

Central Midlands Coastal Football League Inc

Rules of Association.

1. Name of Association

The name of the Association is Central Midlands Coastal Football League Inc.

2. Definitions

In these rules, unless the contrary intention appears-

"Annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board" refers to the Board of Directors.

"Club" means a Club, which is a member of the League or of an association affiliated with the League.

"Committee Meeting: means a meeting of the Board of Directors;

"Convene" means to call together for a formal meeting;

"Director" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"Director meeting" means a meeting referred to in rule 15 or otherwise referred to as a Committee Meeting;

"Directors" mean the Board of Directors acting as such.

"Department" means the government department with responsibility for administering the Associations Incorporation Act (1987);

"Financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30th September; and thereafter each period commencing 1st October and ending on 30th September in the following year;

"Football" means the Australian National Game of Football.

"General meeting" means a meeting to which all members are invited;

"Junior" shall mean all that Football played under the direct control of the League Junior Council.

"League" means the Central Midlands Coastal Football League Inc.

"Member" means member of the Association;

"Official" means official of a Club and includes coach, trainer runner and any employee of the Club in any capacity.

"Ordinary resolution" means resolution other than a special resolution;

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

"Senior" shall refer to the League (A) and Reserves (B) grade competitions.

"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 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.

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.

If a poll is held, a declaration by the person presiding as to the result of a poll 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 Chairperson" 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 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"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 10 (1);

"The Laws" mean the Laws of Football as adopted by the Australian Football League.

"The Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"The Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"The Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

"Year" means the period that a Director is elected to the Board – from one AGM to another.

3. Objects of Association

3.1 The objects for which the League is established are to promote, control, manage and encourage the game of Football and in particular, but without limiting the generality of the foregoing for that purpose:-

- a) To promote, control, manage and encourage Football matches and competitions in and out of the Central Midlands Coastal region in the state of Western Australia.
- b) To determine the terms and conditions upon which persons may play Football for Clubs or upon which Clubs may take part in matches.
- c) To arrange matches with other leagues and/or Associations. To select and control all representative League teams.
- d) To frame and administer laws relating to Football and to take such action as may be necessary to achieve uniformity in such laws.

3.2 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.

4. Powers of Association

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 - in any security in which trust monies may lawfully be invested; or
- d) in any other manner authorised by the rules of the Association;
- e) borrow money upon such terms and conditions as the Association thinks fit;
- f) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- g) appoint agents to transact any business of the Association on its behalf;
- h) enter into any other contract it considers necessary or desirable; and 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.
- i) To employ and dismiss and pay remuneration or honorary payments to staff, volunteers or officials as required
- j) To raise money by subscription or otherwise from Football Clubs or the members thereof.
- k) To render assistance pecuniary or otherwise to Football Clubs.
- l) To hear, determine and settle all questions and disputes of any matter relating to Football.
- m) To hear and enquire into any allegations, complaint or charge which may be made or laid against any Club or umpire or Official of the League involving a breach of the Rules of the League or the Laws.
- n) To inflict fines or other penalties on any Club or member, official or player of any Club or any umpire, member or Official of the League by way of suspension, expulsion or otherwise for any breach of the Rules of the League or the Laws.
- o) To administer the activities of players, coaches and umpires in any activity associated with Football and in particular, activities connected with television broadcasting, advertising, the writing of articles for newspapers and contributions to other publications.
- p) To subscribe to, become a member of, and amalgamate with any organisations, whether incorporated or not whose objects are altogether or in part similar to those of the League, provided that the League shall not subscribe to or support with its funds any organisation formed or operated for the purpose of trading or securing pecuniary profit to the members from the transactions thereof.
- q) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more organisations with which the League is authorised to amalgamate.
- r) To transfer all or any part of the property, assets, liabilities and engagements of the League to any one or more organisations with which the League is authorised to amalgamate.

