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**MASTERS**

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**STATEMENT OF PURPOSES AND RULES**

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**AFL MASTERS INCORPORATED**

**Registration No A2385U**

## **STATEMENT OF PURPOSES**

**of**

### **AFL Masters Incorporated**

#### **1. NAME OF THE FEDERATION**

The name of the Association is AFL Masters Incorporated ("Federation").

#### **2. PURPOSES OF THE FEDERATION**

The purposes for which the Federation is established are to:

- (a) promote, advance, cultivate, foster and control the game of Australian Rules Football for players of (35) years of age and over, throughout Australia and elsewhere;
- (b) promote enjoyment and a greater community awareness of football and its contribution to sport generally;
- (c) promote and hold, either alone or jointly with any other association, club, or person, AFL football competitions, championships, tournaments, exhibitions, carnivals, meetings and other activities of the Federation generally;
- (d) provide sound financial administration;
- (e) co-operate with or assist any organisation having objects and purposes similar to those of the Federation in any manner which may further the interests of AFL football or the Federation generally;
- (f) pursue and conduct such programs and projects that relate to AFL football and to the other activities of the Federation generally;
- (g) hear and determine any allegation or complaint or charge involving a breach of the Rules or the Laws of Football or in respect of any matters affecting the interest of AFL football or of the Federation which may be made against any members of the Federation, with power to inflict fines or penalties as prescribed in the Rules;
- (h) affiliate and/or otherwise liaise with the Australian Football League (or such other national or state AFL football authority as is in place from time to time) and other similar bodies in the pursuit of these purposes and the game of football;
- (i) ensure that a high standard of the game of AFL football is maintained;
- (j) develop a sense of sportsmanship and a high degree of proficiency in AFL football competitors;

- (k) use and protect the Intellectual Property, of the Federation including but not limited to any name, logos, trademarks, copyright, names in any equipment, product, publication or event developed by the Federation and IP it adopts from time to time even if under licence from a third party or sponsor;
- (l) collect, distribute and publish information in connection with AFL football;
- (m) strive for Governmental, commercial and public recognition of the Federation and AFL football;
- (n) uphold and ensure adoption of and compliance with the Laws of AFL Football by Federation Members;
- (o) foster, regulate, organise and manage competitions, events, displays and other activities and to issue badges, medallions and certificates and award trophies to successful competitors and award excellence and other worthy attributes;
- (p) promote and encourage the patronage of AFL football centres through the establishment of high standard of administration, facilities and supervision;
- (q) pursue and conduct such programs and projects that relate to AFL football and to the other activities of the Federation generally;
- (r) collect and apply the funds of the Federation in such manner as the Federation or the Board believe to be in the best interest of AFL football and/or the Members;
- (s) promote the health and safety of competitors;
- (t) encourage players to realise their potential and athletic abilities;
- (u) encourage and promote performance-enhancing drug free competition and involvement in the game of AFL football;
- (v) encourage and promote equitable competition and involvement in the game of AFL football; and
- (w) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

### **3. POWERS OF THE FEDERATION**

The Federation shall be recognised as the controlling body for AFL Masters Football in Australia, and solely for furthering the purposes set out above, the Federation has power to:

- (a) acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charge or deal with all or any such lands, tenements or hereditaments or any part of them;

- (b) purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient by the Board for any of the purposes of the Federation and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- (c) construct, maintain and alter any buildings, grounds, structure or works necessary or convenient for the purposes of the Federation;
- (d) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Federation or persons frequenting the Federation's premises;
- (e) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Federation, and to obtain from any such government or authority any rights, privileges and concessions which the Board considers desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) borrow and raise money in such manner as the Federation may determine;
- (g) raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Federation or without any such security and upon such terms as the Board shall determine;
- (h) receive money on deposit with or without allowance of interest thereon;
- (i) invest any monies of the Federation, not immediately required for the purposes of the Federation, in such manner as may from time to time be determined by the Federation;
- (j) borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be determined by the Board and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debentures stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Federation's property or assets present or future and to purchase, redeem or pay off any such securities;
- (k) lend and advance money or give credit to any person or body corporate, and to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (l) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (m) sell, improve, manage, develop, exchange, lease, licence, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Federation;

- (n) take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Federation, provided if the Federation does take or hold any property which may be subject to any trusts, the Federation shall only deal with them in such manner allowed by law;
- (o) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Federation;
- (p) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Federation is authorised to amalgamate;
- (q) transfer all or any part of the property, assets, liabilities and engagements of the Federation to any one or more of the incorporated associations with which the Federation is authorised to amalgamate;
- (r) make donations for patriotic, charitable or community purposes;
- (s) do all or any of the matters authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- (t) take any gift of property whether subject to any special trust or not for any one or more of the purposes of the Federation;
- (u) take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Federation in the shape of donations, annual subscriptions or otherwise;
- (v) apply the income and assets of the Federation to the promotion of the purposes of the Federation;
- (w) print and publish any newspapers, periodicals, books or leaflets that the Federation may think desirable for the promotion of its purposes;
- (x) appoint, hire, employ, remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the Federation and to pay them in return for services rendered to the Federation, salaries, wages and gratuities;
- (y) subscribe to any charities and grant donations for any public purpose;
- (z) produce, develop, create, licence and otherwise exploit, use and protect such Intellectual Property, including but not limited to logos, trademarks, copyright and names in any product, publication or event of the Federation;
- (aa) establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Federation and for that purpose, utilise any of the assets of or held on behalf of the Federation;

- (ab) promote any other person or company for any purpose calculated to benefit the Federation;
- (ac) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Federation or generally for any purpose calculated to benefit the Federation;
- (ad) take legal proceedings of any nature;
- (ae) take and effect insurance; and
- (af) do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Federation.

#### **4. APPLICATION OF INCOME**

- 4.1 The income and property of the Federation shall be applied solely towards the promotion of the purposes of the Federation as set forth in this Statement of Purposes.
- 4.2 No portion of the income or property of the Federation shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses incurred or services rendered.

#### **5. LIABILITY OF MEMBERS**

The liability of the Members of the Federation is limited.

#### **6. INTERPRETATION CLAUSE**

- 6.1 The specification of the purposes of the Federation in clause 2, and the powers in clause 3 of this Statement of Purposes, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power nor than any purpose or power which is specified in detail is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the ejusdem generis rule shall not apply.
- 6.2 If any provision of this Statement of Purposes or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Statement of Purposes or affecting the validity or enforceability of that provision in any other jurisdiction.

# **RULES of AFL MASTERS INCORPORATED**

## **PART I - INTERPRETATION**

### **1. NAME**

The name of the incorporated association is AFL Masters Incorporated ("**Federation**").

