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PART 1: PRELIMINARY

1. Name

The name of the incorporated association is the Heathcote District Football Netball League Incorporated, registered number A0091501Q, herein after referred to as the “League” or the “HDFNL”.

2. Statement of Purposes

The objects for which the Board of Management is formed are:

- 2.1 To conduct, encourage, promote, arrange, and develop the playing of Australian Rules football and Netball in the Central and Northern regions of Victoria
- 2.2 To promote and develop a sense of social and community values
- 2.3 To promote and develop an environment to nurture the physical and mental development of our players.
- 2.4 To promote and develop respect for officials, opposition players and supporters.
- 2.5 To promote and develop the virtue of fair and disciplined play.
- 2.6 To promote and develop equal opportunity for everyone.
- 2.7 To provide facilities, amenities and equipment for the playing of Australian Rules football and Netball.
- 2.8 To regularly communicate with all members of the League.
- 2.9 To do all such other acts, deeds or things that are lawful and as are incidental or conducive to the attainment of the above purposes.

3. Definitions

In this constitution, unless the contrary intention appears:

Absolute majority	means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting)
Affiliation fee	means the annual membership fee paid by member clubs.
Association	Has the same meaning as in the Act.
Ballot	means voting conducted in written form (as opposed to a show of hands)
Board	means the committee of management of the League.
Constitution	means the Constitution of the League.
Financial year	means each period of 12 months ending on 31 October
General Manager	means a person appointed by the Board to oversee the administration and governance of the League
General Meeting	means a general meeting of members convened in accordance with the constitution and includes Special General Meetings and Annual General Meeting.
Independent Board Member	means a member of the Board elected under clause 25.1
In writing	refers to a communication either on official letter head or from the official email address.
League	means the Association
Member Club Representative	means a representative nominated by a Member Club under clause 7.1
Office-bearer	means a person elected by the Board as an officer of the League under this constitution
Secretary	means the General Manager of the League
Special General Meeting	means a General Meeting of the League other than an Annual General Meeting.



Special resolution

means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution

the Act

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

PART 2: POWERS OF ASSOCIATION

4. Powers

The League shall have full power and authority to make all such appointments, enter into all such contracts or engagements as it may consider advisable or necessary for the purpose of carrying out its objectives for the advancement of the League and the games of Australian Football and Netball.

It may revoke all or any such appointments and withdraw from, vary or rescind any or all such contracts and/or engagements as it may deem necessary from time to time.

5. Not for Profit Organisation

5.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

5.2 Sub clause 5.1 does not prevent the League from paying a member

- a. reimbursement for expenses properly incurred by the member; or
- b. for goods or services provided by the member

if this is done in good faith on terms no more favourable than if the member was not a member

Note: Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

6. Alteration of the Constitution

6.1 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 a general meeting

6.2 The Constitution and any rules or By-laws made under the constitution must be in accordance with the Constitution and By-laws of AFL Victoria Country.

6.3 A copy of the Constitution shall be lodged with AFL Victoria Country and any changes made to the Constitution from time to time must be notified to AFL Victoria Country.

6.4 In the event of an inconsistency between the Constitution and the Constitution of AFL Victoria Country, or of an inconsistency between the Constitution and the Rules of the Game, the former is deemed to be invalid to the extent of this inconsistency.

6.5 A copy of this Constitution, including amendments from time to time, shall be posted on the League's website

PART 3: MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

7. Membership

7.1 The membership of the League consists of the following classes of members:

- a. Member clubs
- b. Independent Board Members
- c. Life members
- d. Ex Officio members

7.2 The rights, powers and privileges of Member Clubs shall be exercised only through representatives appointed under **subclause 8.1**

7.3 The club members shall be

- a. Those clubs named in appendix 1.



- b. Those other clubs that are from time to time approved for membership by two thirds of the members present and voting at a general meeting of the league.

7.4 Independent Board Members:

- a. elected under **subclause 25.1** shall be members of the League from the close of the AGM at which they were elected until the close of the AGM in the year of the completion of their term or when they choose to resign from their elected position, whichever comes first.
- b. appointed to fill a casual vacancy on the Board under **subclause 25.2** shall be board members from the declaration of their appointment by the chair until the close of the AGM in the year of the completion of their term or when they choose to resign from their elected position, whichever comes first.
- c. The General Manager of the League shall be an ex-officio member of the Board

7.5 Any persons appointed by the Board to be life members according to the criteria laid down from time to time in the By-laws shall be members of the League. Any honorary life members of the Heathcote and District Football League and the Heathcote District Netball Association shall automatically become Life Members of the HDFNL.