- s) To lay out, construct maintain and alter any grounds for Football or other sports or activities necessary or convenient for the purposes of the League.
- t) To take any gift or property whether subject to any special trust or not for any one or more of the objects of the League.
- u) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be expedient for the purpose of procuring contributions to the funds of the League in the shape of donations, annual subscriptions or otherwise.
- v) To make donations for patriotic or charitable purposes.
- w) To render assistance pecuniary or otherwise to any organisations promoting the interest of any form of manly sport.
- x) To acquire, establish, print and publish newspapers, periodicals, books, leaflets or other literary work that the League may think desirable.
- y) To control the use of the programme of matches published by the League and to take such action as may be necessary from time to time to protect the rights of the League in respect thereof
- z) To delegate all or any of its powers to any Committee or Committees or to any Board or Tribunal appointed by the League.
- aa) To delegate all or any of its powers to the Board of Directors of the League.
- bb) To grant leases or licences in respect of liquor and other rights at properties under the control of the League.
- cc) To do all such acts and things as are incidental or subsidiary to all or any of the above subjects.

5. Qualifications for membership of Association

5.1 The Members of the League from time to time shall be;-

- a) Australian Rules Football Clubs who are Members of the League on the date these Rules are adopted and such other Clubs as are admitted to the League in accordance with the provisions of Rule 5.2(a) hereof; and
- b) All persons elected as life members of the League.
 - i. The Directors may, in each year, elect Honorary Life Members. The qualification for each appointment shall be that the person nominated has, in the opinion of the Directors, rendered special services to the League, or the game of Australian Football. An Honorary Life Member shall be elected by secret ballot, which must be carried by a 70% majority of Directors present at the meeting.
- c) All persons appointed honorary patrons of the League

5.2 Any Australian Rules Football Club which shall desire to become a Member of the League shall -

- a) Send an application in writing to the Secretary prior to the first of November in any year, together with an application fee of one hundred dollars. Such application shall be signed by an official of the applicant Club.
- b) Such application shall be considered at the next meeting of the Directors and shall be accepted if, and when absolution in favour of the application shall be carried by at least a 70% majority of Directors present at the meeting. If the Applicant Club is admitted as a Member of the League the Applicant Club and all the Members thereof shall, in all respects, be bound by and conform to these Rules.
- c) Every Club admitted to the League shall play a team in the League competition or other grades subject to the Director's discretion and conditions.
- d) Every Club admitted to the League may have to, at the Directors discretion, in addition to playing a team in the League competition, also play a team in the Reserves competition and such other competitions as the Board of Directors may prescribe from time to time.

5.3 The Directors must consider each application made under sub-rule 5.2 at a Director's meeting and must at that meeting or the next Director's meeting accept or reject that application.

5.4 An applicant whose application for membership of the Association is rejected under sub-rule 5.3 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.

5.5 When notice is given under sub-rule 5.4, the Association in a general club meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Directors 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 League in the general meeting.

6. Register of members of Association

6.1 The Secretary, on behalf of the League, must comply with section 27 of the Act by keeping and maintaining-

in an up to date condition a register of the Clubs and Life 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.

6.2 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.

6.3 The Secretary must cause the name of a Club or a person who ceases to be a member under rule 8 or a person who dies to be deleted from the register of members referred to in sub-rule 6.1.

7. Subscriptions of members of Association

7.1 The annual subscription to be paid by the Clubs admitted to the League shall be as prescribed by the Directors from time to time and shall be paid by the admitted clubs. Directors may from time to time at a Director's meeting determine the amount of the subscription to be paid by each Club/Member.

7.2 Each Club/Member must pay to the Treasurer, annually on or before 1 July or such other date as the Directors from time to time determines, the amount of the subscription determined under sub-rule 7.1.

7.3 Subject to sub-rule 7.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 7.2 ceases on the expiry of that period to be a member, unless the Directors decides otherwise.

7.4 A Club/Person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule 7.2 or within 3 months thereafter, or such other time as the Directors allows.

8. Termination of membership of the Association

8.1 Membership of the League may be terminated upon-

- a) Receipt by the Secretary or another Director of a notice in writing from a Club/Member of their resignation from the League. Such Club/Member remains liable to pay to the League the amount of any subscription due and payable by that Club/Member to the League but unpaid at the date of termination; or
- b) Non-payment by a Club/Member of his or her subscription within three months of the date fixed by the Directors for subscriptions to be paid, unless the Directors decides otherwise in accordance with rule 7 (3); or
- c) Expulsion of a member in accordance with rule 9.

9. Suspension or expulsion of members of Association

9.1 In order for the Directors to expel any club or member from the League the Directors must-

- a) Decide at a Director's meeting to expel the Club/Member and;

- b) Pass a resolution which must be carried by a 70% majority of the Directors present at that meeting.