### **2. INTERPRETATION AND DEFINITIONS**

#### **2.1 Definitions**

In these Rules and in the Statement of Purposes, unless the contrary intention appears:

"**Affiliated Member**" shall comprise eligible associations and clubs referred to in **Rule 3.4** and approved for membership in accordance with these Rules;

"**Board**" means the board of management of the Federation;

"**Board members**" means those persons elected or appointed to the Board in accordance with **Rule 18** (including any substitute persons elected to fill a casual vacancy);

"**Delegate**" means a representative of an Affiliated Member in accordance **with Rule 3.5(7)** or **Rule 3.6**;

"**Executive Director**" means the person appointed by the Board in accordance with **Rule 22.4** as the Executive Director of the Federation;

"**Financial Year**" means the year commencing 1 January and concluding 31 December;

"**football**" means Australian Rules Football;

"**General Meeting**" means a meeting of Members convened in accordance with **Rules 9** and **10**;

"**Intellectual Property**" means all rights subsisting in copyright, trade names, trade marks, logos, designs, images or service marks relating to the Federation or the game of football or any event, competition or activity conducted, promoted or administered by the Federation;

"**Laws of Football**" means the prevailing laws governing the playing and administration of the game of Australian Rules Football, as implemented by relevant football authorities, which laws and authorities are recognised by the Federation from time to time;

"**Life Member**" means an individual appointed as a Life Member of the Federation under **Rule 3.3**;

"**Member**" means a member of the Federation for the time being under **Rule 3**;

"**Public Officer**" means the person appointed from time to time to carry out the functions prescribed under the Act;

"**Register**" means the Register of Members kept in accordance with **Rule 5**;

**"Regulations"** means any Regulations made by the Board under **Rule 33**;

**"Rules"** means these Rules of the Federation and include the Statement of Purposes;

**"Seal"** means the common seal of the Federation and includes any official seal of the Federation;

**"Secretary"** when used in respect of an Affiliated Member means:

- (a) where a person holds office under the rules of that Affiliated Member as secretary, to that person; and
- (b) in any other case, to the public officer (or proposed public officer) or other equivalent officer of that Affiliated Member.

**"Special Resolution"** means a resolution passed in accordance with the Act, being a resolution passed by at least three-quarters of the Members present (in person or by proxy) and entitled to vote, at a Special General Meeting called for that purpose of which 21 days' notice has been given, including full details of such proposed special resolution and the date, time and place of the meeting, or such other majority or procedure as is specified in the Act from time to time;

**"Statement of Purposes"** means the Statement of Purposes setting out the objects and purposes of the Federation, as varied from time to time; and

**"the Act"** means the Associations Incorporation Reform Act 2012 (Vic).

## **2.2 Interpretation**

In these Rules and the Statement of Purposes:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes where the function is a power, authority or duty a reference to the exercise of the power or authority of the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) words or expressions shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as they vary from time to time;
- (f) references to persons include corporations and bodies politic;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (i) expressions referring to "writing" shall unless the contrary intention appears, be



construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

### **2.3 Enforceability**

If any provision of these Rules or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these Rules or affecting the validity or enforceability of that provision in any other jurisdiction.

### **2.4 Transitional Provision**

- (a) On the coming into effect of these Rules, these Rules shall apply to the members (and their delegates, where applicable) in existence prior to these Rules taking effect and to the persons serving as officers or on the previous Executive Committee of the Federation to the full extent to which this is possible, and to the extent that an equivalent or similar position or status does not exist under these Rules, that position or status enjoyed under the previous rules shall not apply and shall lapse. The Register shall be amended to comply with these Rules.
- (b) In the event of any dispute as to the application of these Rules, such dispute shall be resolved by the Board, in its sole discretion.

## **3. QUALIFICATIONS FOR MEMBERSHIP**

### **3.1 Classes of Member**

The Members shall be, and shall be divided into, the following classes:

- (a) Affiliated Members;
- (b) Life Members; and
- (c) such other class or classes of Members in accordance with **Rule 3.2** below.

### **3.2 Creation of New Classes**

The Board may, by unanimous resolution, create from time to time, new classes of membership with such rights, privileges and obligations as are determined applicable, even if the effect of creating a new class creates, alters or extinguishes rights, privileges or obligations of any existing class of Members.

### **3.3 Life Members**

The AFL Masters affiliates may from time to time nominate a person for AFL Masters Life Membership. The AFL Masters Board of the day will determine and, if accepted, confer Life Membership.

For qualifying for AFL Masters Life Membership, the nominee must have rendered substantial, effective and committed service directly to the national body of AFL Masters (or any former entity, by whatever name called), for a reasonable and substantial time.

Whilst 10 years' service directly to AFL Masters would be considered substantial time, a lesser period may be considered in exceptional circumstances.

Other Honours: There are other special honours available to players and participants including - Hall Of Fame membership, 10 years participation in AFL Masters and 15 Carnivals attended, Certificates, State Association Life Membership and National Umpires Awards.

### **3.4 Affiliated Members**

- (a) To be eligible for membership as an Affiliated Member, an association or club must:
  - (i) have as one of its primary purposes, to promote, advance, cultivate, foster and control the game of Australian rules football for players of 35 years of age and over, throughout Australia and elsewhere; and
  - (ii) be incorporated or in the process of incorporation, which process shall be complete within 1 year of applying for membership under these Rules. Failure to complete such incorporation within 1 year may result in the expulsion of the unincorporated Affiliated Member, in the Board's sole discretion.
  - (iii) In line with **Rule 10.2** of the National Constitution, all member associations and their affiliates must include a clause allowing the democratic right of its members to call a Special General Meeting.
- (b) For such time as an association or club is not incorporated, the Secretary of any unincorporated association or club shall be deemed to be the Member, and shall act on the direction of the unincorporated association, and shall be entitled to the same voting and other rights and shall follow such procedures as incorporated Affiliated Members, to the extent that this is possible.
- (c) Any dispute as to the application of these Rules to an unincorporated Affiliated Member or eligible club or association shall be resolved by the Board in its sole discretion.
- (d) An association (or club) wishing to become an Affiliated Member shall comply with the application procedure set down in **Rule 3.5**.

