

**Busselton District Junior Football Association
Incorporated**

Constitution 2014

Document history

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General and definitions

1. Name of the Association

- (1) The name of the Association is **Busselton District Junior Football Association Incorporated**.

2. Definitions

- (1) In these rules, unless the contrary intention appears:

“**AFL**” means the Australian Football League and the Australian Football Commission;

“**annual general meeting**” is the meeting convened under rule 19 (1) (b);

“**Club**” means a club, association, school or similar organisation with:

- (a) a committee of management;
- (b) a bank account;
- (c) one or more junior football teams; and
- (d) a Club delegate;

“**Club delegate**” means the delegate of a member Club referred to rule 22 (1);

“**Committee meeting**” means a meeting referred to in rule 18;

“**Committee member**” means person referred to in paragraph (a), (b), (c), (d), or (e) of rule 13 (1);

“**Constitution**” means these rules;

“**convene**” means to call together for a formal meeting;

“**department**” means the government department with responsibility for administering the Associations Incorporation Act (1987);

“**district**” means the geographic area of the local government district of the City of Busselton, or some other geographic area as determined by the Committee from time to time;

“**financial year**” means a period commencing 1 November and ending on 31 October in the following year;

“**football**” means the sport of Australian Football;

“**general meeting**” means a meeting to which all members are invited;

“**junior football**” means the sport of football for junior and youth players up to an age group as determined, from time to time, by the Committee;

“**junior football team**” means a team nominated to participate in a junior football competition of the Association and consisting of players and, as required, a coach, a team manager and other team officials;

“**Life Member**” means a member of the Association referred to in rule 7 (1) (c);

"**member**" means member of the Association;

"**natural person**" means a real and living human being;

"**objects of the Association**" means the objects of Association referred to in rule 4;

"**Ordinary Member**" means a member of the Association referred to in rule 7 (1) (b);

"**ordinary resolution**" means resolution other than a special resolution;

"**poll**" means voting conducted in written form (as opposed to a show of hands);

"**special general meeting**" means a general meeting other than the annual general meeting;

"**special resolution**" has the meaning given by section 24 of the Act, that is:

- (a) A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.
- (b) At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of the Association present in person or, where proxies are allowed, by proxy.
- (c) A declaration by the person presiding as to the result of a poll taken under sub-paragraph (b) is evidence of the matter so declared.

"**the Act**" means the Associations Incorporation Act 1987;

"**the Association**" means the Association referred to in rule 1;

"**the by-laws**" means the by-laws referred to in rule 24 and as amended from time to time;

"**the Commissioner**" means the Commissioner for Fair Trading exercising powers under the Act;

"**the Committee**" means the Committee of Management of the Association referred to in rule 13 (1);

“the date these rules take effect” means the date that a notice of special resolution altering these rules is lodged with the Commissioner and any approval, if required, is given;

"the President" means:

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 14; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 13 (1) (a) or, if that person is unable to perform his or her functions, the Vice President;

"the Secretary" means the Secretary referred to in rule 13 (1) (d);

"the Treasurer" means the Treasurer referred to in rule 13 (1) (e);

"the Vice-President" means the Vice-President referred to in rule 13 (1) (b);

“WAFC” means the West Australian Football Commission Inc.

3. Interpretation

- (1) In the interpretation of these rules, unless the context requires otherwise:
 - (a) words importing the singular shall be deemed to include the plural and vice versa;
 - (b) headings are included for convenience only and shall not affect the interpretation of these rules;
 - (c) “including” and similar words are not words of limitation;
 - (d) any words, terms or phrases defined in the remainder of these rules shall have the meaning prescribed within the particular rule; and
 - (e) words, terms or phrases not otherwise defined in these rules shall be given their ordinary meaning.
- (2) The Committee shall be the sole authority for the interpretation of any matter contained in these rules and the by-laws.
- (3) The decision of the Committee upon any question of interpretation or upon any matter affecting the Association not provided for by these rules and the by-laws shall be final and binding on the members.

