

Alberton Football Netball League Incorporated

CONSTITUTION



January - 2017

1. Name

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

2. Statement of Purpose

To promote, advance, foster and cultivate the games of Australian Football and Netball in the South Gippsland region of Victoria, with a sense of fair play, community collaboration and a desire to have members/players reach their maximum potential.

3. Definitions

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

“AGM” means Annual General Meeting of Members convened in accordance with Rule 18.

“SGM” means a Special General Meeting of Members, convened in accordance with Rule 19.

“AFNL” means Alberton Football Netball League Inc.

“Board” means the Board of Management.

“By-Laws” means local football rules of the Alberton Football Netball League

“Club” means any Member Club duly admitted to membership.

“Member” means a Member of the League and includes the Board, Clubs and Life Members.

“Eligible Members” means Members entitled under these Rules to vote at Annual or Special General Meeting.

“LC” means the League Coordinator

“Financial Year” means the year ending on 31st October.

“Rules” means Constitution of the Alberton Football Netball League.

“Statement of Purposes” means purposes for which the incorporated association (AFNL) has been established.

“The Act” means the *Association Incorporation Reform Act 2012*.

“The Regulations” means regulations under the Act.

“AFL Gippsland” means Gippsland Australian Football Commission Limited

(2) In these Rules, a reference to the League Coordinator is a reference:

(a) to a person who holds office under these Rules as LC; and

(b) in any other case, to the Secretary of the League, for Australian Taxation Office purposes.

(3) Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1958* and the Act as in force from time to time.

(4) Words or expressions contained in these Rules shall be interpreted to include the male and female gender.

4. Membership of League

(1) The membership of the League shall consist of Clubs and their associated members affiliated with the League in accordance with these rules, the Members of the Board and Life Members.

(2) A Club that applies and is approved for membership in accordance with these rules will be a Member of the League upon payment of the annual levies.

- (3) Annually, each affiliated Club shall complete an agreement by which it agrees, on behalf of the Club, its players and the registered officials, to comply with the Rules, By-Laws and resolutions of the Alberton Football Netball League Inc.
- (4) Football and Netball clubs of the same identity will be allocated one vote only, regardless of their corporate structure.

5. General Rights of Members

- (1) A Member of the League who is entitled to vote has the right:
 - (a) to receive notice of AGMs and SGMs and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - (b) to submit items of business for consideration at an SGM; and
 - (c) to attend and be heard at SGMSs; and
 - (d) to vote at an SGM; and
 - (e) subject to Rule 29(5) herewith, to have access to the minutes of meetings and other documents of the League as provided under Rule 75 of the Act; and
 - (f) to inspect the register of members.
- (2) A Member is entitled to vote if:
 - (a) the Member is a Member other than an Associate Member; and
 - (b) more than ten (10) business days have passed since he or she became a Member of the League; and
 - (c) the Member's membership rights are not suspended for any reason.

6. Associate Members

- (1) Associate members of the League include:
 - (a) any members under the age of fifteen (15) years; and
 - (b) any other category of member as determined by special resolution at an SGM.
- (2) An Associate Member must not vote but may have other rights as determined by the Board or by resolution at an SGM.

7. Rights Not Transferable

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

8. Admission of New Clubs

Any incorporated Club desirous of fielding a team or teams in the competition run by the League may apply for membership of the League at a SGM only on the following conditions:

- (1) That the Club so admitted agrees to pay such entrance fees as may be fixed by the League.
- (2) Any application shall be in writing and shall state:
 - (a) that the Club is incorporated.
 - (b) the name and number of teams to be entered in the competition.
 - (c) the names of the current office bearers and addresses for service of notices.

- (d) the current financial status of the Club.
 - (e) the names of the Club President and their deputy to represent the Club at AGMs and SGMs.
- (3) That such Clubs shall use a properly enclosed playing grounds & courts approved by the League on which to play its matches and such other grounds and courts as be approved by the League.
 - (4) That the Club lodges its application with the League Coordinator at least twenty-one (21) days prior to the SGM to be convened for the purpose.
 - (5) Upon affiliation, Clubs are bound to accept all decision of the League, Tribunal and Appeal Board.
 - (6) Admission to the League will be subject to a three-quarters ($\frac{3}{4}$) majority vote by Eligible Members in attendance or voting by proxy at the SGM convened for the purpose.

