



ELLINBANK & DISTRICT FOOTBALL LEAGUE

CONSTITUTION

MARCH 12, 2019
PO BOX 141, WARRAGUL. 3820

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#1	Name of Association
	The name of the Association is the Ellinbank & District Football League Incorporation (in this Constitution called "the League").

#2	Statement of Purpose
2.1	<p>The basic objects of the League are:</p> <ul style="list-style-type: none"> (a) To promote and advance the games of Australian Rules Football in the Ellinbank & District region of Gippsland in Victoria. (b) To organise and carry on an Australian Football competition between members of the Association. (c) To carry on any activity or undertaking incidental to the conduct of Australian Rules Football; and (d) To encourage and assist in the health and well-being of the community by actively participating in sport and to assist in the development of sport and in particular Australian Rules Football and engage in such activities as determined by the board and are as permitted by law.

#3	Powers
	The League may do all things as are required to carry out its Statement of Purpose as are permitted by law subject to the requirements of the act.

#4	Definitions
4.1	In this Constitution, unless the contrary intention appears,
4.1 (a)	‘Act’ means Associations Incorporation reform Act 2012;
4.1 (b)	‘Association’ has the same meaning as in the Act;
4.1 (c)	‘Ballot’ means voting conducted in written form (as opposed to a show of hands);
4.1 (d)	‘Board’ means the Board of Management of the Association;
4.1 (e)	‘Member Club Representative’ means the members nominated in accordance with 7.1 hereof.
4.1 (f)	‘Financial year’ means each period of 12 months after the expiration of the previous financial year of the League, commencing on 1 July and ending on the following 30 June;
4.1 (g)	‘General Meeting’ means a general meeting of members convened in accordance with the Constitution, and includes a Special General Meeting and an Annual General Meeting;
4.1 (h)	‘Special General Meeting’ means a General Meeting of the League, other than an Annual General Meeting;
4.1 (i)	‘Office-bearer’ means a person elected by the Board as an officer of the League or appointed as an officer of the League under this Constitution to fill a casual vacancy;
4.1 (j)	‘Ordinary Board Member’ means a member of the Board elected under the provisions herein.
4.1 (K)	‘VCFL means’ means the Victorian Country Football League

#5	Alteration of the Constitution
5.1	This Constitution, and the statement of purposes of the League, and the objects of the League, must not be altered except if amended, repealed or added to by a special resolution carried at a General Meeting.
5.2	The Constitution of the League, and any rules or By-laws made under the Constitution and have regard to the Rules of AFL Vic.
5.3	A copy of this Constitution, including amendments from time to time, shall be posted on the League's website.

#6	Membership
6.1	<p>The membership of the League consists of the following classes of members:</p> <ul style="list-style-type: none"> (a) Member Clubs; (b) Ex Officio Members as provided for in the By-Laws; and (c) Life Members.
6.2	The rights, powers, and privileges of Member Clubs shall be exercised only through representatives appointed under Subclause 7.1.
6.3	Board Members elected under Subclause 24.2 shall be members of the League, such membership extending from the close of the meeting at which the person was elected as an office-bearer to the close of the meeting at which the next election for office-bearers is held.
6.4	Any persons appointed by the Board to be Life Members according to the criteria laid down from time to time in the By-laws shall be members of the League.
6.5	<p>Ex Officio Members and the official representatives of Member Clubs shall be entitled to vote at General Meetings and stand for or be appointed to any of the offices of the League.</p> <p>Life Members shall not be entitled to vote at General Meetings or to stand for or be appointed to any of the offices of the League unless they are also Ex Officio Members or Member Club representatives.</p> <p>Each class of members shall be entitled to such other privileges as the Board determines from time to time.</p>
6.6	Any application by a Club for membership of the League must be considered by the League at its next General Meeting. The application will be accepted if and only if it is supported by two-thirds of the members present and voting.
6.7	<p>A Member Club ceases to be a member of the League if the Club –</p> <ul style="list-style-type: none"> a) resigns from membership of the League by giving written notice; or b) is expelled from the League in accordance with the procedures of Clause 11; or c) fails to renew membership of the League by paying the annual membership fee within thirty (30) calendar days of the time the fee is due, unless the Board decides otherwise; or d) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their benefit.
6.8	<p>If the General Meeting takes a decision on an application for membership, the Secretary must, as soon as practicable-</p> <ul style="list-style-type: none"> (a) notify the applicant Club in writing or electronically of the approval or rejection of the application for membership, whichever is applicable; and