Objects, powers and distribution of income

4. Objects of the Association

- (1) The objects of the Association are:
 - (a) to promote, manage and operate junior football competitions within the district;
 - (b) to promote the development of junior football players;
 - (c) to promote the development of coaches, team managers, umpires, administrators, and other football officials;
 - (d) to promote and develop football within the district having regard to the policies and strategies of the WAFC and the AFL;
 - (e) to develop and implement policies and strategies for the good management of junior football and junior football clubs within the district;
 - (f) to manage junior football teams that are representative of the district to participate in regional, inter-district or inter-association competitions or other competitions under the auspices of the WAFC or its affiliates; and
 - (g) to promote community, health, fitness, family and fun.

5. Powers of the Association

- (1) The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
 - (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

- (2) Additionally, the Association may:
- (a) build, construct, erect, maintain, alter and repair any premises, building or other structure of any kind for use by the Association;
 - (b) furnish, equip and improve any premises, building or other structure for use by the Association;
 - (c) affiliate with other incorporated associations with objects that are consistent with the objects of the Association;
 - (d) fundraise and arrange sponsorships and grants;
 - (e) accept donations and gifts provided these are made from persons with values that are consistent with the objects of the Association; and
 - (f) provide gifts and prizes provided these are consistent with the objects of the Association.

6. Distribution of property and income

- (1) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Membership

7. Qualifications for membership

- (1) Membership of the Association is open to:
 - (a) any **Club** that wishes to affiliate with the Association and is able to nominate one or more junior football teams to participate in the junior football competitions of the Association, provided the Club agrees to:
 - (i) promote the objects and further the interests of the Association;
 - (ii) be bound by these rules and the by-laws of the Association, as amended from time to time; and
 - (iii) provide the Secretary in writing with the name and contact details of the Club's president or chairperson, the Club's secretary and the Club delegate, as those positions may change from time to time;
 - (b) any **Ordinary Member** who is a natural person and agrees to:
 - (i) promote the objects and further the interests of the Association; and
 - (ii) be bound by the rules and the by-laws of the Association, as amended from time to time;
 - (c) **Life Members** of the Association, being persons who have rendered outstanding service to the Association and who, following a recommendation by the Committee, have been elected as a life member by a three-quarters majority of those present and eligible to vote at an annual general meeting, and;
 - (d) **other classes** of membership as determined from time to time by the Committee or as specified within the by-laws.
- (2) On the date these rules take effect:
 - (a) Life Members and member Clubs of the Association will remain as Life Members or member Clubs until their membership ceases or is terminated in accordance with these rules; and
 - (b) those members that are not Life Members or member Clubs of the Association will remain as members of the Association but only until the commencement time of the annual general meeting following the date these rules take effect, at which time those members will cease to be members of the Association, unless:
 - (i) the members have renewed their membership in accordance with these rules, or
 - (ii) the Committee has decided otherwise.

8. Application for membership

- (1) A person who wishes to become a member must:

- (a) apply for membership to the Committee in writing in such form as the Committee from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- (2) The Committee members must consider each application made under sub-rule (1) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.
 - (3) An applicant whose application for membership of the Association is rejected under sub-rule (2) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
 - (4) When notice is given under sub-rule (3), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

9. Register of members

- (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 11 to be deleted from the register of members referred to in sub-rule (1).

10. Subscriptions of members and membership renewal

- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member, provided the amount of the subscription for:
 - (a) Life Members under rule 7 (1) (c) is nil; and
 - (b) Ordinary Members under rule 7 (1) (b) is nil or nominal.
- (2) Each member must pay to the Treasurer, annually on or before June 30th or such other date as the Committee from time to time decides, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (6), a member whose subscription is not paid within one (1) month after the relevant date fixed by or under sub-rule (2) ceases on the

expiry of that period to be a member, unless the Committee decides otherwise.

- (4) If the Committee determines under sub-rule (1) that the amount of the subscription for by each member is nil, the Committee may require each member, except Life Members, to:
 - (a) complete an annual membership renewal in a form as directed by the Committee from time to time; and
 - (b) return that membership renewal to the Secretary by June 30th or such other date as the Committee may determine from time to time.
- (5) Subject to sub-rule (6), a member whose membership renewal under sub-rule (4) is not received by the Secretary within one (1) month of the date referred to in sub-rule (4) (b) ceases to be a member, unless the Committee decides otherwise.
- (6) A person exercises all the rights and obligations of a member for the purposes of these rules if:
 - (a) the subscription payable by the person under sub-rule (1) is more than nil *and*, his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2); or
 - (b) the subscription payable by the person under sub-rule (1) is nil *and*, his or her membership renewal, if required under sub-rule (4), is received by the Secretary on or before the relevant date fixed by or under sub-rule (4).