9. Resignation, Suspension or Expulsion of Member Clubs

- (1) A Member Club of the League who has paid all affiliation fees due may resign from the League by written notice with no required notice period. Subject to the approval of AFL Vic Country and Gippsland Australian Football Commission Limited, the Member shall cease to be a Member.
- (2) Upon the expiration of a notice given under Rule 9.1, the LC shall make in the register of Members an entry recording the date on which the Member by whom notice was given, ceased to be a Member.
- (3) Subject to these rules, if the Board is of the opinion that a Member Club:
 - (a) has refused or neglected to comply with these rules; or
 - (b) has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the League; then the Board may by absolute majority resolution:
 - (i) suspend a Member Club from the League for a specified period; and/or
 - (ii) fine a Member, not exceeding \$500, payable to the League; and/or
 - (iii) expel a Member from the League.
- (4) A resolution of the Board under Rule 9.3:
 - (a) does not take effect unless the Board at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under Rule 9.5 confirms the resolution in accordance with this clause; and
 - (b) where the Member exercises a right of appeal to the League under this clause does not take effect unless the League confirms the resolution in accordance with this clause.
- (5) Where the Board passes a resolution under Rule 9.3; the LC shall as soon as possible, serve the notice in writing to the member:
 - (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the Member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than twenty-eight (28) days after the notice is served;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the Member that they may do one or more of the following:
 - (i) attend that meeting.

- (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
 - (iii) not later than 24 hours before the date of the meeting, lodge with the LC a notice to the effect that it wishes to appeal to the League in SGM against the resolution.
- (6) At a meeting of the Board held in accordance with Rule 9.4, the Board:
 - (a) shall give to the Member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and;
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (7) Where the LC receives a notice under Rule 9.5, they shall notify the Board and the Board shall convene a SGM of the League to be held within twenty-one (21) days after the date on which the LC received the notice.
- (8) At a SGM of the League convened under Rule 9.7:
 - (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member shall be given the opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (9) If at the SGM:
 - (a) subject to three-quarters ($\frac{3}{4}$) majority vote by Eligible Members in attendance or voting by proxy, Eligible Members vote in favour of the confirmation of the resolution the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

10. Amendments to the Rules of Constitution

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

11. Amendments & Proclamation of By-Laws

- (1) The By-Laws shall be adopted at the AGM each year and altered in accordance with Rule 11.2.
- (2) The Football Netball By-Laws may be altered at a meeting of the Board after one month's notice to Clubs and on a simple majority.

- (3) All 5 (five) board members must cast a vote on a By-Law alteration. If not available, the vote will be held in abeyance till a time that all members are able to vote.
- (4) A Club or Clubs may make suggestions to the Board for the alteration of the By-Laws by notice in writing to be delivered to the LC at least twenty-one (21) days before the next Board meeting.
- (5) By-laws must be made available in writing to members on request, and must be posted on the League's website.

12. Election of Board of Management

- (1) Nomination for the Board shall be closed with the LC twenty-one (21) days prior to the AGM. Nominations shall be made in the appropriate form, being cosigned by two (2) member Clubs and the nominee, or by one member of the League Board and one member Club, and the nominee.
- (2) Nominees are to nominate for the specific director positions. An eligible member of the League may nominate himself or herself or be nominated by another member (with their consent). Nominations are not required to be made in writing. Nominee's curriculum vitae will be circulated to all member clubs twenty-one (21) days prior to the AGM, with the positions they have nominated for. A member who is nominated for a position on the Board and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.
- (3) If insufficient nominations are received as per the requirements in 12.1, the candidates nominated shall be deemed to be elected upon ratification of a two thirds majority at the AGM. A call for nominations from the floor is to be allowed, providing two member clubs second the nominee and will undergo a two-thirds majority ratification.
- (4) The AGM will be adjourned for a period of 14 days. New nomination(s) for board will be accepted as outlined in 12.1, in this time frame. On recommencement of the meeting, the election of the board members will occur in line with 12.3 & 12.5. If the board is again elected as outlined in 12.3, there will be no ratification process, the board will stand as elected.
- (5) In the event that the number of nominees exceeds the number of positions vacant, a secret ballot will be conducted, at the AGM, with the LC acting as Returning Officer.
- (6) The nominee/s receiving the majority of votes shall be deemed to be elected. The nominee/s receiving the least votes shall be deemed to be unsuccessful.
- (7) The President's position shall be elected first. The order of election of the other directors positions will be according to the directors positions that have multiple nominees. The LC acting as the Returning Officer will decide on the order so as a nominee, nominating for multiple positions has the best chance to gain a position.
- (8) League board members may hold a position with any member club other than on a committee.