7.6 A Club that is not a member of the League must not be admitted to membership unless:

- a. They apply for membership in the form prescribed by the By-laws
- b. They support the objects of the League
- c. Their admission as a member is approved at a General Meeting under subclause 7.7

7.7 Any application by a Club for membership of the League must be considered at its next General Meeting. The application will be accepted if and only if it is supported by two-thirds of the members present and voting.

7.8 If the General meeting takes a decision on an application for membership, the secretary must, as soon as practicable:

- a. Notify the applicant club in writing of the approval or rejection of the application for membership, whichever is applicable.
- b. If the General Meeting approved the application, request payment within 21 days after the receipt of the notification of the sum payable as the joining fee and the first year's annual affiliation fee.

7.9 The Secretary must, within 28 days after receipt of the amounts referred to in subclause 8.3, and within the period mentioned in that subclause, enter the applicant Club's name in the Register of Members.

7.10 An applicant for membership becomes a Member and is entitled to exercise the rights of that membership of that category when the member's name is entered in the register of members and ceases to be a member of the League when their name is removed from the Register of Members.

7.11 A person cease to be a member of the League if the person:

- a. Dies; or
- b. Resigns from membership of the League by giving written notice; or
- c. Is expelled from the League; or
- d. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or
- e. Becomes a represented person within the meaning of the Guardianship and Administration Act 1981; or
- f. Becomes, if the Board so decides at its absolute discretion, an untraceable member, having been able to be contacted at his or her registered address for a period of three months; or
- g. In the case of the secretary, ceases his or her appointment as the General Manager.

7.12 A Member Club ceases to be a member of the League if the Club:

- a. Resigns from membership of the league in writing; or
- b. Is expelled from the League in accordance with the procedures of Clause 12
- c. Fails to renew membership of the League by failing to pay the annual affiliation fee within two weeks after the fee is due, unless the Board decides otherwise; or



- d. Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit.
- 7.13 A club, upon being admitted to membership of the League, may not resign from the League or move to another League without first obtaining the written approval of the League or AFL Victoria Country after a period of membership of no less than three years.
- 7.14 After expiry of the time period referred to in subclause 16.3c:
 - a. The Member Club ceases to be a member; and
 - b. The secretary must record in the Register of Members the date on which the member ceased to be a member.
- 7.15 A member is not entitled to resign from membership of the League except in accordance with this section.
- 7.16 A right, privilege or obligation of a person or club by reason of membership of the League:
 - a. Is not transferable to another person or club; and
 - b. Terminates upon the cessation of membership, whether by death or resignation or otherwise.
- 7.17 The liability of a member to contribute towards the payment of the debts and liabilities of the League or the costs, charges and expenses of the winding up of the League is limited to the amount (if any) unpaid by the member regarding membership of the League.

8. Member Club Representatives

- 8.1 Each Member club must, at least 14 days prior to the AGM, nominate through its executive committee, two representatives to exercise membership rights, powers and privileges of the Club in any dealings with the League. Such nominations must be in the form prescribed by the By-laws and must include the signed consent of the nominee.
- 8.2 The Secretary of each member Club must, at least 14 days prior to the AGM, inform the secretary of the League the names of the two representatives who will exercise the membership rights, powers and privileges of the Club in any dealings with the League in the coming year.
- 8.3 The executive committee of any member club may at any time withdraw the mandate of any of its nominated representatives under subclause 8.1 and substitute another person, such new nomination becoming effective **14 days** after such notice of such substitution by the club has been received by the secretary of the League in the form prescribed by the By-laws.

9. Fees and Subscriptions

- 9.1 The joining fee for any member club appointed under subclause 6.3b is the relevant amount set out in the By-laws.
- 9.2 The affiliation fee is only paid by member clubs and is the relevant amount as set out in the By-laws,
- 9.3 The affiliation fee is payable at least **21 days** prior to the AGM before the commencement of the next season.
- 9.4 If a member club fails to pay their affiliation fee after it has become due, the League secretary must give notice in writing to the member club advising that:
- 9.5 If a member fails to pay their membership fee after it has become due, the League secretary must give notice in writing to the member advising that:
 - a. The amount remains outstanding; and
 - b. Failure to pay the outstanding amount within 14 days after the date of the notice will result in that member being deemed to have resigned from the League in accordance with subclause 7.12

10. Register of Members

- 10.1 The Secretary must keep and maintain a Register of Members that includes:
 - a. The member's name
 - b. The address for notice last given by the member
 - c. If applicable, the email address of the member
 - d. The date of becoming a member



