & Property of the League**

- 29.1 No portion of the income or property of the League is to be paid or transferred to any member of the League unless the payment or transfer is made in accordance with this rule.
- 29.2 The League may:
- (a) pay a servant or member of the league –
    - (i) remuneration in return for services rendered to the League, or for goods supplied to the League, in the ordinary course of business of the servant or member; or
    - (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the League; or
    - (iii) interest at a reasonable rate on money lent to the League by the servant or member; or
    - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the League by the servant or member; and
  - (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and
  - (c) pay a member of a Sub-Committee remuneration in return for carrying out the functions of a member of the Sub-Committee; and
  - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the League to an office in that other association, organisation or body.

- 29.3 Despite Rule 29.2(a), (b) and (c), the League is not to pay a person any amount under that Rule unless the League or Board has first approved that payment.
- 29.4 Despite Rule 29.2(d), the League is not to appoint or nominate a member of the League under that Rule to an office in respect of which remuneration is payable unless the Board has first approved:
- (a) that appointment or nomination; and
  - (b) the receipt of that remuneration by that member.

## **30. Annual Subscriptions**

- 30.1 There shall be no annual subscription fee for Board Members or Life Members.
- 30.2 The amounts of the annual levies for Clubs must be confirmed or varied as part of the ordinary business of the AGM.
- 30.3 Such Annual subscription shall be payable in instalments as determined by the Board and as indicated in a Schedule presented to the Annual General Meeting.
- 30.4 If a member fails to pay their membership fee after it has become due, the LS must give notice in writing to the member advising that the amount remains outstanding and failure to pay the outstanding amount within two (2) weeks after the date of the notice will result in that member being deemed to have resigned from the Association in accordance with Rule 11.4.

## **31. Cheque Signatories**

- 31.1 All cheques, drafts, bills of exchange, promissory notes, online payments and other negotiable instruments shall be signed and/or authorised by any two (2) of the following officers:
- The President, Treasurer, Secretary or authorised Director

## **32. Correspondence**

- 32.1 Letters and communications to the League shall be addressed to the LS and all letters and communications relating to the affairs of the Clubs shall be addressed to the Secretary of such Clubs.

## **33. Notice to Members**

- 33.1 A notice may be served by and on behalf of the League upon any Member either personally or by sending it by post or electronic communication to the Member at its address shown in the Register of Members.
- 33.2 Where a document is properly addressed pre-paid 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.

## **34. Sub-Committees**

- 34.1 The Board may, in writing, delegate to one or more Sub-Committees the exercise of specified functions of the Board, other than:
- (a) this power of delegation; and
  - (b) any function imposed on the Board by the Act, by any other applicable law, or by resolution of the League in SGM.
- 34.2 The Board may co-opt any person as a member of a Sub-Committee, whether or not the person is a member of the League or of any Club. That person shall have no vote either on the Board of the League or at any AGM or SGM of the League.
- 34.3 A delegation under this section may be made subject to any conditions or limitations that the Board imposes.
- 34.4 Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 34.5 Any act done by a Sub-Committee acting in the exercise of a delegation under this section has the same effect as it would have if it had been done by the Board.
- 34.6 The Board may, in writing, revoke wholly or in part any delegation under this section.
- 34.7 Subject to any directions from the Board, any Sub-Committee may meet and adjourn as it considers appropriate.
- 34.8 Subject to any directions from the Board, a Sub-Committee may elect a Chair of its meetings.
- 34.9 A question arising at a Sub-Committee meeting is to be decided by a majority vote of the members present at the meeting. If the votes are equal, the question is decided in the negative.

## **35. Independent Tribunal**

- 35.1 The Board shall appoint an Independent Tribunal annually.

## **36. Life Members**

- 36.1 The League BOM shall have power to award not more than two (2) Life Members in a calendar year, who meet current requirements in relation to criteria noted within the by-laws.
- 36.2 Such Life Members shall only be elected subject to three-quarters ( $\frac{3}{4}$ ) majority vote by Eligible Members in attendance or voting by proxy giving their consent.
- 36.3 The League shall issue a badge to each Life Member, such badge to provide the Life Member admittance without charge to any approved match under control of the League.

- 36.4 Life Members shall have no voting rights at League meetings.
- 36.5 Life Members formerly of the EDNA and EDFL will continue to be recognised as Life Members by the EDFNL and receive all rights and attributes in relation to that position.

## **37. AFL Vic Country, AFL Gippsland & NV Affiliation**

- 37.1 The League shall affiliate with AFL Vic Country, the Gippsland Australian Football Commission Limited and Netball Victoria Inc.

## **38. Winding-Up or Cancellation**

- 38.1 In the event of the winding-up or cancellation of the Incorporation of the League, the assets of the League shall be disposed of in accordance with the provisions of the Act.

## **39. Amendments to the Rules of Constitution**

- 39.1 Amendments to the Rules of Constitution shall be in accordance with the Act.
- 39.2 This Constitution, and the statement of purposes of the League, and the objects of the League, must not be altered except if amended, repealed or added to by a special resolution carried at an AGM.
- 39.3 Rules of Constitution may only be amended or proclaimed subject to three-quarters ( $\frac{3}{4}$ ) majority vote by Eligible Members in attendance or voting by proxy on the resolution.
- 39.4 A copy of this Constitution, including amendments from time to time, shall be posted on the League's website.

## **40. Amendments & Proclamation of By-Laws**

- 40.1 The By-Laws shall be adopted at the AGM each year and altered in accordance with Rule 40.2.
- 40.2 The Football Netball By-Laws may be altered at a meeting of the Board after one month's notice to Clubs and on a simple majority.
- 40.3 All 5 (five) board members must cast a vote on a By-Law alteration. If not available, the vote will be held in abeyance till a time that all members are able to vote.
- 40.4 A Club or Clubs may make suggestions to the Board for the alteration of the By-Laws by notice in writing to be delivered to the LS at least twenty-one (21) days before the next Board meeting.
- 40.5 By-Laws must be made available in writing to members on request, and must be posted on the League's website.