9.2 If the Directors consider that a Club/Member should be suspended or expelled from membership of the League because his or her conduct is detrimental to the interests of the League, the Directors must communicate, either orally or in writing, to the Club/Member-

- a) notice of the proposed suspension or expulsion and of the time, date and place of the Director's 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 Director's meeting referred to in paragraph (a).

9.3 At the Director's meeting referred to in a notice communicated under sub-rule 9.2, the Directors, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Directors, suspend or expel or decline to suspend or expel that member from membership of the League and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

9.4 Subject to sub-rule 9.6, 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 9.3.

9.5 A member who is suspended or expelled under sub-rule 9.3 must, if they wish 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 9.4.

9.6 When notice is given under sub-rule 9.5-

- a) the League in a general club meeting, must either confirm or set aside the decision of the Directors 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 League 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 Directors to suspend or expel him or her is confirmed under this sub-rule.

9.7 In the event of expulsion, the Club or member expelled shall lose and forfeit to the League all interest and benefit in the funds and property of the League and all rights attached to membership.

10. Committee of Management

10.1 Subject to sub-rule 10.9, the affairs of the League will be managed exclusively by a Board of five Directors consisting of-

- a) a Chairperson;
- b) a Vice-Chairperson;
- c) a Secretary;
- d) a Treasurer; and
- e) not less than one other persons,

10.2 The Secretary and/or Treasurer position can be filled by a person who is not covered under sub rule 10.20, in which case they are not entitled to a deliberate vote; all other positions must be filled by a Director who is covered by sub rule 10.20.

10.3 In the case whereby the Secretary and/or Treasurer position is filled by a person who is not covered under sub rule 10.20, then there must be a total of five other Directors selected from the membership.

10.4 Applications for Directors will be called publicly, no later than the 14th October and close no later than the 31st October each year.

10.5 Directors must be elected to membership of the Board of Directors at an annual general meeting or appointed under sub-rule 10.14.

10.6 Only League Clubs (Non Junior Only Clubs) are entitled to vote in the election of Directors.

10.7 Subject to sub-rule (8), a Director's term will be from his or her election at an annual general meeting for two years. Any retiring member of the Board of Directors shall be eligible for re-appointment.

10.8 The number of vacant Directors positions each year is to follow a two year rotation; three Director's positions open in the first year followed by two Director's position in the second year. Subject to sub rule 10.14.

10.9 In the event of an extraordinary election, where all five Directors come up for election, the first three in the voting will serve a two year term and the next two will serve a one year term.

10.10 Except for nominees under sub-rule 10.13, a person is not eligible for election to membership of the Board of Directors 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.

10.11 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) Vote for him or herself.

10.12 If the number of persons nominated in accordance with sub-rule 10.8 or 10.9 for election to the Board of Directors does not exceed the number of vacancies in that membership to be filled-

- a) the Secretary must report accordingly to; and
- b) the Chairperson must declare those persons to be duly elected as members of the Board of Directors at,

The annual general meeting concerned.

10.13 If vacancies remain on the Board of Directors after the declaration under sub-rule 10.10, additional nominations of Directors 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 Chairperson must declare those persons to be duly elected as members of the Board of Directors. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board of Directors, elections for those positions must be conducted.

10.14 If a vacancy remains on the Board of Directors after the application of sub-rule 10.10 and 10.13, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board of Directors-

- a) the Directors may appoint a 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 10.7; and
 - II. be eligible for election to membership of the Board,

at the next following annual general meeting.

10.15 The Directors may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association or non members as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-

- (a) the power of delegation; and
- (b) A function which is a duty imposed on the Board of Directors by the Act or any other law.

10.16 Any delegation under sub-rule 10.15 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 Board may continue to exercise any function delegated.

10.17 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 10.15.

10.18 A Director may be removed from office by the unanimous resolution of all the other members of the Board of Directors.

10.19 The Board of Directors have the power to make, alter or delete any League By Law at a Director's meeting by resolution and must be carried by a 70% majority of the Directors present at that meeting.

10.20 A Director can be either a member of the League, and/or a member of a club who is affiliated or a member of the League, or a person who has an interest in the development of Senior and Junior football.

10.21 If an affiliated/member club has their membership terminated for any reason then that Director who is a member of that terminated club is able to complete their Director's term. There after their position becomes vacant.