- e. The category of membership to which the member belongs
 - f. If applicable, the date the member ceased to be a member
 - g. Details of and reasons for any termination or reinstatement of membership
 - h. For a Member Club: the name, address, telephone number and email address of the member club's representatives
 - i. Any other particulars that the Board (or the members at a General Meeting) decide
- 10.2 The Register of Members must be kept:
- a. At the premises of the League; or
 - b. If the League has no premises, at the League's official address; or
 - c. At such other place as the members at a General Meeting decide.
- 10.3 The Register must be available for inspection during business hours, free of charge, by any member upon request to the Secretary, provided they have given at least **24 hours** notice
- 10.4 A 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 except by arrangement with the Secretary
- 10.5 A member of the League may obtain from the Secretary a copy of any part of the Register on payment of a fee to cover printing costs, as set out in the By-laws.
- 10.6 A member club representative may ask that any information contained on the Register about them (other than the representative's name) not be available for inspection by other members
- 10.7 A member must not use information about a person obtained from the register to contact or send material to the person other than for:
- a. The purpose of sending a newsletter, a notice in respect of a meeting or other event relating to the League.
 - b. Any other purpose necessary to comply with a requirement of the Act.

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

11. Disputes and Mediation

- 11.1 The grievance procedure set out in this rule applies to disputes between:
 - a. A Member and another Member in their capacity as a member; or
 - b. A Member and the League; or
 - c. Those non-members who receive services from the League and the League
- 11.2 The parties to the dispute must communicate and discuss the matter in dispute (either in person or by telephone, and, if possible, resolve the dispute within **7 days** after the dispute comes to the attention of all parties
- 11.3 If the parties are unable to resolve the dispute as outlined in 11.2 then the parties must, within **7 days**, hold a meeting in the presence of a mediator.
- 11.4 The mediator shall be a person chosen by agreement between the parties
- 11.5 In the absence of an agreement:
 - a. in the case of a dispute between a two member clubs, the mediator shall be a person appointed by the Board
 - b. in the case of a dispute between a member club and the League, the mediator shall be a person appointed by the AFL Central Victoria Commission
- 11.6 A member of the league may be a mediator
- 11.7 However, the mediator must be independent.
- 11.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.9 The mediator, in conducting the mediation, must
 - a. Give the parties to the mediation 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.
- 11.10 The mediator must not determine the dispute.
- 11.11 The mediation must be confidential and without prejudice.



- 11.12 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.
- 11.13 This rule does not affect the operation of clause 12 – Discipline.

12. Discipline

- 12.1 A complaint to the Board may be made by any member club where another member club
- Has refused or neglected to comply with a provision or provisions of this constitution or of the by-laws; or
 - Has persistently and wilfully acted in a manner injurious or prejudicial to the interests of the league; or
 - Has been guilty of conduct unbecoming a member; or
 - Has been convicted of an indictable offence.
- 12.2 The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 12.3 If the Board decides to deal with the complaint, the Board:
- Must cause notice of the complaint to be served on the member club concerned.
 - Must give the member at least 3 days from the time the notice is served within which to make submissions to the Board in relation to the complaint.
 - Must take into consideration any submissions made by the member club in relation to the complaint
- 12.4 If the Board believes the complaint to be justified, the Board may decide to suspend, expel or fine the member club in question.
- 12.5 If, at the meeting of the Board, the Board resolves to suspend or expel the member club, the General Manager shall convene a General Meeting of the League to be held within **21 days** after the date on which the Board made its resolution.
- 12.6 At a General meeting of the league convened under subclause 11.5:
- No business other than the question of the suspension or expulsion of the member club concerned may be conducted; and
 - The Board may place before the meeting details of the grounds for the recommendation and the reasons for the passing of the recommendation; and
 - The member club or its representative must be given an opportunity to be heard; and
 - The member clubs present must vote by secret ballot on the question whether the member club shall be expelled or suspended.
- 12.7 A recommendation for suspension or expulsion is confirmed only if, at the General meeting, it is supported by at least two-thirds of representatives of the member clubs present and voting in person in favour of the resolution. In any other case, the resolution is revoked.
- 12.8 The Board's decision to fine a member club takes effect **7 days** after the day on which notice of the decision is given to the member club. If a member club appeals to the League, the member club is not liable for the amount of the fine until the decision of the board to fine them is confirmed by a resolution of the member clubs at a General meeting.
- 12.9 A member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until that disciplinary procedure has been completed.

13. Notice of General Meetings

- 13.1 The General Manager of the League shall;
- In the case of a general meeting, give at least **7 days** notice to the member clubs stating the date, place and time of the meeting and the nature of the business to be conducted at that meeting.
 - In the case of a special resolution, give at least **21 days** notice to the member clubs stating the date, place and time of the meeting and the nature of the business to be conducted at that meeting.
- 13.2 No business other than that set out in the notice convening the meeting may be conducted at that meeting.