13. Operation of the Board of Management

- (1) A Board of Management constituted as provided in Rule 12.3, shall manage the affairs of the League.
- (2) The Board of Management:
 - (a) shall control and manage the business and affairs of the League;
 - (b) may, subject to these rules, the regulations and the Act exercise all such power and functions that are required by these rules to be exercised by SGMs of the members of the League; and
 - (c) subject to these rules, the regulations and the Act, has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the League.
- (3) Board of Management members:
 - (a) must become familiar with the rules and the Act;
 - (b) are collectively responsible for ensuring the League complies with the Act and Board members comply with the rules; and
 - (c) other duties may be imposed on a Board member from time to time by resolution at a Board meeting or SGM.
- (4) The Board shall consist of:
 - (a) Five (5) of whom, known as Directors, shall be honorary and shall be elected in accordance with Rule 12 into one of the following portfolios:
 - i) President (One year term)
 - ii) Director of Finance and Sponsorship
 - iii) Director of Publicity and Special Events (*Initial term one year)
 - iv) Director of Football Operations (*Initial term one year)
 - v) Director of Netball Operations
 - (b) A League Coordinator, who shall be appointed by the Board in accordance with Rule 15.
 - (c) A League Treasurer, who shall be appointed by the Board in accordance with Rule 16.
- (5) A Vice President will be selected from the Directors and will be done so via a vote of the Board members.
- (6) Each elected Board Member shall be elected for a period of two (2) years, with half of such members to be elected each year. After the initial board election, two positions will become vacant on even years and three positions will become vacant on odd years.
- (7) In the event of a casual vacancy on the Board referred to in Rule 13.3(a), the Board may appoint a person to the vacant position and the person so appointed may continue in the position until the expiration of the term of the position filled.
- (8) For the purposes of these rules, the position of a Board Member becomes vacant if the member:
 - (a) ceases to be a Member of the League;
 - (b) fails to attend three (3) consecutive meetings without leave of absence;
 - (c) ceases to reside in Australia;
 - (d) becomes an insolvent under administration within the meaning of the Companies (Victoria) Code; or

- (e) resigns their office by notice in writing given to the LC in accordance with these rules.
- (9) All Board members and officials properly appointed in accordance with these rules shall be indemnified from the funds of the League against the cost of any legal proceedings taken against them or any one of them, in consequences of the performance of their duties, provided they have acted reasonably and in accordance with these rules.
- (10) The Board shall have control of all premierships matches played between its Clubs and of any matches played by representative teams selected from its Clubs.
- (11) The Board shall have the discretion to appoint up to five (5) ordinary members in addition to required officers, who have no voting rights. The League can elect the ordinary members of the Board in one single vote.
- (12) The Board shall have the discretion to appoint a sub-committee when necessary.

14. Removal of a Member of the Board

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

15. League Coordinator

- (1) The League Coordinator, appointed by the Board, shall carry out the functions designated in these Rules.
- (2) The LC shall be appointed by the Board on such salary, allowances and/or remuneration as the Board from time to time determines.
- (3) The LC shall retain office in accordance with the terms and conditions as agreed between the LC and the Board.
- (4) The LC is not eligible to be an elected Member of the Board.
- (5) The LC shall keep the minutes of the resolutions of each AGM or SGM and of each Board Meeting, in books provided for that purpose, together with a record of the names of persons present at each meeting and provide a copy of such minutes to all Members of the League within seven (7) days of the meeting.
- (6) The LC shall be responsible for the engagement and supervision of, all persons required to be appointed or employed by the League subject to Board approval.
- (7) The LC is not eligible to vote at Board Meetings.
- (8) The LC shall act as Secretary of the League for Australian Taxation Office purposes.