	(b) if the General Meeting approved the nomination, request payment within 21 days after receipt of the notification of the sum payable as a joining fee and the first year's annual membership fee.
6.9	The Secretary must, within 28 days after receipt of the amounts referred to in Subclause 8.3, and within the period mentioned in that Subclause, enter the applicant Club's name in the Register of Members.
6.10	An applicant for membership becomes a Member and is entitled to exercise the rights of membership of that class when the Member's name is entered in the Register of Members and ceases to be a Member of the League when their name is removed from the Registrar of Members.
6.11	<p>A person ceased to be a member of the League if the person-</p> <ul style="list-style-type: none"> (a) dies; or (b) resigns from membership of the League by giving written notice; or (c) is expelled from the League; or (d) fails to renew membership of the League by paying the annual membership fee within two weeks after the fee is due, unless the Board decides otherwise; or (e) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their creditors' benefit; or (f) becomes a represented person within the meaning of the Guardianship and Administration Act 1981; or (g) becomes, if the Board so decides at its absolute discretion, an untraceable member, having been unable to be contacted at his or her registered address for a period of three months; or (h) in the case of the Secretary, ceases to be employed by the League as General Manager.
6.12	<p>A Member Club ceases to be a member of the League if the Club-</p> <ul style="list-style-type: none"> (a) resigns from membership of the League by giving written notice; or (b) is expelled from the League in accordance with the procedures of 11; or (c) fails to renew membership of the League in accordance with the provisions of clause 8.4 herein unless the Board decides otherwise; or (d) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with their creditors or makes an assignment of their estate for their benefit.
# 7	Member Club Representatives
7.1	Each Member Club must, at least 14 days before the annual general meeting, nominate through its Board a representative to exercise the membership rights, powers and privileges of the Club in any dealings with the League. Such nomination must be in the form prescribed by the By-laws, and must include the signed consent of the nominee.

7.2	The Secretary of each Member Club must, at least 14 days before the annual general meeting, inform the Secretary of the League of the name of the representative who will exercise the membership rights, powers and privileges of the Club in any dealings with the League in the coming year.
7.3	The Board of any Member Club may at any time withdraw the mandate of its nominated representative under Subclause 7.1 and substitute another person, such nomination becoming effective 30 days after notice of such substitution by the Board has been received by the Secretary of the League in the form prescribed by the By-laws.

#8	Fees and Subscriptions
8.1	The joining fee for each member is the relevant amount set out in the By-laws.
8.2	The annual membership fee for each class of membership is the relevant amount set out in the By-laws.
8.3	The annual membership fee is payable on demand, if a new member is accepted on or after 31 st October in any calendar year, or before 31 st October in each succeeding calendar year.
8.4	<p>If a member fails to pay their membership fee after it has become due, the League Secretary must give notice in writing to the member advising that:</p> <ul style="list-style-type: none"> • the amount remains outstanding; and • failure to pay the outstanding amount within thirty calendar (30) days after the date of the notice may result in that member being deemed to have resigned from the Association in accordance with Subclause 6.13.

#9	Register of Members
9.1	<p>The Secretary must keep and maintain a Register of Members containing –</p> <ul style="list-style-type: none"> a) the full name of the Member; b) the postal or residential address of the Member; c) if applicable, the email address of the Member; d) the date of admission as a Member; e) the class of membership to which the Member belongs; f) the date the person ceased to be a Member; g) details of, and reasons for, any termination or reinstatement of membership; h) if the member is a Member Club, the name, address, telephone number, and email address of the member's representative; i) any other particulars that the Board (or the Members at a General Meeting) decide.
9.2	<p>The Register of Members must be kept:</p> <ul style="list-style-type: none"> a) at the main premises of the League; or b) if the League has no premises, at the League's official address; or c) at such other place as the members at a General Meeting decide.
9.3	<p>The Register must be available for inspection in business hours free of charge by any Member upon request to the Secretary, provided they have given reasonable notice.</p>

#10	Disputes and Mediation
10.1	The grievance procedure set out in this rule applies to disputes between – <ul style="list-style-type: none"> a) a Member and another Member (in their capacity as Members); or b) a Member and the League; or c) (if the League provides services to non-members) those non-members who receive services from the League, and the League.
10.2	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.
10.3	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.
10.4	The mediator must be- <ul style="list-style-type: none"> a) a person chosen by agreement between the parties; or b) in the absence of agreement – <ul style="list-style-type: none"> i. in the case of a dispute between a Member and another Member, a person appointed by the Board of the League; or ii. in the case of a dispute 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).
10.5	A Member of the League can be a mediator.
10.6	The mediator cannot be a Member who is a party to the dispute.
10.7	The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
10.8	The mediator, in conducting the mediation, must – <ul style="list-style-type: none"> 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.
10.9	The mediator must not determine the dispute.
10.10	The mediation must be confidential and without prejudice.
10.11	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.
10.12	This rule does not affect the operation of Clause 11, Discipline.