- 13.3 A member intending to bring any business before a meeting may notifying the General Manager of that business, in writing, or by electronic transmission and the General Manager must include that business in the next notice calling a general meeting. The member club's notification must be given at least **7 days** prior to the next meeting date.
- 13.4 The accidental omission to give notice of a meeting to any member club or the non-receipt of notice of a meeting by any member club, shall not invalidate any proceedings or resolutions at any meeting of the League or Board thereof.
- 13.5 At least **14 days** before the day on which a General meeting of the League is to be held, the League is to publish on its website a notice specifying:
- The place, day and time at which the meeting is to be held; and
 - The nature of the business that is to be transacted at the meeting.

14. Annual General Meetings

- 14.1 The League must, at least once in each calendar year and within **two months** after the end of each financial year of the League, call an Annual General Meeting of its member clubs.
- 14.2 An Annual General Meeting is to be in addition to any other general meeting held in the same year.
- 14.3 Subject to clause 12, the Board may determine the date, time and place of the Annual General Meeting of the League.
- 14.4 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 14.5 The ordinary business of the Annual General Meeting shall be:
- To confirm the minutes of the previous Annual General Meeting; and
 - To receive from the Board reports upon the transactions of the League during the preceding financial year; and
 - To confirm the election and/or appointment of members of the Board for the coming year.
- 14.6 The Annual General Meeting may conduct any special business of which notice has been given in accordance with this constitution.
- 14.7 All member clubs are entitled to nominate a representative to attend the Annual General Meeting. Any other person may be admitted to the meeting if the chair so decides.

15. Special General Meetings.

- 15.1 In addition to the Annual General Meeting, other General meetings may be held in the same year.
- 15.2 All general meetings other than the Annual General Meetings are special general meetings.
- 15.3 The Board may, whenever it thinks fit, convene a Special General Meeting of the League.
- 15.4 The Board must, on the request in writing of **three** member clubs, convene a Special General Meeting of the league.
- 15.5 The request for a Special General Meeting must:
- State the object(s) of the meeting; and
 - Be signed by the member clubs requesting the meeting; and
 - Be sent to the address of the General Manager (either postal or email); and
 - May consist of several documents in similar form, each signed by one or more of the member clubs making the request.
- 15.6 If the Board does not cause a Special General Meeting to be held within **21 days** after the date on which the request is sent to the address (postal or email) of the General Manager, any of the member clubs making the request may convene a Special General Meeting to be held not later than **two months** after that date.
- 15.7 If a Special General Meeting is convened by members in accordance with sub clause 14.4, it must be convened in the same manner, as far as possible, as a meeting convened by the Board, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the League to the persons incurring the expenses.



- 15.8 The League may hold its Special General Meetings, or permit member clubs to take part in its Special General Meetings, by using any technology that allows member clubs to clearly and simultaneously communicate with each other participating member club.
- 15.9 A member of the League who participates in a Special General Meeting in a manner under subclause 14.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- 15.10 All member clubs of the League are entitled to nominate a representative to attend any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.

16. Special Business

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual, General Meeting, except for business conducted under the constitution as ordinary business of the Annual General Meeting, is deemed to be special business.

17. Quorum at General Meetings

- 17.1 No item of business may be conducted at a General Meeting unless a quorum of members entitled under this Constitution to vote, is present at the time when the meeting is considering that item.
- 17.2 A member may take part and vote at a General Meeting in person.
- 17.3 A member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 17.4 **Six** member clubs present (who are entitled under this constitution to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 17.5 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:
 - a. In the case of a meeting convened upon the request of member clubs, the meeting must be dissolved; and
 - b. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and at the same place (if available. Otherwise at a place specified by the Chair at the time of adjournment or by written notice to member clubs given the before the day to which the meeting is adjourned)
- 17.6 If, at the adjourned meeting, the quorum is not present within half an hour after the appointed time for the commencement of the meeting, the member clubs present (being not fewer than **three**) shall be the quorum.

18. Presiding at General Meetings

- 18.1 The President, or in the President's absence, the Vice-President, shall preside as Chair at each General Meeting of the League.
- 18.2 If the President and the Vice-President are absent from a General Meeting or are unable or decline to preside, the members present must elect one of their number to preside as Chair.

19. Adjournment of General Meetings

- 19.1 The Chair may, with the consent of a majority of member clubs present at the meeting, adjourn the meeting from time to time and from place to place.
- 19.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 19.3 If a meeting is adjourned for **14 days** or more, notice of the adjourned meeting must be given to members in accordance with clause 13.
- 19.4 Except as provided in subclause 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

20. Voting at General Meetings

- 20.1 Upon any question arising at a General Meeting of the League:



- a. Any member club has only one vote; and
 - b. Any life member has no vote; and
 - c. Any Ex Officio member has no vote.
- 20.2 All votes must be given by persons attending.
- 20.3 Where votes for and against a motion (other than a special resolution) are equal, the question is decided in **the negative**. In the case of a special resolution, a motion is carried if at least three-quarters of the votes are cast for the motion.
- 20.4 A member club is not entitled to a vote at a General Meeting unless all moneys due and payable by the Member club to the League have been paid.
- 20.5 The method of voting at General Meetings is to be decided by the Board and published in the By-laws.