### **3.5 Application For Membership**

- (a) Subject to these Rules, an application for membership as a Member must be:
  - (i) in writing in the form set out in Appendix 1 which may be varied by the Board from time to time;
  - (ii) accompanied by a copy of the association's (or club's) (in this Rule "applicant's") constitution (where applicable) which must be acceptable to the Board, comply with the Act and substantially conform with these Rules;
  - (iii) accompanied by the name and details of an individual (where applicable) and the individual's signature signifying consent to nomination, being a

member of that applicant, who has been nominated by the applicant to represent that applicant (as a Delegate) on becoming a Member;

- (iv) accompanied by the appropriate fee or fees, if any; and
  - (v) lodged with the Executive Director.
- (b) As soon as is practicable after the receipt of an application under **Rule 3.5(a)** above, the Executive Director shall refer the application to the Board.
  - (c) Upon an application being referred to the Board, the Board shall, as soon as practicable, determine whether to approve or to reject the application, in its discretion.
  - (d) If the Board approves the application for membership, the Board shall determine the appropriate class of membership and the Executive Director shall, as soon as practicable, notify the applicant in writing that it is approved for membership, which membership shall commence on entry into the Register in accordance with **Rule 3.5(f)**.
  - (e) If the Board does not approve an application for membership, the Executive Director shall, as soon as practicable, notify the applicant in writing that it is not approved as a Member. The Board shall not be required to give reasons for its decision.
  - (f) If the application for membership is approved, the Executive Director shall, as soon as practicable, enter the applicant's name and other required details in the Register, and upon the name of the applicant being so entered, the applicant becomes a Member. The Executive Director shall also enter the class of membership afforded a Member and the name and other required details of the Delegate (where appropriate).
  - (g) A person shall not represent that any eligible association (or club) is a Member unless the association (or club) so represented has been registered as a Member under these Rules.

### **3.6 Delegate of Affiliated Member**

- (a) Any proposed change in the Delegate shall be notified to the Board in writing.
- (b) The Delegate may nominate a nominee to represent the Affiliated Member from time to time, but in the event the appointed Delegate fails to attend two consecutive General Meetings, they shall be presumed to have vacated their position, and the Affiliated Member shall immediately nominate another Delegate.
- (c) The Executive Director shall record any change in Delegate in the Register.
- (d) Each Delegate shall comply with the directions given by a resolution of the Affiliated Member, including in respect of voting, and if required by the Board, shall provide to the Board evidence of such compliance.

### 3.7 Effect of Membership

- (a) All parties which or who were members of the Federation prior to the adoption of these Rules shall continue as Members, and shall not be required to apply for membership as provided for under these Rules.
- (b) Members acknowledge and agree that:
  - (i) these Rules constitute a contract between each of them and the Federation and that they are bound by the Rules and Regulations;
  - (ii) they shall comply with and observe these Rules, the Regulations and any policy, determination or resolution which may be made or passed by the Board or any duly authorised Board;
  - (iii) The Board may from time to time recommend sponsorships and commercial arrangements which are to be considered for adoption by the member state associations. Acceptance and adoption of sponsorship and/or commercial arrangements requires a majority support from the members. If a member association has or desires to enter into a conflicting sponsorship/commercial arrangement then it may do so on the understanding that the member association cannot participate in the benefits provided by the sponsorships/commercial arrangements with the national federation or any financial or other rewards it provides to the national federation. If the majority of members accept a sponsorship and a member association has or enters into a conflicting sponsorship, then the individual association may not use the national federation's current adopted name and logo unless with the written approval of the national federation.
  - (iv) by submitting to these Rules and the Regulations they are subject to the jurisdiction of the Federation;
  - (v) the Rules and Regulations are necessary and reasonable for promoting the purposes of the Federation;
  - (vi) they are entitled to all benefits, advantages, privileges and services of Federation membership; with the exception as set out in **Rule 3.7 (b) (iii)** above; and
  - (vii) all Affiliated Members shall present to the Federation's Annual General Meeting, a record of business from their most recent annual general meeting (including names of all elected office bearers) and a full and audited set of accounts for the completed season.
- (c) Members have the following privileges by virtue of membership of the Federation:
  - (i) to express in writing or otherwise their views and opinions in any meeting in respect of which they are entitled to participate in accordance with these Rules;
  - (ii) to make proposals or submissions to the Board;
  - (iii) to engage and participate in any activity approved, sponsored or recognised by the Federation; and

- (iv) to conduct any activity approved by the Federation.
- (d) A right, privilege or obligation of a person by reason of their membership of the Federation:
  - (i) is not capable of being transferred or transmitted to another person; and
  - (ii) terminates upon the cessation of their membership whether by death, insolvency, resignation or otherwise.

#### **4. SUBSCRIPTIONS AND FEES**

The affiliation fee, membership fee, subscriptions and other fees payable by Members to the Federation, the time for, and manner of payment, shall be as determined by the Board from time to time.

#### **5. REGISTER OF MEMBERS**

##### **5.1 Executive Director to Keep Register**

The Executive Director shall keep and maintain a Register of Members in which shall be entered, as soon as practicable after approval for membership or receipt of the relevant information by the Executive Director (as the case may be):

- (a) the full name, address, class of membership and date of entry of the name of each Member; and
- (b) the full name, address and date of entry of the name of each Delegate.

##### **5.2 Affiliated Members to Provide Details**

- (a) In addition, Affiliated Members shall forward to the Executive Director the registration details of all individuals who are registered as members of the Affiliated Member, for such time as the person remains a financial member or otherwise remains registered as a member of that Affiliated Member.
- (b) The details provided under **Rule 5.2(a)** shall include name, address, class of membership, date of entry and such other details as are prescribed by the Federation from time to time, and any changes in membership details or memberships, within 1 month of such changes occurring.
- (c) The Federation shall maintain a separate register of individuals and shall be entitled to utilise the details provided under **Rule 5.2(a)** for and in accordance with the objects and purposes of the Federation, in its discretion.

#### **6. CESSATION OF MEMBERSHIP**

##### **6.1 Notice of Resignation**

Any Member who has paid all monies due and payable to the Federation may resign from the Federation by giving 1 month's notice in writing to the Federation of such intention to resign and upon the expiration of that period of notice, the Member shall cease to be a member.

## **6.2 Expiration of Notice Period**

Upon the expiration of a notice given under **Rule 6.1**, an entry, recording the date on which the Member who or which gave notice ceased to be a Member, shall be recorded in the Register.

## **6.3 Failure to Re-Affiliate**

Each Member required to re-affiliate or re-register shall (unless otherwise determined by the Board in its discretion) do so by 30 June of the current Financial Year, in accordance with such procedures as are set down by the Board from time to time. If the Member fails to re-affiliate or re-register, their membership shall lapse.

## **6.4 Forfeiture of Rights**

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Federation and its property and assets including Intellectual Property, and shall return any such property and assets in its possession, custody or control to the Federation forthwith.

## **6.5 Delegate Position Lapses**

The position of Delegate and any position held by the Delegate as a result of them being an appointed Delegate shall lapse immediately on cessation of membership of an Affiliated Member.

# **7. EXPULSION, SUSPENSION OR FINING OF MEMBERS**

## **7.1 Disciplinary Tribunal**

- (a) The Board may delegate its functions, powers or duties in relation to discipline of Members under **Rules 7 and 8**, in accordance with **Rule 22.3** to a Disciplinary Tribunal, comprised of at least 3 persons appointed by the Board from time to time, which persons shall not be Board members, and one of whom shall be nominated as the Chairperson of the Disciplinary Tribunal.
- (b) If any matter to be determined by the Disciplinary Tribunal gives rise to a conflict of interest on the part of any member of the Disciplinary Tribunal, the Board may appoint another independent person in their stead for the determination of that matter only.