11	Discipline
11.1	<p>A complaint to the Board may be made by any person that a Member of the League, including a Member Club:</p> <ul style="list-style-type: none"> a. has refused or neglected to comply with a provision or provisions of this Constitution, or of the By-laws; or b. has persistently and wilfully acted in a manner injurious or prejudicial to the interests of the League; or c. has been guilty of conduct unbecoming a member; or d. has been convicted of an indictable offence.
11.2	The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
11.3	<p>If the Board decides to deal with the complaint, the Board:</p> <ul style="list-style-type: none"> a. must cause notice of the complaint to be served on the Member concerned; and b. must give the Member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and c. must take into consideration any submissions made by the Member in connection with the complaint.
11.4	If, following the Board's consideration, the Board believes the complaint to be justified, the Board may recommend to a General Meeting that the Member concerned be suspended, expelled, or fined.
11.5	If, at the meeting of the Board, the Board resolves to recommend the suspension or expulsion of the Member, the Secretary shall convene a General Meeting of the League to be held within 21 days after the date on which the Board made its resolution.
11.6	<p>At a General Meeting of the League convened under Subclause 11.5:</p> <ul style="list-style-type: none"> a) no business other than the question of the suspension or expulsion of the Member concerned may be conducted; and b) the Board may place before the meeting details of the grounds for the recommendation and the reasons for the passing of the recommendation; and c) the Member, or their representative, must be given an opportunity to be heard; and d) the Members present must vote by secret ballot on the question whether the Member shall be suspended or expelled.
11.7	A recommendation for suspension or expulsion is confirmed only if, at the General Meeting, it is supported by two-thirds of the Members present and voting in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.
11.8	The Board's decision to fine a Member takes effect 14 days after the day on which notice of the decision is given to the Member, except that if the Member appeals to the League, the Member is not liable for the amount of the fine until the decision of the Board to fine them is confirmed by a resolution of the Members at a General Meeting.
11.9	A Member of an incorporated association who is the subject of a disciplinary procedure must not initiate a grievance procedure in relation to the matter which is the subject of the disciplinary procedure until the disciplinary procedure has been completed.

#12	Notice of General Meetings
12.1	The Secretary of the League, at least 14 days, or, if a special resolution has been proposed at least 21 days, before the date fixed for holding a General Meeting of the League, must cause to be sent, as specified in Clause 44, to each Member of the League a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
12.2	No business other than that set out in the notice convening the meeting may be conducted at the General Meeting.
12.3	A Member intending to bring any business before a meeting may notify the Secretary of that business in writing, or by electronic transmission, and the Secretary must include that business in the next notice calling a General Meeting.
12.4	The accidental omission to give notice of a meeting to any Member, or the non-receipt of notice of meeting by any Member, shall not invalidate any proceedings or resolutions at any meeting of the League or any Board thereof.
12.5	At least 14 days before the day on which a General Meeting of the League is to be held, the League is to publish on its website a notice specifying – <ul style="list-style-type: none"> a) the place, day and time at which the meeting is to be held; and b) the nature of the business that is to be transacted at the meeting.
#13	Annual General Meetings
13.1	The League must, on the last Wednesday in November in each calendar year, call an Annual General Meeting of its members.
13.2	An Annual General Meeting is to be in addition to any other General Meeting that may be held in the same year.
13.3	Subject to Clause 12, the Board may determine the date, time and place of the Annual General Meeting of the League.
13.4	The ordinary business of the Annual General Meeting shall be – <ul style="list-style-type: none"> a) to confirm the minutes of the previous Annual General Meeting and of any General Meeting held since that meeting; and b) to receive from the Board reports upon the transactions of the League during the preceding financial year; and c) to elect the Members of the Board; d) admissions of new clauses; and e) Other League Business.

#14	Special General Meetings
14.1	In addition to the Annual General Meeting, other General Meetings may be held in the same year.
14.2	All General Meetings other than the Annual General Meeting are Special General Meetings.
14.3	The Board may, whenever it thinks fit, convene a Special General Meeting of the League.
14.4	The Board must, on the request in writing of three member clubs of the League, or 20 percent of the total number of member clubs of the League, whichever is the greater, convene a special general meeting of the League.
14.5	<p>The request for a Special General Meeting must –</p> <ul style="list-style-type: none"> a) state the objects of the meeting; and b) be signed by the members requesting the meeting; and c) be sent to the address of the Secretary; and d) may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.
14.6	If the Board does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, any of the members making the request may convene a Special General Meeting to be held not later than three months after that date.
14.7	If a Special General Meeting is convened by members in accordance with Subclause 14.4, it must be convened in the same manner, as far as possible, as a meeting convened by the Board, and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the League to the persons incurring the expenses.
14.8	The League may hold its Special General Meetings, or permit members to take part in its Special General Meetings, by using any technology that allows Members to clearly and simultaneously communicate with each other participating member.
14.9	A Member of the League who participates in a Special General Meeting in a manner permitted under Subclause 14.8 is taken to be present at the meeting and, if the person votes at the meeting, is taken to have voted in person.
14.10	All Members of the League are entitled to attend, or, in the case of a Member Club, to nominate a representative to attend, any Special General Meeting. Any other person may be admitted to the meeting if the Chair so decides.