21. Ballot at General Meetings

- 21.1 If at a General Meeting a ballot on any question is demanded by not less than **three** member clubs present in person, it must be taken at that meeting in such manner as the Chair may direct and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
- 21.2 If a ballot is held, the Chair must appoint two members to conduct the ballot in the way that the Chair decides.

22. Proxies

23. Postal Ballots

- 23.1 The league may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions).
- 23.2 A postal ballot is to be conducted in such a manner and under such conditions as the Board shall direct.
- 23.3 Ballot papers may be distributed to all member clubs and all member clubs may respond
- through the post
 - where applicable by fax; or
 - where applicable by scanning and emailing the document.

24. The Board

- 24.1 The affairs of the League shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the League and are not by the Act or by this Constitution required to be done by the League in a General Meeting.
- 24.2 Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of this Constitution and any other matters relating to the affairs of the association on which this Constitution is silent.
- 24.3 The Board shall consist of:
- a. Seven Independent Members, elected as in subclause 24.1; and
 - b. One Ex Officio Member, being the General Manager of the League acting as the Secretary of the Board.
- 24.4 An act performed by the Board, a subcommittee, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when:
- a. There was a defect in the appointment of a member of the Board or subcommittee; or
 - b. A Board member or subcommittee member was disqualified from being a member

25. Election of Board Members

- 25.1 A total of seven Independent Members shall serve on the Board at any one time. Any person over the age of 18 who is not a Member Club representative may nominate for the position of Independent Member of the Board



Nominees for the Independent Member positions on the Board must be nominated by **one** member club.

Nominees for the Independent Member positions on the Board must not hold any committee nor executive position for any member club.

- 25.2 Nominations for vacant positions shall be called for at least **two months** prior to the Annual General Meeting with Nominations being received at least **one month** prior to the Annual General Meeting.
- 25.3 If the number of nominations exceeds the number of vacancies to be filled, a postal ballot must be held in accordance with clause 23.
- 25.4 The results of any such ballot shall be announced at least **one week** prior to the Annual General Meeting.
- 25.5 If insufficient nominations are received to fill all member vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor at the Annual General Meeting.
- 25.6 If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and may be filled by the new Board in accordance with this constitution as in subclauses 24.7.
- 25.7 In the event of a casual vacancy arising, the Board may appoint any person to serve until the conclusion of the next Annual General Meeting, at which meeting a replacement shall be elected to serve the remainder of the term.

26. Office Bearers

- 26.1 The office-bearers of the League shall be:
- Chairman
 - Vice-Chair
 - Treasurer
 - Secretary
- 26.2 The General Manager of the League shall be the secretary of the Board and a member of the League ex officio for the term of their appointment.
- 26.3 The Secretary shall serve as the League's Public Officer.
- 26.4 Any member of the Board, other than the General Manager, may be elected by the Board as Chairman, Vice-Chair or Treasurer.
- 26.5 At the first meeting of the Board following the Annual General Meeting the members of the Board shall hold an election to elect the Chairman from the members of the Board who have nominated for that position.
Following that election, the Board shall hold an election to elect the Vice-Chairman from the members of the Board who have nominated for that position.
Following that election, the Board shall hold an election to elect the Treasurer from the members of the Board who have nominated for that position.
- 26.6 A person may nominate for more than one position but can be elected to one position only.
- 26.7 Any nomination for a position as an office-bearer must be made in the form prescribed by the By-laws.
- 26.8 Except where prescribed in the Act, the duties of the office-bearers shall be as laid down in the By-laws.
- 26.9 In the event of a casual vacancy in any office referred to in subclause 25.1, except for the secretary, the Board may appoint one of its members to the vacant office and the member appointed may continue in that office until the conclusion of the Annual General Meeting next following the date of the appointment.

27. Vacancies on the Board

- 27.1 The position of a member of the Board becomes vacant if the member:
- Becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or



- b. Resigns from office by notice in writing to the Secretary; or
 - c. Is removed from office under Clause 12; or
 - d. Becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or
 - e. Is disqualified from office under the Act;
 - f. Is absent without consent of the Board from all meetings of the Board held during a period of six months; or
 - g. Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
 - h. Ceases to reside in Australia.
- 27.2 A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- 27.3 The resignation takes effect at:
- a. The time the notice is received by the Secretary; or
 - b. If a later time is stated in the notice, the later time.
- 27.4 The continuing members of the Board may act despite a casual vacancy on the Board.
- 27.5 However, if the number of Board members is less than the number fixed under subclause 25.1 as a quorum of the Board, the continuing members may act only to:
- a. Increase the number of Board members to the number required for a quorum; or
 - b. Call a General Meeting of the League.