## **7.2 Breach of Discipline by Member**

A Member shall not:

- (a) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any policy, resolution or determination of the Board;
- (b) act in a manner unbecoming of a Member or prejudicial to the objects and interests of the Federation or the game of football; or
- (c) bring the Federation or the game of football into disrepute.

### **7.3 Report of Disciplinary Matter**

- (a) Any Member, official or other interested person (in this Rule, "complainant") may give written notice of a complaint relating to the conduct or otherwise of a Member to the Executive Director or a Board Member.
- (b) The Executive Director or Board Member shall as soon as practicable, but within 7 days, forward written details of the complaint to the Chairperson of the Disciplinary Tribunal

### **7.4 Consideration of Matter**

- (a) The Disciplinary Tribunal shall, as soon as practicable after the Chairperson receives a notice under **Rule 7.3(b)**, investigate and consider the matter, and shall within 14 days of receiving such notice, determine whether:
  - (i) the matter should be dismissed, because, in its determination, there has been no relevant breach of **Rule 7.2** or the matter is of a trivial nature; or
  - (ii) the matter warrants further review and determination in accordance with the principles of natural justice (in this Rule "preliminary determination").
- (b) If the Disciplinary Tribunal determines the complaint should be dismissed under **Rule 7.4(a)(i)**, it shall, as soon as practicable, give written notice to the complainant of its determination.
- (c) If the Disciplinary Tribunal determines the matter warrants further review under **Rule 7.4(a)(ii)**, it shall, as soon as practicable, serve a notice in writing on the Member:
  - (i) setting out its preliminary determination, and including the grounds on which this preliminary determination has been reached;
  - (ii) stating that the Member (personally or by its Delegate, and/or by their or its adult representative (not being legally trained or qualified) may address the Disciplinary Tribunal at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
  - (iii) stating the date, place and time of that meeting;
  - (iv) informing the Member that they may do one or more of the following:
    - (A) attend that meeting (personally and/or by its Delegate and/or by their or its representative); or
    - (B) give the Federation, before the date of that meeting a written statement setting out relevant information surrounding the complaint, and seeking dismissal of the complaint.
  - (v) This meeting may be adjourned by the Chairperson of the Disciplinary Tribunal.

### **7.5 Meeting of Disciplinary Tribunal**

The Disciplinary Tribunal may conduct the meeting convened in accordance with **Rule 7.4(3)** in such manner as it sees fit, but shall:

- (a) give the Member every opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member;
- (c) allow the Member to be present (along with an adult representative (if required), which representative shall not be legally trained or qualified; and
- (d) by resolution determine whether to dismiss or uphold the complaint; and may:
- (e) request and/or require the complainant or any other witness to attend the meeting and/or provide such evidence as is available.

### **7.6 Disciplinary Tribunal Resolution**

The Disciplinary Tribunal, having had regard to any submission or evidence of the Member, may by resolution impose any one or more of the following penalties:

- (a) expel a Member from the Federation;
- (b) suspend a Member from membership of the Federation for a specified period;
- (c) fine a Member;
- (d) give the Member a warning; or
- (e) take such other action as it sees fit;

if the Disciplinary Tribunal considers that the Member has committed a breach of discipline contrary to **Rule 7.2** above.

### **7.7 Effect of Resolution**

- (a) Subject to **Rule 7.8**, a resolution of the Disciplinary Tribunal under **Rule 7.6** takes effect on the expiry of time for a notice of appeal to the Board under **Rule 7.8**, at which time the resolution is final and binding.
- (b) Where the Member exercises a right of appeal to the Board under **Rule 7.8**, a resolution of the Disciplinary Tribunal under **Rule 7.6** does not take effect unless the Board confirms the resolution in accordance with this Rule.

### **7.8 Notice of Appeal to Board**

- (a) Following a resolution of the Disciplinary Tribunal under **Rule 7.6**, the Member may, within 7 days of the date of the meeting of the Disciplinary Tribunal, lodge with the Federation a notice to the effect and stating that they wish to appeal to the Board.



- (b) Where the Federation receives a notice under **Rule 7.8(a)** stating the Member wishes to appeal to the Board, the Board shall convene a meeting in accordance with these Rules, to be held within 28 days of the date on which the Federation received such notice.

## **7.9 Proceedings of Board Meeting**

At a Board Meeting convened under **Rule 7.8**:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Disciplinary Tribunal may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member, personally, or by its Delegate, and/or by their or its adult representative (not being legally trained or qualified) may attend and if they attend, shall be given every opportunity to be heard; and
- (d) the Members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

## **7.10 Decision of Board**

If at the Board meeting:

- (a) a resolution of the Board is passed confirming the resolution under **Rule 7.6**, the resolution is confirmed;
- (b) a resolution of the Board is passed varying the resolution under **Rule 7.6**, including in respect of the penalty imposed, the resolution is confirmed with such variation as is determined appropriate by the Board; and
- (c) in any other case, the resolution under **Rule 7.6** is revoked.

## **7.11 Discipline of Non-members**

The Federation shall be entitled to discipline any other person or party in accordance with this **Rule 7**, as if that person or party were a Member, if that person or party submits to the jurisdiction of the Federation under any Rule, regulation, by-law or contract of the Federation or the Affiliated Member from time to time.

# **8. GRIEVANCE PROCEDURE**

## **8.1 Notice of Dispute**

- (a) Any Member, Board member, Affiliated Member, official or other interested person may give written notice of a dispute (not being a disciplinary matter within the meaning of **Rule 7.1**):
  - (i) between Members; or
  - (ii) within an Affiliated Member; or
  - (iii) between a Member or Members and the Association,

to either the Executive Director or a Board member.

- (b) The Executive Director or Board member shall as soon as practicable, but within 7 days, forward written details of the dispute to all parties to the dispute, requiring the parties to meet to discuss and attempt to resolve the dispute in good faith, within 14 days of the notice of dispute being forwarded to all parties or such other time as the parties agree.
- (c) If requested by any one or more parties to the dispute, the Executive Director or Board member shall act to facilitate the arrangement of the meeting referred to in **Rule 8.1(b)**.
- (d) The Board may issue a complaints or grievance procedure from time to time to deal with disputes, grievances or complaints in accordance with this **Rule 8.1**.

## **8.2 Dispute referred to mediation**

If the parties are unable to resolve the dispute at the meeting referred to in **Rule 8.1(b)**, or if any party fails to attend that meeting, or the meeting does not occur, then, unless all parties agree to continue attempts to resolve the dispute in good faith, the parties shall proceed to mediate the dispute in accordance with this **Rule 8**.