11. Chairperson and Vice-Chairperson

11.1 At the first meeting after the annual general meeting, the Board of Directors shall elect the Chairperson from one of their number, who shall hold office for one year.

11.2 The elected Chairperson will be the President of the League.

11.3 If the Chairperson can not complete their term of office for any reason, their position will be filled immediately by one of the Directors from within their numbers.

11.4 Subject to this rule, the Chairperson must preside at all general meetings and Director Meetings.

11.5 In the event of the absence from a general meeting of-

- a) the Chairperson, the Vice-Chairperson; or
- b) both the Chairperson and the Vice-Chairperson, a Director elected by the other Directors present at the general meeting,

must preside at the general meeting.

11.6 In the event of the absence from a Director's meeting of-

- a) the Chairperson, the Vice-Chairperson; or
- b) both the Chairperson and the Vice-Chairperson, a Director elected by the other Directors present at the Committee meeting,

must preside at the Committee meeting.

12. Secretary

12.1 The Secretary must-

- a) co-ordinate the correspondence of the League;
- b) keep full and correct minutes of the proceedings of the Directors and of the League;
- c) comply on behalf of the League with-
 - (i) section 27 of the Act with respect to the register of members of the League, as referred to in rule 6;
 - (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 League, 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 League provided for by these rules, including all offices held by the persons who constitute the Directors and persons who are authorised to use the common seal of the Association under rule 22; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the League,
 - (C) and the Secretary must, upon the request of a member of the League, 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 League, including those referred to in paragraph (c) but other than those required by rule 13 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.

13. Treasurer

13.1 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 League and must issue receipts for those moneys in the name of the League;
- b) pay all moneys referred to in paragraph (a) into such account or accounts of the League as the Directors may from time to time direct;
- c) make payments from the funds of the League with the authority of a general meeting or of the Directors and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Director, or by any two others as are authorised by the Directors;
- d) comply on behalf of the League with sections 25 and 26 of the Act with respect to the accounting records of the League by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the League;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the League to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the League to be conveniently and properly audited; and
 - (iv) Submitting to members at each annual general meeting of the Association accounts of the League showing the financial position of the League at the end of the immediately preceding financial year.
- e) whenever directed to do so by the Chairperson, submit to the Directors 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.

14. Casual vacancies in membership of Directors

14.1 A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director-

- a) dies;
- b) resigns by notice in writing delivered to the Chairperson or, if the Director is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Directors;
- 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 Director meetings; or

- (ii) 3 Director meetings in the same financial year without tendering an apology to the person presiding at each of those Director meetings;
 - (iii) of which meetings the Director received notice, and the Directors have 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 Director.

15. Proceedings of Directors

15.1 The Directors must meet together for the dispatch of business not less than ten times in each year and the Chairperson, or at least half the Directors, may at any time convene a meeting of the Directors.

15.2 Each Director has a deliberative vote.

15.3 A question arising at a Director meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Director's meeting will have a casting vote in addition to his or her deliberative vote.

15.4 At a Director meeting four Directors constitute a quorum.

15.5 Subject to these rules, the procedure and order of business to be followed at a Director meeting must be determined by the Directors present at the Director meeting.

15.6 As required under sections 21 and 22 of the Act, a Director having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Directors (except if that pecuniary interest exists only by virtue of the fact that the Director is a member of a class of persons for whose benefit the League 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 Directors; and
- b) Not take part in any deliberations or decision of the Directors with respect to that contract.

15.7 Sub-rule 15.6 (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Director or committee member is an employee of the League.

15.8 The Secretary must cause every disclosure made under sub-rule 15.6(a) by a Director to be recorded in the minutes of the meeting of the Directors at which it is made.

16. General meetings

16.1 The Directors-
may at any time convene a special general meeting;

- a) 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
- b) must, within 30 days of-
 - (i) receiving a request in writing to do so from not less than three of the Clubs, convene a special general meeting for the purpose specified in that request; or
 - (ii) The Secretary receiving a notice under rule 9.5, convene a general meeting to deal with the appeal to which that notice relates.
- c) Must, after receiving a notice under rule 5.4, 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 League at that next annual general meeting in relation to the Directors rejection of his or her

application and the League at that meeting must confirm or set aside the decision of the Directors.