28. Meetings of the Board

- 28.1 Subject to the other provisions of this Constitution, the Board may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
- 28.2 The Board may hold meetings, or permit members of the Board to participate in its meetings, using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 28.3 The Board must meet at least **three** times in each year at such place and times as the Board may determine.
- 28.4 Additional meetings of the Board may be convened by the Chair or by at least **one-third** of the members of the Board.
- 28.5 If the secretary receives written request signed by at least **one-third** of the members of the Board, the Secretary must call a meeting of the Board by giving each member of the Board notice of the meeting within **seven days** after the Secretary receives the request.
- 28.6 If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
- 28.7 A request for a Board meeting under subclause 27.5 must state:
- a. Why the meeting is to be called; and
 - b. The business to be conducted at the meeting.
- 28.8 A meeting of the Board must be held with 14 days after the notice of the meeting is given to members of the Board.

29. Notice of Board Meetings

- 29.1 Notice of each Board meeting must be given to each member of the Board at least **five business days** before the date of the meeting.
- 29.2 Written notice of each Board meeting is to be served on each member of the Board by:
- a. Giving it to the member at least **five business days** before the date of the meeting; or
 - b. Sending it by post to the person's postal or residential address last known to the server of the notice in time for it to be delivered to that address in the ordinary course of post at least **five business days** before the date of the meeting; or
 - c. Faxing it to the member's last known fax number at least **five business days** before the day of the meeting; or



- d. Emailing it the member's last known email address at least **five business days** before the day of the meeting
- 29.3 A notice of a Board meeting called under subclause 28.1 must state:
 - a. The date, time and place of the meeting
 - b. The business to be conducted at the meeting

30. Quorum for Board Meetings

- 30.1 Any **four** members of the Board constitute a quorum for the conduct of a meeting of the Board.
- 30.2 A Board member who participates in the meeting as described in subclause 27.1 is taken to be present at the meeting
- 30.3 No business may be conducted unless a quorum is present.
- 30.4 If, within half an hour of the time appointed for the Board meeting, a quorum is not present then the meeting lapses.

31. Presiding at Board Meetings

At meetings of the Board:

- a. The President or, in the President's absence, the Vice-President, presides as Chair; or
- b. If the President and the Vice-President are absent, or are unable to or decline to, preside, the members present must choose one of their numbers to preside.

32. Voting at Board Meetings

- 32.1 Questions arising at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, shall be determined by a majority vote on a show of hands or, if a member requests, by a ballot taken in such a manner as the person presiding at the meeting may determine.
- 32.2 Each member present at a meeting of the Board or at a meeting of any subcommittee appointed by the Board is entitled to one vote.
- 32.3 The General Manager, as an officer of the Board appointed by the Board, has no vote.
- 32.4 Any act done, or purporting to have been done, by the Board or by a subcommittee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or subcommittee.

33. Circulating Resolutions

- 33.1 The Board may pass a valid resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution cast their vote either in favour of or against that motion.

Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Board member with the Secretary. If no majority decision is possible, the resolution lapses,
- 33.2 Board members who do not support the resolution must indicate this on the document and sign as above.

Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.
Hard copies showing voting intentions of every Board member who has voted on the resolution must be kept with the League's minutes.
- 33.3 A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority.

Every resolution passed must be reported to the Board at its next meeting and entered in the minutes of the Boards as soon as practicable.

34. Disclosure of Interest



- 34.1 A Board member who has a material personal interest in a matter being considered at a Board meeting of the League must disclose the nature and extent of the interest to the Board.
- 34.2 A Board member having a material personal interest in a matter that is being considered at a Board meeting must not be present for any deliberations and must not vote on any motion with respect to that matter.
- 34.3 Subclauses 34.1 and 34.2 do not apply where:
 - a. That material personal interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the League is established; or
 - b. That material personal interest exists only by virtue of the fact that the member of the Board is an employee of the League; or
 - c. The member of the Board has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
- 34.4 If there are not enough Board members to form a quorum to consider a matter because of subclause 34.2, one or more Board members (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the matter.
- 34.5 The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.
- 34.6 The Chair must ensure a Board member who has direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
- 34.7 If, at a meeting of the Board or a subcommittee, a member of the Board or subcommittee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.

35. Removal of Board Member

- 35.1 The League at a General Meeting may, as it sees fit, by resolution, remove any member of the Board before the expiration of their term and appoint another person in their place to serve until the expiration of the term of the member in question.
- 35.2 A Board member has no right of appeal against the member's removal from office under this rule.
- 35.3 A member who is the subject of a proposed resolution referred to in subclause 34.1 may make representations in writing to the Secretary or Chair of the League (not exceeding a reasonable length) and may request that the representations be provided to member clubs of the League.
- 35.4 The Secretary or the Chair may give a copy of the representations to each member club of the League or if they are not so given, the member is entitled to require that they be read out at the meeting.