11. Termination of membership

- (1) Membership of the Association may be terminated upon:
 - (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination;
 - (b) non-payment by a member of his or her subscription within one (1) month of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 10 (3);
 - (c) non-renewal by a member of his or her membership within one (1) month of the date fixed by the Committee for membership renewal, unless the Committee decides otherwise in accordance with rule 10 (5);
 - (d) the ceasing of membership in accordance with rule 7 (2) (b); or
 - (e) expulsion of a member in accordance with rule 12.

12. Suspension or expulsion of members

- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is detrimental

to the interests of the Association, the Committee must communicate, either orally or in writing, to the member:

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct,

not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

- (2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
- (a) the Association in a general meeting, must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

The Committee

13. Committee of Management

- (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of:
 - (a) a President;
 - (b) a Vice-President;
 - (c) a second Vice-President;
 - (d) a Secretary; and
 - (e) a Treasurer;all of whom must be Ordinary Members of the Association.
- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).
- (3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.
- (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
 - (a) the nominator; and
 - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may:
 - (a) propose or second himself or herself for election or re-election; and
 - (b) if eligible to vote, vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
 - (a) the Secretary must report accordingly to the President; and
 - (b) the President must declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the President must declare those persons to be duly elected as members of Committee. Where the number of

nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 17 occurs in the membership of the Committee:
 - (a) the Committee may appoint an Ordinary Member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will:
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- (9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

14. President and Vice-President

- (1) Subject to this rule, the President must preside at all general meetings and Committee meetings.
- (2) In the event of the absence from a general meeting of:
 - (a) the President, then *the Vice-President* must preside at the general meeting; or
 - (b) both the President and the Vice-President, then *a member* elected by the other members present at the general meeting must preside at the general meeting.
- (3) In the event of the absence from a Committee meeting of:
 - (a) the President, then *the Vice-President* must preside at the Committee meeting; or
 - (b) both the President and the Vice-President, then *a Committee member* elected by the other Committee members present at the Committee meeting must preside at the Committee meeting.

15. Secretary

- (1) The Secretary must:
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with:
 - (i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 9;
 - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 29 of the Act by maintaining a record of:
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 26; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 16 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

16. Treasurer

- (1) The Treasurer must:
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

17. Casual vacancies in membership of the Committee

- (1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
 - (a) dies;
 - (b) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President and that resignation is accepted by resolution of the Committee;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;

- (e) is absent from more than:
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

Proceedings of the Committee, and general meetings

18. Proceedings of the Committee

- (1) The Committee must meet together for the dispatch of business not less than on five (5) occasions in each year and the President, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting, **four (4)** Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at Committee meeting must be determined by the Committee members present at a Committee meeting.
- (6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- (9) A resolution of the Committee may be carried without a meeting of the Committee if:
 - (a) the proposed resolution is contained in a document that may be in an electronic form;
 - (b) notice of the proposed resolution has been given in writing to all members of the Committee allowing a reasonable time for Committee members to consider the proposed resolution; and
 - (c) at least four (4) members of the Committee have consented in writing to the resolution.

- (10) A resolution that is carried under sub-rule (9):
 - (a) will have immediate effect, unless stated otherwise in the resolution;
and
 - (b) must be recorded in the minute book referred to in rule 21.