- (9) A detailed position description, including additional duties and required tasks, must be kept for the position of League Coordinator.

16. League Treasurer

- (1) The Finance Director or the League Coordinator may act as League Treasurer.
- (2) The League Treasurer shall be appointed by the Board on such salary, allowances and/or remuneration as the Board from time to time determines.
- (3) The League Treasurer:
 - (a) shall collect and receive all moneys due to the League and make all payments authorised by the Board on behalf of the League; and
 - (b) shall keep correct accounts and records showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.
- (4) The accounts and records referred to in Rule 16.3(b), shall be available for inspection by Members.
- (5) The League Treasurer is only eligible to vote at Board Meetings if he/she is an elected Director.
- (6) A properly qualified Auditor who shall not be a Director shall be appointed by the Board to review the League finances as required to ensure the accuracy of financial records and to prepare financial statements.
- (7) A detailed position description, including additional duties and required tasks, must be kept for the position of Treasurer.

17. Notice of Meetings

- (1) The LC shall, at least fourteen (14) days before the date fixed for holding an AGM or SGM of the League, cause to be sent to each Member and Member Club, a notice stating the place, date and time of the meeting and the nature of the business to be transacted.
- (2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.

18. Annual General Meetings (AGM)

- (1) The AGM shall be held in November in each year unless otherwise decided by the League.
- (2) The AGM shall be specified as such in the notice convening it.
- (3) The ordinary business of the AGM shall be:
 - (a) a roll call of all persons present.
 - (b) to confirm the minutes of the last preceding AGM.
 - (c) to receive from the Board reports related to the operation of the League during the last preceding Financial Year including the Audited Financial Report.
 - (d) to elect a Board of Management of the League.

- (e) to receive and consider the statement submitted by the League in accordance with Section 30.3 of the Act.
- (4) The AGM may transact special business of which notice is given in accordance with these rules and received by the LC twenty-one (21) clear days before the date of the AGM.
- (5) The AGM shall be in addition to any other SGM that may be held in the same year.
- (6) All Members of the League are entitled to attend, or to nominate a representative to attend, the AGM. Any other person may be admitted to the meeting if the Chair so decides.

19. Special General Meetings (SGM)

- (1) All general Meetings other than the AGM shall be called SGMs.
- (2) The Board may, whenever it thinks fit, convene an SGM of the League.
- (3) The Board shall convene an SGM whenever it thinks fit for the purpose of reporting on the progress of the League's activities.
- (4) The Board shall, however, on the requisition in writing of at least three (3) Member Clubs, convene an SGM of the League.
- (5) A requisition for an SGM shall state the objects of the meeting and shall be signed by the Member Clubs making the requisition and be sent to the address of the LC and may consist of several documents in a like form, each signed by one or more of the Member Clubs making the requisition.
- (6) If the Board does not cause a SGM to be held within one (1) month after the date on which the requisition is sent to the address of the LC, the Member Clubs making the requisition, or any of them, may convene a SGM to be held not later than three (3) months after that date.
- (7) A SGM convened by Member Clubs in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the League to the person incurring the expenses.
- (8) At least fourteen (14) clear days notice of SGMs shall be given. Such notice shall be in writing by the LC and shall set out the object and nature of business and the place, time and date of the meeting.
- (9) Two club committee representatives are entitled to attend any SGM unless advised otherwise by the Board of Management.
- (10) At SGMs of the League the order of business shall be:
 - (a) roll call of all persons present.
 - (b) resolution of the business for which the meeting was convened.

- (11) The League may hold its SGMs, or permit members to take part in its SGMs, by using any technology that allows Members to clearly and simultaneously communicate with each other participating member.
- (12) A Member of the League who participates in an SGM in a manner permitted under sub-clause 19.11 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- (13) Upon any question arising at an AGM or SGM of the League that involves voting:
 - (a) A Member Club representative has one (1) vote only and must be given in person or in proxy.
 - (b) A Member Club representative is not entitled to vote at an AGM or SGM unless all moneys due and payable by the Member Club to the League have been paid.
 - (c) The method of voting at Meetings is to be decided by the Board and published in the By-laws.

