

Constitution

AFL HUNTER CENTRAL COAST INCORPORATED

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Constitution

1 NAME

The name of the incorporated association is AFL Hunter Central Coast Incorporated.

2 DEFINITION AND INTERPRETATION

2.1 In this Constitution, unless the contrary intention appears:

The term...	Means...
Act	the <i>Associations Incorporation Act 2009</i> (NSW), the Regulations and all amendments from time to time.
AFL	Australian Football League (ACN 004 155 211).
AFL (NSW/ACT)	AFL (NSW/ACT) Commission Limited (ABN 53 086 839 385).
Association	AFL Hunter Central Coast Incorporated.
Auditor	the auditor appointed by the Association to audit the Association's accounts.
Board	the governing body of the Association.
Board Member	a member of the Board.
By-Laws	the by-laws, rules and policies of the Association adopted by the Board in accordance with Rule 30.1.
Club Member	means a Junior Club Member or Senior Club Member.
Delegate	the persons elected or appointed from time to time by AFL (NSW/ACT) or a Club Member to act for and on behalf of AFL (NSW/ACT) or that Club Member and represent AFL (NSW/ACT) and the Club Member at General Meetings or otherwise.
Elected Board Member	Elected Junior Board Members and Elected Senior Board Members.
Elected Junior Board Member	a Board Member which is appointed under Rule 21.1.1.
Elected Senior Board Member	a Board Member which is appointed under Rule 21.1.2.
General Meeting	the annual general meeting or any special general meeting of the Association.
Junior Club Member	those organisations as may be granted Junior Club Member status from time to time by fielding a team or teams in junior competitions conducted by the Association.
Member	a member of the Association as set out in Rule 6.
Objects and Purposes	the Objects and Purposes of the Association as set out in Rule 4.

Official	any person acting on behalf of a Club Member in relation to any match approved or controlled by the Association or any elected office bearer of a Club Member.
Operations Manager	the Operations Manager appointed and employed by AFL (NSW/ACT) as referred to in Rule 26.
Registered Player	a person registered by the Association or a Club Member to play in the competitions conducted by it.
Regulations	regulations under the Act.
Secretary	the secretary of the Association appointed in accordance with Rule 0.
Senior Club Member	those organisations as may be granted Senior Club Member status from time to time by fielding a team or teams in senior competitions conducted by the Association.
Umpire Association Member	those organisations as may be granted Umpire Association Member status from time to time.

- 2.2 Words and expressions contained in this Constitution will be interpreted in accordance with the provisions of the *Interpretation Act 1987* (NSW) and the Act as in force from time to time.

3 BACKGROUND

- 3.1 The Association was formed to govern and conduct Australian football competitions for both AFL junior and senior clubs in the Central Coast and Hunter regions of New South Wales.
- 3.2 Prior to this:
- 3.2.1 Black Diamond Australian Football League Incorporated was formed in 2000 from a merger of Newcastle Australian Football League Incorporated and the Central Coast Australian Football League Incorporated as the governing body of senior competitions in the Hunter and Central Coast regions of NSW.
- 3.2.2 AFL Hunter Coast Incorporated was formed in 2014 as the governing body of junior competitions in the Hunter and Central Coast regions of NSW. Prior to this, the governing body of junior competitions in the Hunter and Central Coast regions of NSW was AFL Greater Sydney Juniors Incorporated (which was formed from the merger of 8 junior leagues, including Newcastle Junior Australian Football League Incorporated and Central Coast Junior Australian Football League Incorporated).
- 3.3 It is acknowledged and agreed that, until such time as the Senior Club Members and Umpire Association Member resolve otherwise, the senior competitions conducted by the Association involving senior Australian Football teams of the Senior Club Members will be referred to as the Black Diamond competitions (or such similar name).

4 ASSOCIATION OBJECTS AND PURPOSES

The objects and purposes of the Association are to encourage, promote, manage, arrange and develop the playing of Australian Football by and between its Member Clubs and their registered players.