## **8.3 Appointment of Mediator**

If the matter proceeds to mediation in accordance with **Rule 8.2**, an independent mediator (who may be a Member or associated with a Member) shall be appointed to mediate the dispute within 14 days of the meeting (or the time for the meeting) referred to in **Rule 8.1(b)**, which mediator shall be:

- (a) a person having knowledge and expertise in relation to sport and the subject matter of the dispute; and
- (b) a person agreed by the parties, or
- (c) in the absence of agreement:
  - (i) in the case of a dispute between Members or within an Affiliated Member, a Board member appointed by the President; or
  - (ii) in the case of a dispute between a Member or Members and the Association, a mediator appointed by the National Sports Dispute Centre or such other independent mediation service as is determined appropriate by the President of the Australian and New Zealand Sports Law Association Inc.

## **8.4 Mediation procedure**

- (a) The mediation shall be administered by the mediator. In particular, the mediator shall have control of the timetable for the undertaking of the mediation, but in any event the mediation shall be completed within 30 days of the appointment of the mediator.
- (b) The mediator shall conduct the mediation in accordance with current and established principles of mediation, but shall:
  - (i) give to the parties every opportunity to be heard;

- (ii) allow due consideration by all parties of any written statement submitted by any party;
  - (iii) allow each of the parties to have such representative as they see fit; and
  - (iv) otherwise ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (c) The costs of the mediation shall be equally borne by the parties.
- (d) The parties to the dispute shall, in good faith, attempt to settle the dispute by mediation. No determination of the dispute shall be made by the mediator.
- (e) If the dispute referred to mediation in accordance with **Rule 8.2** is not resolved, there shall be no further right of complaint or appeal under these Rules, but the parties may seek other means of resolving the dispute in accordance with the Act and otherwise at law.

## **PART II - MEETINGS**

### **9. ANNUAL GENERAL MEETINGS**

#### **9.1 Annual General Meeting to be Held**

The Federation shall in each calendar year convene and hold an Annual General Meeting of its Members in accordance with the provisions of the Act and on a date and at a venue to be determined by the Board.

#### **9.2 Ordinary Business**

The ordinary business of the Annual General Meeting shall be to:

- (a) confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) receive from the Board and other officers, reports upon the transactions of the Federation during the last preceding year;
- (c) elect Board members, vote on Life Memberships and Patrons and appoint an auditor; and
- (d) receive and consider the statement submitted by the Board in accordance with section 101 of the Act.

#### **9.3 Special Business**

The Annual General Meeting may transact special business of which notice is given in accordance with these Rules.

#### **9.4 Additional Meetings**

The Annual General Meeting shall be in addition to any other Meetings that may be held in the same year.

## **9.5 Entitlement to Vote and Be Present**

The only persons entitled to be present, debate or vote at Annual General Meetings of the Federation shall be those Members or other persons entitled to be present or vote under the Act or **Rule 16.1**. The Board may allow additional persons (not otherwise entitled) to be present in its sole discretion.

## **9.6 Other Meetings**

All Meetings other than the Annual General Meeting are:

- (a) Special General Meetings; or
- (b) Delegate Meetings.

## **10. SPECIAL GENERAL MEETINGS**

### **10.1 Special General Meetings May be Held**

The Board may, whenever it thinks fit convene a Special General Meeting of the Federation and, where, but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

### **10.2 Requisition of Special General Meetings**

- (a) The Board shall on the requisition in writing of two-thirds of Affiliated Members convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting and shall be signed by the Members making the requisition and be sent to the Federation and may consist of several documents in a like form, each signed by 1 or more of the Members making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within 1 month after the date on which the requisition is sent to the Federation, the Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Members under these Rules shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## **11. DELEGATES MEETINGS.**

### **11.1 Delegates Meetings May be Held**

The Board may, whenever it thinks fit convene a meeting of the Delegates of Affiliated Members meeting of the Delegates of the Federation (Delegates Meeting).

- (a) The requisition for a Delegates Meeting shall state the object(s) of the meeting in accordance with **Rule 3.7 (c)**

- (b) A Delegates Meeting convened by the Board under these Rules shall be convened in the same manner in which all meetings are convened by the Board.

## **12. NOTICE OF MEETINGS**

### **12.1 Notice to be Given**

The Executive Director shall, at least 21 days before the date fixed for holding a General Meeting, send to each Member, a notice by email or by pre-paid post stating the place, date and time and the nature of the proposed business to be transacted at the meeting.

### **12.2 Business of Meeting**

- (a) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (b) A Member desiring to bring any business before a meeting shall give at least 1 month's notice in writing of that business to the Executive Director who shall include that business in a notice calling the next Meeting after the receipt of the notice.

## **13. PROCEEDINGS AT MEETINGS**

### **13.1 Special Business**

All business that is transacted at a Special General Meeting or the Annual General Meeting with the exception of that referred to in these Rules as the ordinary business of the Annual General Meeting shall be special business.

### **13.2 Quorum**

- (a) No item of business shall be transacted at a Special General Meeting or the Annual General Meeting unless a quorum of Members entitled under these Rules to vote is present during the time when the meeting is considering that item.
- (b) Two-thirds of Affiliated Members present (by their Delegates) and entitled to vote constitute a quorum for the transaction of the business at a Special General Meeting or the Annual General Meeting.
- (c) If within half an hour after the appointed time for the commencement of a Special General Meeting or the Annual General Meeting, a quorum is not present, the meeting:
  - (i) if convened upon the requisition of Members, shall be dissolved; and
  - (ii) in any other case, shall stand adjourned to the same day in the next week at the same time and (unless Members are notified of an alternate venue) at the same place. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Affiliated Members present (being not less than 5) shall be a quorum.

## **14. CHAIRPERSON AT MEETINGS**

### **14.1 President to Chair**

The President shall preside as Chairperson at each Meeting of the Federation.

### **14.2 Where President Absent**

If the President is absent from a Meeting or is unwilling or unable to act, the Vice-President shall preside as Chairperson of the meeting, but if the Vice-President is absent or unwilling or unable to act, the Board members present shall elect 1 of their number to preside as Chairperson at the meeting.

## **15. ADJOURNMENT OF MEETINGS**

### **15.1 Chairperson May Adjourn Meeting**

The Chairperson of a Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting to a new time and /or 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.

### **15.2 Further Notice**

- (a) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the Special General Meeting or the Annual General Meeting.
- (b) Except as provided in **Rule 15.2(a)**, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **16. RIGHTS IN SPECIAL GENERAL MEETING OR THE ANNUAL GENERAL MEETING**

### **16.1 Voting and Other Rights**

Subject to these Rules, Members (and other persons) shall have the following rights in Special General Meeting or the Annual General Meetings:

- (a) except as provided in **Rule 14.2**, Board members shall not be entitled to vote, but shall be entitled to be present and participate in debate, at Special General Meeting or the Annual General Meetings of the Federation;
- (b) Affiliated Members shall be entitled to appoint 1 Delegate, each of whom shall be entitled to 1 vote and shall be entitled to participate in debate, for and on behalf of their Affiliated Member at Special General Meeting or the Annual General Meetings of the Federation;
- (c) Life Members shall not be entitled to vote, but shall be entitled to participate in debate, at Special General Meeting or the Annual General Meetings of the Federation;
- (d) the voting and other rights of any new class of Members shall be fixed by the Board in accordance with **Rule 3.2**; and

- (e) the auditor and approved consultants, advisers or other persons shall be entitled to attend a General Meeting, and shall be entitled to address the Special General Meeting or the Annual General Meeting if called upon.