16.2 The members making a request referred to in sub-rule 16.1 (c) (i) must-

- a) state in that request the purpose for which the special general meeting concerned is required; and
- b) Sign that request.

16.3 If a special general meeting is not convened within the relevant period of 30 days referred to-

- (a) in sub-rule 16.1(c)(i), the members who made the request concerned may themselves convene a special general meeting as if they were the Directors; or
- (b) in sub-rule 16.1(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 Directors.

16.4 When a special general meeting is convened under sub-rule 16.3 (a) or (b) the League must pay the reasonable expenses of convening and holding the special general meeting.

16.5 Subject to sub-rule 16.7, the Secretary must give to all members not less than 21 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.

16.6 Subject to sub-rule 16.7, 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 Directors;
 - (ii) second, the election of Directors to replace outgoing Directors; and
 - (iii) Third, any other business requiring consideration by the Association at the general meeting.

16.7 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 16.5 or 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

16.8 The Secretary must give a notice under sub-rule 16.5, 16.6 or 16.7 by-

- a) serving it on a member personally; or
- b) Sending it by post or email to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

16.9 When a notice is sent by post or email under sub-rule 16.8 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, via email or facsimile.

17. Quorum and proceedings at general meetings

17.1 At a general meeting 70% of Clubs and 70% of Directors present in person constitute a quorum.

17.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16.5 or 16.6-

- a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 16.3 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.

17.3 If within 30 minutes of the time appointed by sub-rule 17.2 (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.

17.4 The Chairperson 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.

17.5 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.

17.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

17.7 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 17.9; 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 17.9 and 17.11.

17.8 A declaration by the Chairperson 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 17.9.

17.9 At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

17.10 If a poll is demanded and taken under sub-rule 17.9 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

17.11 A poll demanded under sub-rule 17.9 must be taken immediately on that demand being made.

18. Minutes of meetings of Association

18.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Director's meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Director meeting, as the case requires, in a minute book or electronic file kept for that purpose.

18.2 The Chairperson must ensure that the minutes taken of a general meeting or Director's meeting under sub-rule 17.1 are checked and a motion carried as correct by the general meeting members or Directors to which those minutes relate or by the Chairperson of the next succeeding general meeting or Director's meeting, as the case requires.

18.3 When minutes have been entered and motion carried as correct under this rule, they are, until the contrary is proved, evidence that-

- a) the general meeting or Director's 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.

19. Voting rights of members of Association

19.1 Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

19.2 A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

19.3 An appointment made under sub-rule 19.2 must be made by a resolution of the board or other governing body of the body corporate concerned-

- a) which resolution is authenticated under the common seal of that body corporate; and
- b) A copy of which resolution is lodged with the Secretary.

19.4 A person appointed under sub-rule 19.2 to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

19.5 Each club is entitled to have two Non League Director club members present who are entitled to a deliberate vote each.

19.6 Only League Clubs (Non Junior Only Clubs) are to have voting rights at general club meetings.

20. Proxies of members of Association

20.1 A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

21. Rules of Association

21.1 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 21.1 (d) and 21.1 (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 21.1 (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 21.1 (a) to 21.1 (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 21.1 (a) to 21.1 (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

21.2 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.

22. Common seal of Association

22.1 The Association must have a common seal on which its corporate name appears in legible characters.

22.2 The common seal of the Association must not be used without the express authority of the Directors and every use of that common seal must be recorded in the minute book referred to in rule 18.

22.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

22.4 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.

23. Inspection of records, etc. of Association

23.1 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. Disputes and mediation

24.1 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.

24.2 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.

24.3 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.

24.4 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 Directors of the League;
 - (ii) In the case of a dispute between a member and/or relevant non-member (as defined by sub-rule 24.1 (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

24.5 A member of the Association can be a mediator.

24.6 The mediator cannot be a member who is a party to the dispute.

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

24.8 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.

24.9 The mediator must not determine the dispute.

24.10 The mediation must be confidential and without prejudice.

24.11 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.

25. Western Australian Country Football League (WACFL)

25.1 A representative from the League to the WACFL shall be appointed each year by the Directors. The representative shall represent the League at any appropriate meetings of the WACFL as instructed by the Directors and at all times shall ensure the well-being and interest of the League at such meetings. The representative may be a Director or any other such persons.