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

#16	Quorum at General Meetings
16.1	No item of business may be conducted at a General Meeting unless a quorum of members, entitled under this Constitution to vote, is present at the time when the meeting is considering that item.
16.2	A member may take part and vote in a General Meeting in person or by proxy.
16.3	A member may take part and vote in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
16.4	Being 6 members present constitutes a quorum or as the board determines from time to time.

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

#18	Adjournment of General Meetings
18.1	The Chair may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
18.2	No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
18.3	If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given to members in accordance with Clause 12.
18.4	Except as provided in Subclause 18.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

#19	Voting at General Meetings
19.1	<p>Upon any question arising at a General Meeting of the League,</p> <ul style="list-style-type: none"> (a) any Member Club representative has one vote only; and (b) any Ex Officio Member has one vote only; and (c) any Life Member has no vote.
19.2	All votes must be given by persons attending or by proxy.
19.3	<p>Where votes for and against a motion (other than a special resolution) are equal, the question is decided in the negative.</p> <p>In the case of a special resolution, a motion is carried only if at least two-thirds of the votes are cast for the motion.</p>
19.4	A Member Club representative is not entitled to vote at a General Meeting unless all moneys due and payable by the Member Club to the League have been paid.
19.5	The method of voting at General Meetings is to be decided by the Board and published in the By-laws.

#20	Ballot at General Meetings
20.1	If at a General Meeting a ballot on any question is demanded by not less than three members present in person or by proxy, or by one-fifth of the members present, whichever is the greater, it must be taken at that meeting in such manner as the Chair may direct, and the resolution of the ballot shall be deemed to be a resolution of the meeting on that question.
20.2	If a ballot is held, the Chair must appoint two members to conduct the ballot in the way the Chair decides.

#21	Proxies
21.1	Each Member Club representative is entitled to appoint another Member (excluding a Life Member) as their proxy to attend and vote on their behalf at any General Meeting by written notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
21.2	No person can hold more than two proxies or proxies representing more than 5% of the membership, whichever is the lesser.
21.3	The notice appointing the proxy must be in the form set out in the By-laws.
21.4	The form appointing a proxy must be signed by the appointer.
21.5	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.
21.6	Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
21.7	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 Subclause 21.3.

#22	Postal Ballots
22.1	The League may hold a postal ballot to determine any issue or proposal (other than an appeal under the disciplinary provisions).
22.2	A postal ballot is to be conducted in such manner and under such conditions as the Board shall direct. If requested by a member club, the ballots and count shall be made available for the clubs review.
22.3	<p>Ballot papers may be distributed to all members, and members may respond,</p> <ul style="list-style-type: none"> • through the post; or • where applicable, by fax; or • where applicable, through scanning and emailing the document.

#23	The Board
23.1	The affairs of the League shall be managed and controlled by a Board which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects of the League, and are not by the Act or by this Constitution required to be done by the League in a General Meeting.
23.2	Subject to the Act and the Regulations, the Board shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the association on which this Constitution are silent.
23.3	The Board shall consist of 9 ordinary members
23.4	<p>An act performed by the Board, a subcommittee, or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when –</p> <ul style="list-style-type: none"> a) there was a defect in the appointment of a member of the Board or subcommittee; or b) a Board member or subcommittee member was disqualified from being a member.

#24	Election of Board Members
24.1	A total of 9 shall serve on the Board at any one time.
24.2	Any person over the age of 18 can be nominated to serve on the Board. Nominations must be proposed by any 2 Member Clubs in such form as is stipulated in the By-Law except that Member Clubs with a representative already serving on the Board in the coming year are not permitted to put forward another nominee.
24.3	<p>A list of the candidates' names in alphabetical order, with the names of the Member Club/s who nominated each candidate, must be</p> <p style="padding-left: 40px;">a) posted in a conspicuous place in the office or usual place of meeting of the League for at least seven days immediately preceding the Annual General Meeting; and</p> <p style="padding-left: 40px;">b) posted on the League's website for at least seven days immediately preceding the Annual General Meeting.</p>
24.4	If insufficient nominations are received to fill all member vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received from the floor at the Annual General Meeting.
24.5	If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.
24.6	If the number of nominations received is equal to the number of vacancies to be filled at the Annual General Meeting, the persons nominated shall be deemed to be elected.
24.7	If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and may be filled by the new Board in accordance with this Constitution as in Subclauses 24.11 and 24.12.
24.8	<p>At the first General Meeting after the adoption of two-year terms</p> <p style="padding-left: 40px;">(i) The Ordinary Members elected to the Board shall draw lots for three two-year terms, and four one-year terms</p>
24.9	<p>At the next General Meeting,</p> <p style="padding-left: 40px;">(i) Four member shall be elected to hold office</p> <p style="padding-left: 40px;">(ii) Thereafter for each subsequent year such number as are due for election shall be elected unless otherwise disqualified but shall subject to Subclause 24.10 be eligible to stand for re-election.</p>
24.10	Members of the Board must not serve for more than four consecutive terms unless an extension of such requirement is passed by ordinary resolution by the members at a General meeting.
24.11	In the event of a casual vacancy arising among the Ordinary Board Members the Board may appoint any Member Club representative to serve until the conclusion of the next Annual General Meeting, at which meeting a replacement shall be elected to serve the remainder of the term.