5 ASSOCIATION POWER

Solely for the purpose of furthering the above Objects and Purposes, the Association shall have power to:

- 5.1 provide and maintain premises from which the activities of the Association will be conducted;
- 5.2 affiliate any club the Association may deem appropriate to affiliate;
- 5.3 establish and maintain uniform rules under which all affiliated clubs participate in matches under the control of the Association;
- 5.4 become affiliated or act in conjunction with any other body having as its objects the encouragement, development, fostering and promotion or regulation of Australian Football (including AFL (NSW/ACT));
- 5.5 determine complaints between Members;
- 5.6 create opportunities and be responsible for players, officials or Association teams at representative level;
- 5.7 control and discipline any player and official of any team participating in a competition organised or sanctioned by the Association in relation to conduct occurring before, during or after the playing of the match;
- 5.8 undertake and execute any trusts and to hold upon trust real and personal property;
- 5.9 purchase, take on lease or exchange, hire and otherwise acquire any land, buildings or personal property of any nature whatsoever;
- 5.10 enter into arrangements with a Federal, State or Local Government body;
- 5.11 select, employ, remove or suspend such employees as is appropriate;
- 5.12 expend any monies necessary to construct, improve, maintain, and develop any buildings, grounds or conveniences;
- 5.13 invest and deal with the real and personal property of the Association not immediately required or used by the Association;
- 5.14 take or otherwise acquire shares or other securities in any other company or body corporate;
- 5.15 enter into any commercial arrangements for the supply of goods and services to the Association, affiliated clubs and other persons;
- 5.16 give credit to any affiliated clubs or person or body corporate;
- 5.17 borrow or raise money, either alone or jointly with any other person or persons whether upon fluctuating advance account or overdraft facility or on secured debentures, mortgages or charges;
- 5.18 purchase, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques or other negotiable or transferable instruments of whatsoever kind and whether alone or jointly and severally with any other person or persons, corporation or corporations or firm or firms;

- 5.19 sell, improve, manage, develop, exchange, lease, licence, dispose of, turn to account or otherwise deal with all or any of the property or proprietary rights of the Association;
- 5.20 take or hold mortgages, loans or charges to secure payment of the purchase price or any unpaid balance of the purchase price or any part of the Association's real or personal property or proprietary rights of whatsoever kind as may be sold from time to time;
- 5.21 take any gift of property, whether subject to any special trusts or not for any one or more of the purposes of the Association;
- 5.22 print and publish any newspaper, letter, circular periodical, booklet or leaflet;
- 5.23 amalgamate with any incorporated association, companies, institutions or societies or unincorporated bodies having objects and purposes similar to the Association and whose Statement of Purposes or constituent documents (such as rules, constitution or memorandum of association) prohibits the division of its income and property amongst members;
- 5.24 purchase or otherwise acquire all or any of the property assets or liabilities of any incorporated association, company, institution, society or unincorporated body;
- 5.25 obtain all licenses, permits, clearances and authorities required from time to time;
- 5.26 establish and maintain any insurance arrangements in relation to all property of the Association, players and employees within the control of the Association;
- 5.27 make charitable donations from time to time;
- 5.28 pursue any other objects which are considered to directly or indirectly advance the interests of the Association, the Members and/or the sport of Australian Football; and
- 5.29 do other lawful things as are incidental or conducive to the attainment of the purposes described in the Objects and Purposes.

6 MEMBERSHIP

6.1 Categories of Members

6.1.1 The Members of the Association shall consist of:

- (a) Junior Club Members which, subject to this Constitution, each will be represented by their Delegate(s) who have the right to attend, debate and cast one vote at General Meetings for and on behalf of the Junior Club Member;
- (b) Senior Club Members which, subject to this Constitution, each will be represented by their Delegate(s) who have the right to attend, debate and cast one vote at General Meetings for and on behalf of the Senior Club Member;
- (c) Umpire Association Members who, subject to this Constitution, each have the right to attend, debate and cast one vote at General Meetings;
- (d) Board Members who, subject to this Constitution, each have the right to attend, debate but not vote at General Meetings;
- (e) Life Members who, subject to this Constitution, each have the right to attend, debate but not vote at General Meetings;

- (f) AFL (NSW/ACT) who, subject to this Constitution, will be represented by their Delegate who have the right to attend, debate but not vote at General Meetings; and
- (g) such new categories of Members as may be created in accordance with Rule 6.2.

6.1.2 A person may be admitted as a Member in one or more of the classes of membership set out in Rule 6.1.1 including as a Junior Club Member and a Senior Club Member.