25.2 The League shall subscribe and be bound by the Constitution and By Laws of the Western Australian Country Football League.

26. Laws of the Game

26.1 In all Central Midland Coastal Football League competitions the Laws of Australian Rules Football as adopted by the Australian Football League will be adhered to, provided however that minor alterations can from time to time be adopted provided always, such alterations are in the interest of the promotion of the domestic competition.

26.2 The Directors have the power and ability to set, alter, or delete By Laws as required. Such By laws require that a 70% majority of Directors present at that meeting pass the By Law at a Director's meeting.

26.3 Every Club admitted to the League shall play a team in the League competition or other grades subject to the Director's discretion and conditions.

26.4 Every Club admitted to the League may have to, at the Directors discretion, in addition to playing a team in the League competition, also play a team in the Reserves competition and such other competitions as the Board of Directors may prescribe from time to time.

26.5 Every Club upon admission to the League shall apply for and obtain permission of the Directors to use the colours, logo, uniform and design under which the Club proposes to play and the same when approved by the League shall be registered by the Secretary of the League.

26.6 Any Club desiring to vary or alter its colours, logo, uniform or design, shall first apply for and obtain the permission of the Directors to make such variation or alteration and when approved, the same shall be registered by the Secretary of the League, provided always that notice of such change of colours, logo or alteration of design is given to the League no later than the 1st February in the year to that in which such change is to be effected.

26.7 Registration of such colours, logo, uniform and design by Clubs, shall give such Clubs the exclusive right to such colours, logo, uniform and design as against any other Club subsequently attempting to register the same colours, logo, uniform and design.

27. Auditors

27.1 At their first Director's meeting in each financial year, the Directors shall appoint and set remuneration (to be paid from the League's funds) as they determine, an auditor or auditors.

27.2 The auditors shall examine the books, accounts, receipts and other financial records of the League for the financial year in which they are appointed and compare the same with the annual accounts submitted by the Directors.

27.3 The auditors shall no later than the 1st November in the financial year following that in which they were appointed, prepare and send to the Directors (who will then forward the report onto the clubs) a report on the accuracy of the amounts and the financial position of the League. The auditors finding any deficiency in money or goods shall report the same to the Directors.

28. Finance

28.1 The gate receipts of all qualifying matches shall be retained by the Home club.

28.2 All relevant agreed expenses incurred at qualifying matches shall be the responsibility of the Home Club.

28.3 All umpire travelling expenses incurred at qualifying matches shall be paid for by the home club on the day of the match. Total amount paid by each club is to be forwarded to the League at the end of each round of the qualifying matches whereby the cost of umpire travelling expenses is to be shared equally between all clubs. If a club has overpaid their share then they are to be reimbursed by the League and clubs that have underpaid for the round are to pay the League on receipt of an invoice from the League. Failure to remit payment amounts to the League can incur fines at the Director's discretion.

28.4 All final round matches and other matches organised by the League gate receipts shall be retained by the League.

28.5 All final round matches and other matches organised by the League expenses shall be the responsibility of the League. This includes umpire travel expenses and payments.

28.6 All fines and other penalties imposed under or pursuant to these rules shall be paid into the funds of the League.

28.7 The remuneration paid to umpires shall be negotiated and fixed by the Directors and clubs give notice of such payments at least two weeks before the season commencement.

29. Central Midlands Coastal Junior Football Council.

29.1 The Central Midlands Coastal Football League shall recognise and be affiliated with the Central Midlands Coastal Junior Football Council (Junior Council).

29.2 The Junior Council is able to run their own affairs in conjunction with the Seniors and their fixtures are to follow the Senior fixtures.

29.3 The Junior Council is able to set their own By Laws, they are however to be based on the CMCFL By Laws.

29.4 The CMCFL By Laws and Constitution shall be referred to, to provide guidance to the Junior Council.

30. Dissolution

30.1 The Association shall be deemed to have been dissolved if and when a resolution in favour of dissolution is carried by a 75% majority of clubs who are members of the League present at that special meeting called for that purpose.

31. Distribution of surplus property on winding up of Association

31.1 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever the surplus property must be given or transferred;

- a) Equal amounts to the playing clubs (which are incorporated under the Act) of the league given they have not already dissolved
- b) And/or 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.

This is the annexure of sixteen pages marked "A" referred to in Form A signed by me and dated 10th November 2009.