36. Minutes of Meetings

- 36.1 The Secretary of the League must keep proper minutes of the resolutions and proceedings of each General Meeting and each Board meeting and a record of names of persons present.
- 36.2 The minutes kept pursuant to this rule must be confirmed by a resolution passed by the members of the League or the members of the Board (as applicable) at a subsequent meeting.
- 36.3 The Chair must ensure that the minutes taken of a General Meeting or a Board meeting under subclause 36.1 are checked and signed as correct by the Chair of the meeting to which those minutes relate or by the chair of the next succeeding General Meeting or Board meeting as the case requires.
- 36.4 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 Board meeting to which they relate was duly convened and held; and
 - b. All proceedings as having taken place at the meeting did in fact take place at that meeting; and
 - c. All appointments or elections purporting to have been made at that meeting have been validly made.
- 36.5 If asked by a member club of the league, the Secretary must within 21 days after the request is made:
 - a. Make the minute book for a particular General Meeting available for inspection by a representative of the member club at a mutually agreed time and place; and
 - b. Give the representative a copy of the minutes of the meeting in question.
- 36.6 The League may require the member club to pay the reasonable costs of providing a copy of the minutes

37. Sub-Committees

- 37.1 The Board may, in writing, delegate to one or more subcommittees 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 at a General Meeting.
- 37.2 The Board may co-opt any person as a member of a subcommittee, 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 General Meeting of the League.
- 37.3 A delegation under this section may be subject to any conditions or limitations that the Board imposes.
- 37.4 Despite any delegation under this section, the Board may continue to exercise any function delegated.
- 37.5 Any act done by a subcommittee acting in the exercise of a delegation under this section has the same effect as it would if it had been done by the Board.
- 37.6 The Board may, in writing, revoke wholly or in part any delegation under this section.
- 37.7 Subject to any directions from the Board, any subcommittees may meet and adjourn as it considers appropriate.
- 37.8 Subject to any directions from the Board, a subcommittee may elect a Chair of its meetings.
- 37.9 A question arising at a subcommittee meeting is to be decided by a majority of the members present at the meeting. If votes are equal then the question is decided in the negative.

38. Executive Committee

- 38.1 The President, Vice-President, Treasurer and Secretary constitute the Executive Committee.
- 38.2 During the period between meetings of the Board, the Executive Committee may issue instructions to the Public Officer and servants of the League in matters of urgency connected with the management of the affairs of the League.
- 38.3 The Executive Committee is to report on any instructions issued under subclause 38.2 to the next meeting of the Board.

39. Income and Property of the League

- 39.1 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.
- 39.2 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 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 subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; 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.
- 39.3 Despite subclauses 39.2 a, b and c, the League is not to pay a person any amount unless the League or Board has first approved that payment.
- 39.4 Despite subclause 39.2 d, the League is not to appoint or nominate a member of the League under that subclause to an office in respect of which remuneration is payable unless the League or Board has first approved:
- a. That appointment or nomination; and
 - b. The receipt of that remuneration by that member.

40. Funds

- 40.1 The League must open an account with a financial institution from which all expenditure of the League is made and into which all of the League's revenue is deposited.
- 40.2 The Treasurer of the League must:
- a. Collect and receive all moneys due to the League and make all payments authorised by the League; and
 - b. Keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.
- The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.
- 40.3 All money received by the League must be deposited as soon as practicable and without deduction to the credit of the League's financial institution account.
- 40.4 The League must, as soon as practicable, issue an appropriate receipt.
- 40.5 A payment is not to be drawn on the League's account except for the purpose of making a payment that has been authorised by the Board.
- 40.6 Except with the authority of the Board, a payment of an amount exceeding that laid down in the BY-laws is not to be made from the funds of the League otherwise than by cheque drawn on the League's account or by electronic funds transfer from the League's account.
- 40.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 40.8 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the By-laws must be signed by two members of the Board authorised to do so by the Board.
- All electronic banking procedures must also be approved by two members of the Board authorised to do so by the Board.



- 40.9 With the approval of the Board, the Treasurer may maintain a petty cash account system provided that all moneys paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Board may impose.
- 40.10 The funds of the League shall be derived from joining fees, annual subscriptions, donations and subject to any resolution passed by the League in General Meetings and subject to the Act, such other sources as the Board determines.
- 40.11 All expenditure must be approved by or ratified by the Board.