19. General meetings

- (1) The Committee:
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than ten (10) members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 12 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 8 (3), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Committee.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 9.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

20. Quorum and proceedings at general meetings

- (1) At a general meeting:
 - (a) at least half of the Club delegates representing the member Clubs, and
 - (b) at least half of the Committee members,present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 19 (5) or (6):

- (a) as a result of a request or notice referred to in rule 19 (1) (c) or as a result of action taken under rule 19 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
 - (4) The President may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
 - (5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 19 of the adjourned general meeting as if that general meeting were a fresh general meeting.
 - (7) At a general meeting:
 - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
 - (8) A declaration by the President of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
 - (9) At a general meeting, a poll may be demanded by the President or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the President directs.
 - (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.
 - (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

21. Minutes of meetings

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within

30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

- (2) The President must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the President of the general meeting or Committee meeting to which those minutes relate or by the President of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

22. Voting rights of members

- (1) Each member Club must notify the Secretary in writing with the name of the member Club's delegate ("Club delegate") who is:
 - (a) elected or appointed from time to time by the member Club to fully represent the Club at general meetings of the Association; and
 - (b) an Ordinary Member of the Association.
- (2) On the Secretary receiving a notice under sub-rule (1) of a member Club's Club delegate, that Club delegate who present in person or by proxy at a general meeting is entitled to a deliberative vote, subject to these rules.
- (3) Each member of the Committee who present in person or by proxy at a general meeting is entitled to a deliberative vote, subject to these rules.

Rules, by-laws and penalties

23. Rules of the Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
 - (a) subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) an alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
 - (d) an alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) an alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

24. By-laws of the Association

- (1) The Committee may, at a Committee meeting, make, adopt, alter or rescind the by-laws of the Association, as the Committee may deem necessary to carry out the objects of the Association and for the proper conduct and management of the Association.
- (2) The by-laws must be consistent with these rules and the Act.
- (3) The Secretary must provide the Committee Members with due notice of proposed alterations to any by-laws of the Association.
- (4) Unless the Committee decides otherwise, the by-laws shall have effect immediately following the meeting of the Committee at which they have been made, adopted, altered or rescinded under sub-rule (1).

- (5) The by-laws are subject to disallowance or amendment at the general meeting following the meeting of the Committee at which the by-laws have been made, adopted, altered or rescinded under sub-rule (1).

25. Prescribing of penalties within the by-laws

- (1) The by-laws may prescribe that penalties may be imposed for breaches of the rules or the by-laws by:
- (a) members of the Association; or
 - (b) players, teams, officials, administrators or spectators of member Clubs.
- (2) If a penalty is prescribed under sub-rule (1), it may be in the form of a fine or any combination of penalties other than or in addition to a fine, including suspensions, sanctions and loss of any voting rights, for any period, or expulsion.
- (3) The *maximum* fine that may be prescribed in a by-law under sub-rule (1) is:
- (a) \$100 for natural persons;
 - (b) \$200 for junior football teams; and
 - (c) \$500 for clubs or body corporates.
- (4) The member Club shall be liable for any fine imposed under the by-laws against a player, team, official, administrator or spectator of the member Club, unless the Committee decides or a by-law prescribes otherwise.

Miscellaneous provisions

26. Common seal

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 21.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

27. Inspection of the records

- (1) In this rule, “records of the Association” includes books, documents, records and securities of the Association.
- (2) The President may at any reasonable time inspect all of the records of the Association.
- (3) Subject to sub-rule (4) and upon written request to the Secretary, a member of the Association may at any reasonable time:
 - (a) inspect without charge the records of the Association; and
 - (b) make a copy of or take an extract from the records of the Association, but shall have no right to remove the records for that purpose.
- (4) The Secretary may restrict access to those records of the Association that in the opinion of the Secretary contains confidential information, including but not limited to:
 - (a) information relating to persons under the age of 18;
 - (b) medical records;
 - (c) volunteer and employee records;
 - (d) records of any disputes or mediations under rule 29; and
 - (e) commercially sensitive documents.
- (5) Sub-rule (4) does not apply where access to the records of the Association is permitted under the Act, or is requested by the President or an Auditor appointed under rule 28, or by the person to which the confidential information pertains.

28. Auditor

- (1) The Association may, at an annual general meeting, appoint or re-appoint an Auditor who is an Ordinary Member, but is not a member of the Committee.

- (2) If appointed under sub-rule (1), the Auditor shall examine and audit all the records and accounts of the Association annually, and have the power to call for all books, documents, records and registers of the Association and report thereon to the annual general meeting.

29. Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
- (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (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, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard;
 - (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.
- (9) The mediator must not determine the dispute.

- (10) The mediation must be confidential and without prejudice.
- (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 at law.

30. Distribution of surplus property on winding up of the Association

- (1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.