## **16.2 Voting Procedure**

- (a) Subject to **Rule 16.6** all votes shall be given personally or by proxy.
- (b) A question arising at a Special General Meeting or the Annual General Meetings of the Federation shall be determined on a show of hands.
- (c) In the case of an equality of voting on a question, the Chairperson of the meeting may exercise a second or casting vote.
- (d) A Member is not entitled to vote at any Special General Meeting or the Annual General Meeting unless all monies due and payable to the Federation have been paid, other than the amount of the affiliation fee (if any) payable in respect of the current financial year.

## **16.3 Recording of Determinations**

If before, or on, the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, carried unanimously, carried by a particular majority or lost, an entry to that effect in the Minute book of the Federation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## **16.4 Proxies**

Each Member shall be entitled to appoint another Member as their proxy by notice given to the Executive Director in the form set out in Appendix 2 no later than 48 hours before the time of the meeting in respect of which the proxy is appointed.

## **16.5 Poll at Special General or Annual General Meetings**

- (a) If at a Special General Meeting or the Annual General Meeting a poll on any question is demanded by 3 Members, it shall be taken at the meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the Special General Meeting or the Annual General Meeting on that question.
- (b) A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairperson may direct.

## **16.6 Postal Voting**

- (a) Postal voting may be held from time to time in such instances as the Board may determine, which shall not include any matter which must be passed by a Special Resolution, and such postal voting shall be held in accordance with procedures prescribed by the Board.

- (b) Postal voting papers for such matters as the Board determines are appropriate from time to time shall be given to all Members whose address stated on the Register is outside a 32 kilometre radius of the General Post Office, Melbourne.
- (c) In respect of postal voting on the election of Board members of the Federation, the Members acknowledge that they waive the right to vote on any potential nominee other than those nominees named in the ballot paper, and to the extent of any inconsistency between the voting paper and the nominees for election, the Members agree that their postal vote may be void.
- (d) All postal voting shall be conducted under conditions of a secret ballot and shall be scrutinised by an impartial person duly appointed by the Board to conduct the ballot.

### **PART III - BOARD OF MANAGEMENT**

#### **17. BOARD OF MANAGEMENT**

##### **17.1 Powers of Board**

- (a) The affairs of the Federation shall be managed by a Board of Management constituted under **Rule 17.2**.
- (b) Subject to these Rules and the Act, the Board:
  - (i) shall control and manage the business and affairs of the Federation;
  - (ii) may exercise all such powers and functions as may be exercised by the Federation other than those powers and functions that are required by these Rules to be exercised by the Members in General Meeting; and
  - (iii) has 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 Federation.

##### **17.2 Board Constitution**

- (a) The Board members shall be:
  - (i) a President;
  - (ii) a Vice-President; and
  - (iii) one other Board member;who shall be officers of the Association elected at an Annual General Meeting ("elected Board members") and;
  - (iv) up to two further persons who, in the discretion of the elected Board members, have demonstrated expertise in an area desirable for the Board, and who accept an invitation (if any) by the elected Board members (on taking up office) to sit as Board members.



- (b) The Executive Director appointed from time to time shall be entitled to attend all Board Meetings, and debate and otherwise participate in meetings of the Board, but shall not be a Board member and shall have no entitlement to vote on any decision taken by the Board.
- (c) Those persons entitled to remain in office as Board members at the General Meeting at which these Rules are adopted shall remain in office for such term as will ensure ongoing compliance with **Rule 17.2(e)**, at the next Annual General Meeting after the adoption of these Rules.
- (d) Board members shall be elected in accordance with **Rule 18** or otherwise appointed in accordance with these Rules.
- (e) Each elected Board member shall, subject to these rules, hold office for three (3) years. As at 2020 the Vice-President is to be elected for three (3) years. The elected Board member in 2021 and the President in 2022. Thereafter, the terms of all elected Board members shall be for three years, and the election of the elected Board members shall be staggered accordingly as from 2020. Each elected Board member shall be eligible for re-election. Each appointed Board member shall, subject to these Rules be appointed for such term as is considered appropriate by the elected Board members (being no less than 6 months) and shall be eligible for re- appointment.
- (f) No Board member shall hold office as National Delegate or President of their State or territory during the term of their office under these Rules.

### **17.3 Casual Vacancy**

In the event of a casual vacancy in the office of any elected Board member, the Board may appoint a Delegate or other suitably qualified person to the vacant office and the person so appointed shall continue in office up to and including the Annual General Meeting next following the date of their appointment when an election shall be held to fill the position. A casual vacancy in the office of an appointed Board member may be filled at any time by the elected Board members in accordance with **Rule 18.1(d)**.

## **18. ELECTION OF BOARD MEMBERS**

### **18.1 Nominations of Candidates**

- (a) Nominations of candidates for election of Board members shall be:
  - (i) made in writing, signed by 2 Delegates of the Federation and accompanied by the written consent of the nominee (which may be endorsed on the form of nomination); and
  - (ii) delivered to the Federation not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- (b) If insufficient nominations are received to fill vacancies for elected members of the Board the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.
- (c) If the number of nominations received is equal to the number of elected vacancies to be filled, the persons nominated shall be deemed to be elected.

- (d) If the number of nominations exceeds the number of elected vacancies to be filled, a ballot shall be held.
- (e) A ballot for the election of Board members shall be conducted at the Annual General Meeting in such proper and usual manner as the Board may direct.
- (f) A nomination of a candidate for election under this clause is valid notwithstanding that the candidate has been nominated for another office for election at the same election provided that once the nominee has been elected to one office on the Board they shall not be eligible for election to any other office.

## **19. VACANCY ON THE BOARD**

### **19.1 Grounds for Termination of Position of Board member**

For the purposes of these Rules, the office of a Board member becomes vacant if the Board member:

- (a) being a Delegate, ceases to be a Delegate;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law;
- (c) resigns from their office by notice in writing given to the Federation;
- (d) dies or becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (e) in the opinion of the Board, has:
  - (i) acted in a manner unbecoming or prejudicial to the objects and interests of the Federation and/or the sport of football; or
  - (ii) brought the Federation, any Member or the sport of football into disrepute;
- (f) is removed by Special Resolution;
- (g) is prohibited from being a director of a company under the Corporations Law; or
- (h) fails to attend 2 consecutive meetings of the Board without having previously obtained leave of absence or provided reasonable excuse for their absence at such meetings.