24.12	In the event of a casual vacancy arising among the Independent Board Members the Board may appoint any person to serve until the conclusion of the next Annual General Meeting, at which meeting a replacement shall be elected to serve the remainder of the term.
#25	Office-bearers
25.1	<p>The office-bearers of the League shall be –</p> <ul style="list-style-type: none"> (a) President; (b) Vice-President; (c) Treasurer; and (d) Secretary.
25.2	The General Manager of the League shall be Secretary of the Board and a member of the League ex officio for the term of their appointment.
25.3	The Secretary shall serve as the League's Public Officer.
25.4	Any member of the Board, other than the General Manager, may be elected by the Board as President, Vice-President or Treasurer.
25.5	<p>At the first meeting of the Board following the Annual General Meeting the members of the Board shall hold an election to elect the President from the members of the Board who have nominated for the position.</p> <p>Following that election, the Board shall hold an election from the remaining members of the Board for Vice-President who have nominated for that position.</p> <p>Following that election, the Board shall appoint a secretary and treasurer.</p>
25.6	A person may nominate for more than one position but can be elected to only one.
25.7	Any nomination for a position as office-bearer must be made in the form prescribed by the By-laws.
25.8	Except where prescribed in the Act, the duties of the office-bearers shall be as laid down in the By-laws.
25.9	In the event of a casual vacancy in any office referred to in Subclause 25.1, except for that of the Secretary, the Board may appoint one of its members to the vacant office and the member appointed may continue in office until the conclusion of the Annual General Meeting next following the date of the appointment.

#26	Vacancies on the Board
26.1	<p>The position of a Member of the Board becomes vacant if the member –</p> <ul style="list-style-type: none"> (a) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent debtors or compounds with his or her creditors or makes an assignment of his or her estate for their benefit; or (b) resigns from office by notice in writing to the Secretary; or (c) is removed from office under Clause 11; or (d) becomes a represented person within the meaning of the Guardianship and Administration Act 1986; or (e) is disqualified from office under the Act; or (f) is absent without the consent of the Board from all meetings of the Board held during a period of six months; or (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or (h) ceases to reside in Australia.
26.2	A Member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
26.3	<p>The resignation takes effect at –</p> <ul style="list-style-type: none"> (a) the time the notice is received by the Secretary; or (b) if a later time is stated in the notice, the later time.
26.4	The continuing members of the Board may act despite a casual vacancy on the Board.
26.5	<p>However, if the number of Board members is less than the number fixed under Subclause 29.1 as a quorum of the Board, the continuing members may act only to –</p> <ul style="list-style-type: none"> (a) increase the number of Board members to the number required for a quorum; or (b) call a General Meeting of the League.

#27	Meetings of the Board
27.1	Subject to the other provisions of this Constitution, the Board may meet and conduct its proceedings in accordance with standing orders laid down in the By-laws.
27.2	The Board may hold meetings, or permit members of the Board to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
27.3	The Board must meet at least three times in each year at such place and such times as the Board may determine.
27.4	Additional meetings of the Board may be convened by the Chair or by at least one-third of the members of the Board.
27.5	If the Secretary receives a written request signed by at least one-third of the members of the Board, the Secretary must call a meeting of the Board by giving each member of the Board notice of the meeting within seven days after the Secretary receives the request.
27.6	If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
27.7	A request for a Board meeting under Subclause 27.5 must state – (a) why the meeting is to be called; and (b) the business to be conducted at the meeting.
27.8	A meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.

#28	Notice of Board Meetings
28.1	Notice of each Board meeting must be given to each member of the Board at least five business days before the date of the meeting.
28.2	Written notice of each Board meeting is to be served on each member of the Board by – (a) giving it to the member in business hours at least five business days before the day of the meeting; or (b) leaving it, in business hours at least five business days before the day on which the meeting is to be held, at the member's postal or residential address, or place or address of business or employment last known to the server of the notice; or (c) sending it by post to the person's postal or residential address or address of business or employment last known to the server of the notice in time for it to be delivered to that address in the ordinary course of post at least five business days before the day of the meeting; or

	<p>(d) faxing it to the member's fax number at least five business days before the day of the meeting; or</p> <p>(e) emailing it to the member's email address at least five business days before the day of the meeting.</p>
28.3	<p>A notice of a Board meeting called under Subclause 28.1 must state –</p> <p>(a) the date, time and place of the meeting; and</p> <p>(b) the business to be conducted at the meeting.</p>

#29	Quorum for Board Meetings
29.1	Any five members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
29.2	A Board member who participates in the meeting as described in Subclause 27.2 is taken to be present at the meeting.
29.3	No business may be conducted unless a quorum is present.
29.4	If, within half an hour of the time appointed for the Board meeting, a quorum is not present, the meeting shall stand adjourned to the same place and the same time and day in the following week.