6.2 Creation of New Categories

The Members have the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members at a Special General Meeting.

7 CLUB MEMBERS, UMPIRE ASSOCIATION MEMBERS AND LIFE MEMBERS

7.1 Club Members

7.1.1 Each Club Member, in order to maintain its entitlement to membership, must make due and punctual payment of all affiliation fees payable under this Constitution or enter into and comply with a financial arrangement as approved by the Board from time to time, as well as complying with the requirements in clause 7.1.3.

7.1.2 Any other Australian Football club seeking to participate in the competitions conducted by the Association may seek to become a Club Member of the Association by lodging an application for membership with the Association in a form determined by the Association from time to time.

7.1.3 An Australian Football club will only be considered for acceptance as a Club Member under Rule 7.1.4 if the club satisfies the Board of the following, namely that:

- (a) it is incorporated pursuant to the Act or it is a company incorporated pursuant to the *Corporations Act*;
- (b) it agrees to be bound by the By-Laws, determinations and decisions of the Association, for itself, its Officials and Registered Players;
- (c) its application will comply with and satisfy AFL (NSW/ACT) requirements for transfer of clubs between associations;
- (d) its facilities and financial circumstances are of a standard acceptable to the Board;
- (e) if applying to be a Junior Club Member, it is able to field a team in a junior competition organised or sanctioned by the Association;
- (f) if applying to be a Senior Club Member, it is able to field a team in a senior competition organised or sanctioned by the Association;
- (g) its name, logo and uniform are acceptable to the Board or will be altered to a uniform acceptable to the Board;

- (h) it was a financial member for the previous season of the previous league or association with which it was affiliated (if applicable);
- (i) it is willing to pay a security bond as determined by the Board upon being accepted into the Association;
- (j) it is willing to pay an acceptance fee as determined by the Board;
- (k) it makes a written application to the Association for Membership as a Club Member; and
- (l) it can demonstrate that it has access to and approval to use a facility suitable for the use of Australian Football during the period 1 April to 30 September each year.

7.1.4 All applications by Australian Football clubs wishing to become a Club Member will be voted on at any following General Meeting.

7.1.5 Each Club Member agrees to be bound by the By-Laws, determinations and decisions of the Association, for itself, its Officials and Registered Players.

7.2 Umpire Association Members

7.2.1 An association or other organisation whose members are Australian Football umpires or whose purposes are the furtherance and development of umpiring may seek to become an Umpire Association Member of the Association by lodging an application for membership with the Association in a form determined by the Association from time to time.

7.2.2 The Board may, upon receipt of an application under Rule 7.2.1, resolve to appoint the association of Australian Football umpires as an Umpire Association Member.

7.2.3 Each Umpire Association Member, in order to maintain its entitlement to membership, must make due and punctual payment of all affiliation fees payable under this Constitution or enter into and comply with a financial arrangement as approved by the Board from time to time.

7.3 Life Members

7.3.1 The Board may in each financial year appoint for Life Membership of the Association up to 3 persons who have served a minimum of 15 years in the promotion of the Association's objects.

7.3.2 A person shall not be deemed to have been appointed a Life Member unless they have completed an application for membership (in a form determined by the Association from time to time) and delivered it to the Association.

7.3.3 The Life Members of any previous incorporated associations from which this Association formed (including AFL Hunter Coast Incorporated, Black Diamond Australian Football League Incorporated, Newcastle AFL Incorporated, Central Coast AFL Incorporated and Newcastle Junior AFL Incorporated) will automatically become Life Members of the Association.

7.3.4 If a Life Member:

- (a) engages in conduct which the Association considers does, or which is likely to, bring the Association, AFL (NSW/ACT), the Life Member, any Club Member, the Umpire Association Member or football into disrepute;

- (b) is charged with an indictable offence;
- (c) is found guilty of an indictable offence; or
- (d) is otherwise engaged in conduct which the Association considers is prejudicial to the interests of the Association, AFL (NSW/ACT) or football,

the Board may:

- (e) suspend the Life Member's membership of the Association for a nominated period of time; or
- (f) revoke and cancel the Life Member's membership of the Association.