### **19.2 Removal of Board members by Members**

- (a) The Federation in General Meeting may by resolution remove any Board member, before the expiration of their term of office and appoint another person in their stead to hold office until the expiration of the term of office of the first mentioned Board member.
- (b) Where the Board member to whom a proposed resolution referred to in **Rule 19.2(a)** makes representations in writing to the Executive Director or President and requests that such representations be notified to the Members, the Executive Director or the President may send a copy of the representations to each Member

or, if they are not so sent, the Board member may require that they be read out at the meeting, and the representations shall be so read.

## **20. LEAVE OF ABSENCE**

The Board shall grant a leave of absence to a Board member for a period not exceeding 3 months, on the submission of a written application for such leave to the Executive Director.

## **21. QUORUM AND PROCEDURE AT BOARD MEETINGS**

### **21.1 Convening a Board Meeting**

- (a) The Board shall meet as often as is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit.
- (b) The President or 3 Board members may at any time, and the Executive Director shall, on the requisition of the President or 3 Board members, convene a meeting of the Board within a reasonable time.
- (c) Unless all Board members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced in writing or by their presence or participation) not less than 2 days' written notice of the meeting of the Board shall be given to each Board member.
- (d) Written notice of each Board meeting, specifying the general nature of the business to be transacted, shall be served on each Board member by:
  - (i) delivering it to them personally;
  - (ii) sending it by prepaid post addressed to them; or
  - (iii) sending it by email, facsimile or other means of electronic communication (subject to receiving appropriate confirmation that the notice has been effectively dispatched),

in accordance with the Board member's last notified contact details.

### **21.2 Quorum**

- (a) Any 3 Board members constitute a quorum for the transaction of the business of a meeting of the Board.
- (b) No business shall be transacted unless a quorum is present or participating 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 and at the same hour of the same day in the following week.
- (c) In the event of a casual vacancy or vacancies in the office of a Board member or members, the remaining Board members may act but, if the number of remaining Board members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board members to a number sufficient to constitute such a quorum.

### **21.3 Procedures at Meetings**

- (a) At meetings of the Board:
  - (i) the President shall preside; and
  - (ii) if the President is absent, or is unwilling or unable to act, the Vice-President shall preside as Chairperson of the meeting, but if the Vice-President is absent or unwilling or unable to act, the Board shall appoint one of its members to preside for the meeting.
- (b) Questions arising at a meeting of 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 persons presiding at the meeting may determine.
- (c) Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Board members present and entitled to vote at the meeting shall for all purposes be deemed a determination of the Board. Each Board member shall have 1 vote on any question. The person presiding shall have a casting vote where voting is equal.
- (d) A resolution in writing signed or assented to by email, facsimile, telex or other form of visible or electronic communication by sufficient Board members (in accordance with these Rules) shall be as valid and effectual as if it had been passed at a physical meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board members.
- (e) Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of Board members may be held where one or more of the Board members is not physically present at the meeting, provided that:
  - (i) all persons present or participating in the meeting are able to communicate with each other effectively simultaneously and instantaneously whether by means of telephone or other form of communication;
  - (ii) notice of the meeting is given to all the Board members entitled to notice in accordance with these Rules; and
  - (iii) the meeting shall not be invalidated merely because there is no person physically present at the place specified as the location of the meeting.

### **21.4 Minutes**

The Executive Director shall cause to be kept minutes of the resolutions and proceedings of each General Meeting or Board meeting in books provided for that purpose, together with a record of the names of persons present at or participating in all meetings. Having regard to confidentiality considerations, members have the right to access the minutes of each meeting.

## **22. DELEGATED POWERS AND DUTIES**

### **22.1 Finance Director**

The Board may appoint the Executive Director or one of the Board members to the position of Finance Director.

- (a) The Finance Director shall:
  - (i) collect and receive all moneys due to the Federation, issue receipts, bank all monies and arrange for all payments authorised by the Federation (i.e. signed by 2 of up to 4 signatories as designated in writing by the Board in accordance with **Rule 23**);
  - (ii) keep correct accounts and books showing the financial affairs of the Federation with full details of all receipts and expenditure connected with the activities of the Federation and shall duly attend to the audits; and
  - (iii) prepare financial statements and balance sheets for presentation at the Annual General Meeting of the Federation and at Board meetings as required.

## **22.2 Duties of Board members**

- (a) In addition to the normal duties to be carried out by Board members in accordance with these Rules, the Board may determine that the Board members shall be responsible for decisions made in respect of a specific portfolio, which portfolios shall be determined by the Board from time to time (and may be varied accordingly).
- (b) If the Board elects to operate under the portfolio system in **Rule 22.2(a)** above:
  - (i) each Board member may act as they see fit in respect of the matters delegated to them under their portfolio, subject always to the Rules, by-laws and policies of the Federation, and any applicable financial or other parameters imposed by the Board, from time to time;
  - (ii) each Board member shall provide a written report of matters specific to their portfolio at each Board Meeting, or at such other times as requested by the President;
  - (iii) each Board member may seek the assistance of any other Board members in carrying out their responsibilities in respect of their portfolio; and
  - (iv) the Board may hear or review submissions from Members, and may amend or repeal any decision made by a Board member, in respect of a Board member's specific portfolio.

## **22.3 Committees**

- (a) The Board may delegate any of its functions, powers or duties (except this power to delegate) to such committee as it thinks fit and may recall or revoke any such delegation or appointment and may amend or repeal any decision made by such committee.
- (b) The Board shall determine in writing the duties and powers afforded to any committee appointed in accordance with **Rule 22.3(a)** above, and the committee shall, in the exercise of such delegated powers, conform to any directions or Regulations that may be prescribed by the Board.
- (c) The President and Executive Director may be ex-officio members of any committee so appointed, at the Board's discretion.

- (d) The proceedings for any committee shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board in **Rule 21** above.
- (e) Within 7 days of any meeting of any committee, the committee shall send a copy of the ratified minutes and any supporting documents to the Executive Director.

#### **22.4 Executive Director**

- (a) The Board shall appoint the Executive Director to carry out the day to day administration of the Federation in accordance with the directions of the Board, on such terms and conditions as the Board thinks fit.
- (b) The Executive Director shall be the secretary of the Federation, ex officio, and shall be responsible to the Board to carry out the functions of the Public Officer in accordance with the Act, for the duration of their appointment as Executive Director.
- (c) Upon the expiry or termination of the appointment of the Executive Director, the Board may appoint a replacement secretary on a casual basis until a new Executive Director is appointed.

#### **22.5 Conflict of Interest**

A Board or committee member shall declare their interest in any contractual or other matter in which a conflict of interest arises or may arise, and where a conflict does arise, shall absent themselves from discussions of such matter and shall not be entitled to vote in respect of such matter. In the event of any dispute or uncertainty as to whether a true conflict exists, the remaining Board or committee members (respectively) shall decide the matter in their discretion.