#30	Presiding at Board Meetings
	<p>At meetings of the Board –</p> <p>(a) the President or, in the President's absence, the Vice-President, presides as Chair; or</p> <p>(b) if the President and the Vice-President are absent, or are unable to, or decline to, preside, the members present must choose one of their number to preside.</p>

#31	Voting at Board Meetings
31.1	Questions arising at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, shall be determined by a majority of votes on a show of hands or, if a member requests, by a ballot taken in such manner as the person presiding at that meeting may determine.
31.2	Each member of the board present at a meeting of the Board, or at a meeting of any subcommittee appointed by the Board, is entitled to one vote.
31.3	Any act done, or purporting to have been done, by the Board or by a subcommittee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or subcommittee.

#32	Circulating Resolutions
32.1	<p>The Board may pass a valid resolution without a Board meeting being held if a majority of the Board members entitled to vote on the resolution cast their vote either in favour of or against that motion.</p> <p>Voting intention must be provided in writing (this may include a facsimile transmission or an email from the email account registered for that Board member with the Secretary). If no majority decision is possible, the resolution lapses.</p>
32.2	<p>Board members who do not support the resolution must indicate this on the document and sign as above.</p> <p>Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.</p> <p>Hard copies showing the voting intentions of every Board member who has voted on the resolution must be kept with the League's minutes.</p>
32.3	<p>A circulating resolution is deemed to have passed on the day and time when the document was signed by the member whose signature achieves a majority.</p> <p>Every resolution passed must be reported to the Board at its next meeting and entered in the minutes of the Board as soon as practicable.</p>

#33	Disclosure of Interest
33.1	A Board Member who has a material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the League must disclose the nature and extent of the interest to the Board in accordance with Section 210c of the Act.
33.2	A Board Member having a material personal interest in a matter that is being considered at a Board meeting must not be present for any deliberations and must not vote on any motion of the Board with respect to that matter.
33.3	<p>Subclauses 33.1 and 33.2 do not apply where</p> <ul style="list-style-type: none"> (a) that material personal interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the League is established; or (b) that material personal interest exists only by virtue of the fact that the member of the Board is an employee of the League; or (c) the member of the Board has that material personal interest in common with all or a substantial proportion of the members of the incorporated association.
33.4	If there are not enough Board Members to form a quorum to consider a matter because of Subclause 33.2, one or more Board members (including those who have a material personal interest in the matter) may call a Special General Meeting and the Special General Meeting may pass a resolution to deal with the matter.
33.5	The Secretary must record the disclosure in the minutes of the meeting of the Board at which it is made.
33.6	The Chair must ensure a Board member who has a direct or indirect material personal interest in a contract, or proposed contract, complies with the Act.
33.7	If, at a meeting of the Board or a subcommittee, a member of the Board or subcommittee votes in respect of any matter in which the member has a material personal interest, that vote is not to be counted.

#34	Removal of Board Member
34.1	The League in a General Meeting may, as it sees fit, by resolution, remove any Club Representative Member or Independent Member of the Board before the expiration of their term and appoint another person in their place to serve until the expiration of the term of the Member in question.
34.2	A Board Member has no right of appeal against the Member's removal from office under this rule.
34.3	A Member who is the subject of a proposed resolution referred to in Subclause 33.1 may make representations in writing to the Secretary or Chair of the League (not exceeding a reasonable length) and may request that the representations be provided to the members of the League.
34.4	The Secretary or the Chair may give a copy of the representations to each member of the League or, if they are not so given, the member is entitled to require that they be read out at the meeting.

#35	Minutes of Meetings
35.1	The Secretary of the League must keep proper minutes of the resolutions and proceedings of each General Meeting, and each Board meeting, and a record of the names of persons present at Board meetings, and must enter these within one month after the relevant meeting in minute books kept for the purpose.
35.2	The minutes kept pursuant to this rule must be confirmed by a resolution passed by the members of the League or the members of the Board (as applicable) at a subsequent meeting.
35.3	The Chair must ensure that the minutes taken of a General Meeting or Board meeting under Subclause 35.1 are checked and signed as correct by the Chair of the meeting to which those minutes relate, or by the Chair of the next succeeding General Meeting or Board meeting, as the case requires.
35.4	When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that – <ul style="list-style-type: none"> (a) the General Meeting or Board meeting to which they relate was duly convened and held; and (b) all proceedings recorded as having taken place at the meeting did in fact take place at that meeting; and (c) all appointments or elections purporting to have been made at that meeting have been validly made.
35.5	If asked by a member of the League, the Secretary must, within 21 days after the request is made – <ul style="list-style-type: none"> (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and (b) give the member copies of the minutes of the meeting.