8 REGISTER OF MEMBERS

- 8.1 The Secretary shall keep and maintain a register of Members in which shall be entered the name and address of each Member of the Association, and each Member's Delegate. The register shall be available for inspection by all Members upon request to the Secretary.
- 8.2 Each Club Member and Umpire Association Member shall within 14 days of a change of its executive committee or Delegate taking place notify the Secretary of any such change.

9 AFFILIATION FEE

- 9.1 The annual affiliation fee payable by Club Members and Umpire Association Members (if any) to the Association shall be determined by the Board from time to time, and be payable in instalments notified by the Board.
- 9.2 Any Club Member and Umpire Association Member that has not paid all monies due and payable by that Club Member to the Association shall, subject to the Board's discretion, have the right to immediately suspend the Club Member and Umpire Association Member from membership of the Association from the expiry of the time prescribed for payment of those monies until such time as the monies are fully paid or otherwise in the Board's discretion.

10 DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

Where the Board is advised or considers that a Member has actually or allegedly:

- 10.1.1 breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board; or
- 10.1.2 acted in a manner unbecoming of a Member or prejudicial to the Objects and Purposes or interests of the Association, AFL (NSW/ACT) and/or Australian Football; or
- 10.1.3 brought themselves, the Association, AFL (NSW/ACT) or Australian Football into disrepute,

the Board may commence or cause to be commenced disciplinary proceedings against that Member, and that Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in the By-Laws.

11 RESOLUTION OF INTERNAL DISPUTES

A dispute between a Member and another Member (in their capacity as Members), or a dispute between a Member or Members and the Association, are to be referred to a mediator appointed by AFL (NSW/ACT).

12 DELEGATES

12.1 Each Club Member and Umpire Association Member shall appoint a Delegate for such term as is deemed appropriate by the Club Member by providing notice in writing to the Association of the name and contact details of that Delegate.

12.2 If a Club Member and Umpire Association Member proposes to change or terminate the appointment of their Delegate and appoint a new Delegate, the Club Member must provide notice in writing to the Association of the name and contact details of the newly appointed Delegate.

13 GENERAL MEETINGS

13.1 Annual General Meeting

An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution and on a date and at a venue to be determined by the Board.

13.2 Special General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

14 NOTICE OF GENERAL MEETING

14.1 Notice of General Meetings

14.1.1 Notice of every General Meeting shall be given to AFL (NSW/ACT), Club Members, Umpire Association Members, Life Members and the Board Members at the address appearing in the register kept by the Association. No other person (except the auditor) is entitled to receive notices of General Meetings.

14.1.2 Notice of General Meeting shall be given at least 21 days prior to the General Meeting and shall specify the place and day and hour of the General Meeting.

14.1.3 The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given to AFL (NSW/ACT), Club Members, Umpire Association Members, Life Members and the Board Members at least 14 days prior to the General Meeting, together with:

- (a) any notice of motion received by the Association under this Constitution; and
- (b) details of those persons (including resumes) who have nominated for consideration for election as a Board Member under Rule 22.

14.2 Entitlement to Attend General Meeting

Unless determined otherwise by the Board, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by the Member to the Association are paid.

15 BUSINESS

15.1 Business of General Meetings

15.1.1 The business to be transacted at the Annual General Meeting includes the consideration of accounts, reports of the Board and auditors and the election of Board Members.

15.1.2 All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 15.1.1 shall be special business. "Special business" includes business of which a notice of motion has been submitted in accordance with Rule 16.

15.2 Business Transacted

No business other than that stated on the notice of meeting for the General Meeting shall be transacted at that General Meeting.

16 NOTICES OF MOTION

A notice of motion may be submitted in accordance with the Act. All notices of motion for inclusion as special business at a General Meeting must be submitted in writing to the Secretary not less than 28 days (excluding receiving date and meeting date) prior to the General Meeting.

17 SPECIAL GENERAL MEETINGS

17.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association 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.

17.2 Requisition of Special General Meetings

17.2.1 The Board shall on the written requisition of:

- (a) AFL (NSW/ACT); or
- (b) Greater than 33.33% of Club Members;

convene a Special General Meeting.

17.2.2 The requisition for a Special General Meeting shall state the object(s) of the meeting, be signed by the party or parties making the requisition and be sent to the Association.