20. Board Meetings

- (1) A Board Meeting shall be held as may be determined by the Board.
- (2) A minimum of four (4) Board Meetings shall be held in each year. The date, time and place of the first Board Meeting must be determined at the AGM of the League, immediately after the members of the Board are elected.
- (3) Meetings of the Board may be convened by the President or by any three (3) of the members of the Board. Notice of each Board Meeting must be given to each Board member no later than seven (7) days before the date of the meeting.
- (4) Where the notice period is not achievable for urgent Board Meetings, resolutions at these meetings can only be passed by absolute majority and only the business for which the urgent meeting was convened can be conducted.
- (5) A majority of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board (in person or via the use of technology).
- (6) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was an SGM in which case it lapses.
- (7) At meetings of the Board:
 - (a) the President or in their absence the Vice-President shall preside; or
 - (b) if the President and Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (8) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

- (9) Each Member, with the exception of the LC, present at a meeting of the Board or of any sub-committee appointed by the meeting (including the person presiding at the meeting) is entitled to one (1) vote and decisions are carried on a simple majority. In the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- (10) The Board may hold its meetings or permit Directors to take part in, by using any technology that allows Members to clearly and simultaneously communicate with each other participating member.
- (11) A Director who participates in a Board Meeting in a manner permitted under sub-clause 20.10 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
- (12) If a Board member has a conflict of interest (a material personal interest in a matter being considered at a Board Meeting), the member must not be present while the matter is discussed, and must not vote on the matter. Conflicts of interest must be recorded in the minutes of the Board Meeting.

21. Proceedings of Annual General (AGM) & Special General (SGM) Meetings

- (1) All business that is transacted at a SGM and all business that is transacted at the AGM with the exception of that specially referred to in these rules as being the ordinary business of the AGM shall be deemed to be special business.
- (2) No items of business shall be transacted at an AGM or SGM unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) The quorum for the transaction of the business of an AGM or SGM is the presence (physical or via the use of technology) of at least two-thirds ($\frac{2}{3}$) of Eligible Members entitled to vote.
- (4) If within half an hour after the appointed time for the commencement of an AGM or SGM, a quorum is not present, the meeting is convened upon the requisition of members or shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (unless another place is specified by the Chairman at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than half ($\frac{1}{2}$) the eligible Members) shall be a quorum.
- (5) The President or in their absence the Vice-President, shall preside as Chairman at each AGM or SGM of the League.
- (6) If the President and the Vice-President are absent from the meeting, the members present shall elect one (1) of their number to preside as Chairman at the meeting.
- (7) The Chairman of the meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be

transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

- (8) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the AGM or SGM.
- (9) Except as provided in Rule 21.7 and Rule 21.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (10) A question arising at an AGM or SGM of the League shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, an entry to that effect in the Minute book of the League is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- (11) Upon any question arising at an AGM or SGM of the League, a Member has one (1) vote only.
- (12) However, notwithstanding the provision of Rule 21.11, in the event of a vote being required on the objects of an AGM or SGM, the members of the Board, as a whole, shall only have one vote.
- (13) All votes shall be given personally or by proxy.
- (14) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.
- (15) If at any meeting a poll on any question is demanded by not less than three (3) Members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (16) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- (17) A Member Club is not entitled to vote at any AGM or SGM unless all monies due and payable to the League have been paid.
- (18) Each Member shall be entitled to appoint another Member as his proxy by notice given to the LC no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (19) Associate members shall have no voting rights.