35.6	The League may require the member to pay the reasonable costs of providing copies of the minutes.
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#36	Sub-committees
36.1	The Board may, in writing, delegate to one or more subcommittees the exercise of specified functions of the Board, other than – a) this power of delegation; and b) any function imposed on the Board by the Act, by any other applicable law, or by resolution of the League in General Meeting.
36.2	The Board may co-opt any person as a member of a subcommittee, whether or not the person is a member of the League or of any Club. That person shall have no vote either on the Board of the League or at any General Meeting of the League.
36.3	A delegation under this section may be made subject to any conditions or limitations that the Board imposes.
36.4	Despite any delegation under this section, the Board may continue to exercise any function delegated.
36.5	Any act done by a subcommittee 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.
36.6	The Board may, in writing, revoke wholly or in part any delegation under this section.
36.7	Subject to any directions from the Board, any subcommittee may meet and adjourn as it considers appropriate.
36.8	Subject to any directions from the Board, a subcommittee may elect a Chair of its meetings.
36.9	A question arising at a subcommittee 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.

#37	Executive Committee
37.1	The President, the Vice-President, and the Operations Manager constitute the Executive Committee.
37.2	During the period between meetings of the Board, the Executive Committee may issue instructions to the Secretary and servants of the League in matters of urgency connected with the management of the affairs of the League.
37.3	The Executive Committee is to report on any instructions issued under Subclause 37.2 to the next meeting of the Board.

#38	Income and Property of the League
38.1	No portion of the income or property of the League is to be paid or transferred to any member of the League unless the payment or transfer is made in accordance with this rule.
38.2	<p>The League may –</p> <ul style="list-style-type: none"> (a) pay a servant or member of the League – <ul style="list-style-type: none"> (i) remuneration in return for services rendered to the League, or for goods supplied to the League, in the ordinary course of business of the servant or member; or (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the servant or member for any of the objects or purposes of the League; or (iii) interest at a reasonable rate on money lent to the League by the servant or member; or (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the League by the servant or member; and (b) pay a member of the Board remuneration in return for carrying out the functions of a member of the Board; and (c) pay a member of a subcommittee remuneration in return for carrying out the functions of a member of the subcommittee; and (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the League to an office in that other association, organisation or body.
38.3	Despite Subclause 38.2 (a), (b) and (c), the League is not to pay a person any amount under that Subclause unless the League or Board has first approved that payment.
38.4	<p>Despite Subclause 38.2 (d), the League is not to appoint or nominate a member of the League under that Subclause to an office in respect of which remuneration is payable unless the League or Board has first approved –</p> <ul style="list-style-type: none"> (a) that appointment or nomination; and (b) the receipt of that remuneration by that member.

#39	Funds
39.1	The League must open an account with a financial institution from which all expenditure of the League is made and into which all of the League's revenue is deposited.
39.2	<p>The Treasurer of the League must –</p> <p>(a) collect and receive all moneys due to the League and make all payments authorised by the League; and</p> <p>(b) keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.</p> <p>The Treasurer may delegate the execution of these duties to any suitable person but must retain responsibility for their performance.</p>
39.3	All money received by the League must be deposited as soon as practicable and without deduction to the credit of the League's financial institution account.
39.4	The League must, as soon as practicable after receiving any money, issue an appropriate receipt.
39.5	A payment is not to be drawn on the League's account except for the purpose of making a payment that has been authorised by the Board.
39.6	Except with the authority of the Board, a payment of an amount exceeding that laid down in the By-laws is not to be made from the funds of the League otherwise than by cheque drawn on the League's account or by electronic funds transfer from the League's account.
39.7	Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
39.10	<p>All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of an amount exceeding that laid down in the By-laws must be signed by two members of the Board authorised to do so by the Board.</p> <p>All electronic banking procedures must also be approved by two members of the Board authorised to do so by the Board.</p>
39.10	With the approval of the Board, the Treasurer may maintain a petty cash account system provided that all money paid from or into the petty cash account is accurately recorded at the time of the transaction, subject to any conditions the Board may impose.
39.10	The funds of the League shall be derived from joining fees, annual subscriptions, donations and, subject to any resolution passed by the League in General Meeting and subject to the Act, such other sources as the Board determines.
39.11	All expenditure must be approved by or ratified by the Board.