### **PART IV - GENERAL MATTERS**

#### **23. SIGNING OF NEGOTIABLE INSTRUMENTS**

All electronic payments, cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by any 2 of up to 4 signatories as designated in writing by the Board from time to time, which signatories may include the Executive Director.

#### **24. COMMON SEAL**

- (a) The common seal of the Federation shall be kept in the custody of the Executive Director.
- (b) The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of 2 members of the Board or of 1 member of the Board and the Executive Director of the Federation.

#### **25. ALTERATION OF STATEMENT OF PURPOSES AND RULES**

- (a) These Rules and the Statement of Purposes of the Federation shall not be altered except by Special Resolution in accordance with the Act.

- (b) In addition, there shall be no alteration or amendment to **Rules 25** or **26** without the consent of the relevant Minister under the Act.

## **26. DISSOLUTION**

- (a) Every Member undertakes to contribute to the assets of the Federation in the event of it being wound up while a Member, or within 1 year after ceasing to be a Member for payment of the debts and liabilities of the Federation contracted before the time at which they cease to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves such amount as may be required not exceeding five dollars (\$5.00).
- (b) If upon winding up or dissolution of the Federation, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members of the Federation, but shall be given or transferred to some other organisation having purposes similar to the purposes of the Federation and which prohibits the distribution of its or their income and property among its or their Members and which is also not carried on for the profit or gain to its Members and which is similarly exempt from income tax. Such body or bodies shall be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.

## **27. AUTHORITY TO TRADE**

The Federation is authorised to trade in accordance with section 219 of the Act.

## **28. INDEMNITY**

- (a) Every Board member, officer, auditor, manager, employee or agent of the Federation shall be indemnified out of the property and assets of the Federation against any liability incurred by them in their capacity as Board member, officer, auditor or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted to them by the Court.
- (b) The Federation shall indemnify its Board members, officers, coaches, officials, managers and employees, when acting in an authorised capacity on behalf of the Federation, against all damages and costs (including legal costs) for which any such Board member, officer or employee may be or become liable to any third party in consequence of any act or omission except negligence or wilful misconduct:
  - (i) in the case of a Board member or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Federation; and
  - (ii) in the case of an employee, performed or made in the course of, and within the scope of their employment by the Federation.

## **29. AUDIT**

- (a) A qualified auditor or auditors shall be duly appointed at the Annual General Meeting and will remain in office until the conclusion of the next Annual General Meeting.

- (b) The accounts of the Federation shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once in every year.

### **30. SERVICE OF NOTICES**

- (a) A notice may be served by or on behalf of the Federation upon any Member either personally or by sending it by post to the Member at its address shown in the Register. All notices to an Affiliated Member shall be directed to the Secretary, which person shall be responsible for any further distribution of information within the Affiliated Member, as required, including to the Delegate.
- (b) Where a document is properly addressed prepaid 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.
- (c) Notice may be served by email or facsimile to Members if the Executive Director has been notified of an email address or a facsimile number to which the notice may be sent. Where a notice is sent to that email address or facsimile number, which notice is properly addressed, the notice shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the confirmation record (which confirms the whole notice was sent) shows the notice to have been sent.

### **31. CUSTODY OF BOOKS AND OTHER DOCUMENTS**

#### **31.1 Custody of Books**

Except as otherwise provided in these Rules, the Executive Director shall keep in its custody or under its control all books, documents and securities of the Federation.

#### **31.2 Inspection of Register and Books**

- (a) Having regard to confidentiality considerations, an extract of the Register, detailing names of Members entitled to vote at a general meeting may be available for inspection (but not copying) by Members, at the Members' cost (if any), upon reasonable request, at the discretion of the Executive Director.
- (b) The books (other than the Register), documents and securities of the Federation shall be available for inspection (but not copying) by Members, at the Members' cost (if any), upon reasonable request.

### **32. SOURCES OF FUNDS**

The funds of the Federation shall be derived from entrance fees, annual subscriptions, fines, proceeds of sponsorship or marketing, donations, fund raising activities, income derived from business conducted under a trading name and such other sources as the Board determines.



### **33. REGULATIONS**

#### **33.1 Power to Make Regulations**

The Board may make Regulations and/or by-laws and alter, interpret, amend or rescind the same as occasions may require, and enforce penalties for their breach. Such Regulations and by-laws shall have the same force and effect as the Rules, but shall not be in any way opposed to or in conflict with the Rules. Such Regulations and by-laws shall be available for inspection in the Federation premises (or other notified place) and duly notified to Members in accordance with these Rules.

#### **33.2 Local Changes to the Laws of Football**

The Affiliated Members shall apply to the Board to approve any proposed amendment to the Laws of Football (prior to implementation of the amendment by the Affiliated Member) to take account of local conditions or circumstances, and the Board may in its discretion approve any such amendment and shall notify the Affiliated Member of its decision accordingly.

### **34. PATRON**

The Federation at its Annual General Meeting may appoint, annually on the recommendation of the Board, one or more Patrons, subject to the approval of the person concerned.

**APPENDIX 1  
AFL MASTERS INCORPORATED ("FEDERATION")  
APPLICATION FOR MEMBERSHIP**

Application to Become an Affiliated Member

I, ..... (\*President/Secretary/Treasurer) of the  
..... Club/Association (applicant) advise that the  
..... desires to become an Affiliated Member of the Federation.

In the event of admission as an Affiliated Member, the Affiliated Member undertakes and agrees to be bound by the Statement of Purposes, Rules, Code of Ethics, Regulations, By-Laws, policies and directives of the Federation for the time being in force.

If the applicant is not incorporated as at the date of this application, and in the event of admission as an Affiliated Member, I confirm the applicant has resolved to and will proceed to incorporation within 1 year of the date of this application, failing which I understand the Affiliated Member may be expelled from the Federation.

A copy of the applicant's Constitution is attached.

.....  
Signed for and on behalf of the  
applicant.

Date:

Consent of nominee

I, ..... confirm I have been nominated by the applicant to be the Delegate of the applicant, in the event the applicant is registered as a Member.

.....  
Signed  
Date:  
Address:  
Telephone Number:

**APPENDIX 2  
AFL MASTERS INCORPORATED ("FEDERATION")  
PROXY FORM**

I, .....

of .....

being a \*Member/Delegate of the Affiliated Member..... of the Federation

hereby appoint .....

of..... being a \*Member/Delegate of an Affiliated Member of the Federation, as proxy to vote for and on behalf of \*me/my Affiliated Member at the General Meeting of the Federation (Annual General Meeting or Special General Meeting as the case may be) to be

held on the ..... and at any adjournment of that General Meeting.

My proxy is authorised to vote \*in favour of/against the resolution (insert details).

\*I confirm that my Affiliated Member has authorised me (as Delegate) to vote in the manner in which I have authorised my proxy to vote.

Signed:

The        day of        20 .

\* (delete as appropriate)