22. Meeting Venue

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

23. Notice to Members

- (1) A notice may be served by and on behalf of the League upon any Member either personally or by sending it by post or electronic communication to the Member at its address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

24. Disputes and Mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member Club and another Member Club; or
 - (b) a Member Club and the League.
- (2) The parties to the dispute must meet and discuss the matter in dispute. A member must not initiate a grievance procedure in relation to a disciplinary procedure until the disciplinary procedure has been completed.
- (3) If the parties are unable to resolve the dispute at the meeting or, if a party fails to attend that meeting, then the parties must hold a meeting in the presence of a mediator.
- (4) The mediator must be:
 - (a) a person chosen by agreement between these parties; or
 - (b) in the absence of agreement;
 - (i) in the case between a Member and another Member a person appointed by the Board; or
 - (ii) in the case between a Member and the League, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A Member of the League can be a mediator.
- (6) The mediator cannot be a Member who is a part to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise the Law.

25. Sub-committees

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

26. Proxies

- (1) Each Member Club representative is entitled to appoint another Member as their proxy to attend and vote on their behalf at any AGM or SGM by notice given to the LC at any time before the commencement of the meeting in respect of which the proxy is appointed.
- (2) No person can hold more than three (3) proxies or proxies representing more than 25% of the membership, whichever is the lesser.
- (3) The notice appointing the proxy must be in the form set out in the relevant By-Laws.
- (4) The form appointing a proxy must be signed by the appointer.
- (5) Proxies count in calculating the number required to call for a secret ballot, and the number required to pass a motion, but not in calculating the number required for a quorum.
- (6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

- (7) If a Member Club representative wants a proxy to vote for or against a particular resolution, this must be specified on the notice appointing the proxy under Sub-Clause 26.3.

27. Correspondence

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

28. Register of Members

- (1) The LC shall keep and maintain a register of Clubs in which shall be entered the full name, address and date of entry of the name of each Club.
- (2) The LC shall keep and maintain a register of current Board Members and Life Members.
- (3) The register shall be available for inspection by Clubs at the address of the LC.

29. Custody of Records, Books & Documents

- (1) Except as otherwise provided in these rules, the LC shall keep in their custody or under their control all books, documents and securities of the League. The books and documents of the Incorporated Association may be inspected by Member Clubs upon giving the LC reasonable notice.
- (2) Subject to Rule 29(5), the Board may refuse to permit a Member to inspect records of the League that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the League.
- (3) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Members may on request, inspect free of charge:
 - (a) the register of members;
 - (b) the minutes of meetings;
 - (c) subject to sub-rule 29.5, the financial records, books, securities and any other relevant document of the League, including minutes of Board meetings;
- (5) The Board may refuse to permit a Member to inspect records of the League that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the League.
- (6) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (7) Subject to sub-rule 29.5, a Member may make a copy of any of the other records of the League referred to in this rule and the Board may charge a reasonable fee for provision of a copy of such a record.

- (8) For purposes of this rule “relevant documents” means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the League and includes the following:
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the League.

30. Receipts, Expenses and Fees

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

31. Annual Subscriptions

- (1) There shall be no annual subscription fee for Board Members or Life Members.
- (2) The amounts of the annual levies for Clubs must be confirmed or varied as part of the ordinary business of the AGM.
- (3) Such Annual subscription shall be payable in six (6) monthly instalments starting with the month matches commence.
- (4) If a member fails to pay their membership fee after it has become due, the LC must give notice in writing to the member advising that the amount remains outstanding and failure to pay the outstanding amount within two weeks after the date of the notice will result in that member being deemed to have resigned from the Association in accordance with rule 9.3.

32. League Funds

The funds of the League shall be derived from annual levies, donations and other such sources as the League determines.

33. Cheque Signatories

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the following officers:

- The President, the LC or authorised Director

34. Independent Tribunal

The Board shall appoint an Independent Tribunal annually.

35. Life Members

- (1) The League shall have power to elect at the AGM or a SGM of the League not more than two (2) Life Members in a calendar year who in its opinion have rendered outstanding service to the League or an associated body.
- (2) Such Life Members shall only be elected subject to three-quarters ($\frac{3}{4}$) majority vote by Eligible Members in attendance or voting by proxy giving their consent.
- (3) The League shall issue a badge to each Life Member, such badge to provide the Life Member admittance without charge to any approved match under control of the League.
- (4) Life Members shall have no voting rights at League meetings.

36. AFL Vic Country, AFL Gippsland & NV Affiliation

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

37. Winding-Up or Cancellation

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