#40	Auditor
40.1	At each Annual General Meeting, the members of the League present at the meeting are to appoint a person meeting the requirements of the Act as the auditor of the League.
40.2	If an auditor is not appointed at an Annual General Meeting under Subclause 40.1, the Board is to appoint a person as the auditor of the League as soon as practicable after that Annual General Meeting.
40.3	The auditor is to hold office until the next Annual General Meeting and is eligible for re-appointment.
40.4	Except as provided in Subclause 40.5, the auditor, once appointed, may only be removed from office by a special resolution at a General Meeting.
40.5	If a casual vacancy occurs in the office of auditor, the Board is to appoint a person to fill the vacancy until the next Annual General Meeting.
40.6	The auditor is to audit the financial affairs of the League at least once in each financial year of the League.
40.7	The auditor, after auditing the financial affairs of the League for a particular financial year of the League, is to – <ul style="list-style-type: none"> (a) certify as to the correctness of the accounts of the League; and (b) at the next Annual General Meeting, provide a written report to the members of the League present at that meeting.
40.8	In the report and in certifying to the accounts, the auditor is to – <ul style="list-style-type: none"> (a) specify the information, if any, that he or she has required and obtained under Subclause 40.10; and (b) state whether, in his or her opinion, the accounts exhibit a true and correct view of the financial position of the League according to the information at his or her disposal; and (c) state whether the rules relating to the administration of the funds of the League have been observed.
40.9	The Treasurer of the League is to deliver to the auditor a list of all the accounting records, books and accounts of the League.
40.10	The auditor may – <ul style="list-style-type: none"> (a) have access to the accounting records, books and accounts of the League; and (b) require from any servant of the League any information the auditor considers necessary for the performance of his or her duties; and (c) employ any person to assist in auditing the financial affairs of the League; and (d) examine any member of the Board, or any servant of the League, in relation to the accounting records, books and accounts of the League.

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

#42	Common Seal
42.1	The Common Seal of the League is to be in the form of a rubber stamp inscribed in legible characters with the name of the League encircling the word 'Seal'.
42.2	The Common Seal of the League must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.
42.3	The Common Seal must not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal must be attested by the signatures of two members of the Board.
42.4	If a sealed instrument has been attested under Subclause 42.3, it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Board.
42.5	Every use of the Common Seal shall be recorded in the minute book of the League.

#43	Execution of Contract or other Document by Signature
	The League may execute a contract or other document if the contract or document is signed by two members of the Board.

#44	Notice to Members
	<p>Any notice that is required to be given to a member, by or on behalf of the League, under this Constitution may be given by –</p> <ul style="list-style-type: none"> • delivering the notice to the member personally; or • sending it by pre-paid post addressed to the member at that member's address shown in the Register of Members; or • sending by facsimile transmission; or • sending by electronic transmission (e.g. email). <p>The Board shall decide in which of the methods above the notice must be given.</p> <p>However, notice of the following meetings must be given in writing –</p> <ul style="list-style-type: none"> (a) a meeting called to hear and decide the appeal against the Board's decision – <ul style="list-style-type: none"> (i) to reject an application for membership of the League; or (ii) to terminate a member's membership of the League; (b) a meeting called to hear and decide a proposed special resolution of the League.

#45	Custody and Inspection of Books and Records
45.1	<p>Except as otherwise provided in this Constitution, the Secretary must keep in their custody or under their control –</p> <ul style="list-style-type: none"> (a) records and other documents of the League; and (b) this Constitution; and (c) minutes of all Board meetings and general meetings of the League.
45.2	<p>If requested to do so by a member, the League must permit the member or their representative at a reasonable time to inspect –</p> <ul style="list-style-type: none"> (a) the Constitution and By-laws of the League; (b) minutes of general meetings of the League <ul style="list-style-type: none"> (i) at the main premises of the League, or (ii) if the League has no premises, at the League’s official address.
45.3	<p>The League must give a Member of the League a copy of any document referred to in Subclause 45.2 within seven days if –</p> <ul style="list-style-type: none"> (a) the Member asks for the copy; and (b) pays the fee (if any) prescribed in the By-laws.
45.4	<p>The Secretary must post on the League’s website –</p> <ul style="list-style-type: none"> (a) the Constitution and By-laws of the League; (b) minutes of general meetings of the League.
45.5	<p>Any office-bearer vacating their office must return to the premises of the League within 14 days any records held by the office-bearer other than on those premises.</p>

#46	Winding Up
46.1	<p>At the first General Meeting of the League after the adoption of this Constitution the League must pass a special resolution nominating –</p> <p>(a) another association; or</p> <p>(b) a fund, authority or institution;</p> <p>in which it is to vest its surplus property in the event of the dissolution or winding up of the association, being a body</p> <ul style="list-style-type: none"> • which has similar objects; and • which is not carried out for the purposes of profit or gain to its individual members; and • which is incorporated under the Act; and • which fulfils the requirements specified in the Act.
46.2	At any subsequent General Meeting the League may amend that resolution to substitute another body meeting the same criteria.
46.3	In the event of the dissolution or winding up of the League, the surplus property must be given or transferred in accordance with the provisions of the Act to that body specified in Subclause 46.1 or 46.2.

#47	By-Laws and Adoption of Policies
47.1	<ul style="list-style-type: none"> • The league on Incorporation will adopt by the Act of registration, all policies and By-Laws of such By-Law and policies are not inconsistent with the Law and the Act.

Appendix #1: List of Member Clubs

Buln Buln

Catani

Ellinbank

Lang Lang

Longwarry

Neerim Neerim South

Nilma Darnum

Nyora

Poowong

Trafalgar

Yarragon