41. Auditor

- 41.1 At each Annual General Meeting, the member clubs of the League present at the meeting are to appoint a person or an organisation meeting the requirements of the Act as the auditor of the League.
- 41.2 If an auditor is not appointed at an Annual General Meeting under subclause 41.1, the Board is to appoint an auditor of the League as soon as practicable after that Annual General Meeting.
- 41.3 The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
- 41.4 Except as provided in subclause 41.5, the auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
- 41.5 If a casual vacancy occurs in the office of the auditor, the Board is to appoint a person or organisation to fill the vacancy until the next Annual General Meeting.
- 41.6 The auditor is to audit the financial affairs of the League at least once in each financial year of the League.
- 41.7 The auditor, after auditing the financial affairs of the League for a particular financial year of the League is to:
 - a. Certify as to the correctness of the accounts of the League: and
 - b. At the next Annual General Meeting, provide a written report to the members of the League present at that meeting.
- 41.8 In the report and in certifying the accounts, the auditor is to:
 - a. Specify the information, if any, that he or she has required and obtained under subclause 41.10; and
 - b. State whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the League according to the information at his or her disposal; and
 - c. State whether the rules relating to the administration of the funds of the League have been observed.
- 41.9 The Treasurer of the League is to deliver to the auditor a list of all the accounting records, books and accounts of the League.
- 41.10 The auditor may:
 - a. Have access to the accounting records, books and accounts of the League; and
 - b. Require from any servant of the League any information the auditor considers necessary for the performance of his or her duties; and
 - c. Employ any person to assist in auditing the financial affairs of the League; and
 - d. Examine any members of the Board or any servant of the League in relation to the accounting records, books and accounts of the League.

42. By-laws

- 42.1 The Board may make, amend or repeal By-laws, not inconsistent with this Constitution, for the internal management of the League.
- 42.2 By-laws must be made available in writing to members on request and must be posted on the League's website.
- 42.3 Any By-law may be set aside by a vote of members at a General Meeting of the League.

43. Common Seal



44. Execution of contract or other document by signature

The League may execute a contract or other document if the contract or document is signed by at least two members of the Board.

45. Notice to Members

45.1 Any notice that is required to be given to a member club by or on behalf of the League under this constitution may be given by:

- a. Delivering the notice to the member personally; or
- b. Sending it by pre-paid post addressed to the member club at the last known contact address for that member club; or
- c. Sending it by facsimile transmission; or
- d. Sending by electronic transmission such as email.

The Board shall decide in which of the methods above the notice is to be given.

45.2 Notice of the following meetings must be given in writing:

- a. A meeting called to hear and decide the appeal against the Board's decision to:
 - i. Reject an application for membership of the League; or
 - ii. Terminate a member's membership of the League
- b. A meeting called to hear and decide a proposed special resolution of the League.

46. Custody and inspection of books and records

46.1 Except as otherwise provided in this constitution, the Secretary must keep in their custody or under their control:

- a. Records and other documents of the League; and
- b. This constitution; and
- c. Minutes of all Board meetings and general meetings of the League

46.2 If requested to do so by a member club, the League must permit a representative of the member at a reasonable time to inspect:

- a. The Constitution and By-laws of the League; and
- b. Minutes of general meetings of the League
 - i. At the main premises of the League, or
 - ii. If the League has no premises, at the League's official address.

46.3 The League must give a member club a copy of any document referred to in subclause 45.2 within seven days if:

- a. The member club asked for the copy; and
- b. Pays the fee (if any) prescribed by the By-laws

46.4 The Secretary must post on the League's website:

- a. The Constitution and By-laws of the League; and
- b. Minutes of general meetings of the League.

46.5 Any office-bearer vacating their office must return to the premises of the league within **7 days** any records held by the office bearer other than those on those premises

47. Winding up

47.1 At the first general meeting of the League after the adoption of this constitution, the League must pass a special resolution nominating:

- a. Another association; or
- b. A fund, authority or institution

In which it is to vest its surplus property in the event of a dissolution or winding up of the association, being a body

- Which has similar objects; and
- Which is not carried out for the purpose of profit or gain to its individual members; and
- Which is incorporated under the Act; and



- Which fulfils the requirements specified in the Act.
- 47.2 At any subsequent General meeting the League may amend that resolution to substitute another body meeting the same criteria.
- 47.3 In the event of the dissolution or winding up of the League, the surplus property must be given or transferred in accordance with the provisions of the Act to that body specified in subclause 47.1 or 47.2.

APPENDIX 1: List of Member Clubs

- Colbinabbin Football Netball Club
- Elmore Football Netball Club
- Heathcote Football Netball Club
- Huntly Football Netball Club
- Leitchville Gunbower Football Netball Club
- Lockington Bamawm United Football Netball Club
- Mount Pleasant Football Netball Club
- North Bendigo Football Netball Club
- White Hills Football Netball Club