17.2.3 If the Board does not hold a Special General Meeting within sixty days after the date on which the requisition is sent to the Association, the party or parties making

the requisition may convene a Special General Meeting to be held not later than three months after that date.

17.2.4 A Special General Meeting convened under this Rule shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

18 PROCEEDINGS AT GENERAL MEETINGS

18.1 Quorum

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the Association shall exist when greater than 50% of Club Members and Umpire Association Members are present in person or by proxy.

18.2 Chairperson to Preside

The chairperson of the Board shall, subject to this Constitution, preside as chair at every General Meeting. If the chairperson of the Board is not present, or is unwilling or unable to preside, the Board Members shall choose one of their number to preside as chairperson for that meeting only subject to this Constitution.

18.3 Adjournment of Meeting

18.3.1 If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.

18.3.2 The chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.3.3 When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

18.3.4 Except as provided in Rule 18.3.3 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

18.4 Voting Procedure

Subject to this Constitution, at any General Meeting a motion put to the vote of the meeting shall be decided on a show of hands unless a poll or ballot is demanded either before the vote is put to the meeting or at any time thereafter up to or within five minutes after the declaration of the result of a show of hands, which poll may be demanded by:

18.4.1 the chairperson of the meeting; or

18.4.2 three Club Members who are present at the meeting in person or by proxy.

18.5 Recording of Determinations

18.5.1 Unless a poll is demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority

or lost shall be entered in the book containing the minutes of the proceedings of the Association and shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the motion.

18.5.2 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson of the meeting directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairperson of a meeting or on a question of adjournment shall be taken immediately.

18.6 Motions at General Meetings

Except where a Special Resolution is required by the Act or this Constitution, all motions at General Meetings shall be determined by an ordinary resolution.

18.7 Minutes

The Secretary shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.

19 VOTING AT GENERAL MEETINGS

19.1 Club Members and Umpire Association Members are, subject to any restrictions in Rule 22, the only Members entitled to vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in Rule 6.1.

19.2 Each Member who is entitled to vote may appoint another Member as proxy by notice given to the Board no later than 48 hours before the time of the General Meeting in respect of which the proxy is appointed. Any proxy must be appointed on the form provided by the Board from time to time.

19.3 The Association may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal.

19.4 A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the *Associations Incorporation Regulation 2016* (NSW).

20 POWERS OF THE BOARD

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board.

21 COMPOSITION OF THE BOARD

21.1 Board Composition

Subject to Rule 21.3, the Board shall consist of up to seven (7) Board Members:

21.1.1 two (2) Board Members appointed by the Junior Club Members and Umpire Association Members;

21.1.2 two (2) Board Members appointed by the Senior Club Members and Umpire Association Members; and

- 21.1.3 three (3) Board Members appointed by AFL (NSW/ACT), two (2) of which must reside within the boundaries encompassing the Association's Club Members.
- 21.2 The Chairperson will be elected by the Board.
- 21.3 For the first three (3) years following incorporation of the Association, and in order to assist transition, the Board will also comprise one (1) additional Board Member elected by Senior Club Members and Umpire Association Members who must be an individual who has been a Board member of the Black Diamond Australian Football League Incorporated during the past five (5) years and one (1) additional Board Member elected by Junior Club Members who must be an individual who has been a Board member of AFL Hunter Coast Incorporated during the past five (5) years (the "**Additional Transition Board Members**"). Each Additional Transition Board Members will serve an initial one (1) year term on the Board, being eligible for subsequent re-election to the Board for the remaining two (2) year term.

22 ELECTION OF ELECTED BOARD MEMBERS

22.1 Qualifications

- 22.1.1 Nominees for Elected Board Members must meet the qualifications as prescribed from time to time by the Board.
- 22.1.2 A Delegate, an officer or employee of a Club Member or Umpire Association Member and an employee of the Association cannot be a Board Member.

22.2 Elections of Elected Board Members

- 22.2.1 The Secretary shall call for nominations for any soon to be vacant Elected Board Member positions at least 42 days before the date of the Annual General Meeting. All Club Members and Umpire Association Members shall be notified of the call for nominations and whether the nominations are sought for an Elected Junior Board Member and / or Elected Senior Board Member.
- 22.2.2 Junior Club Members and the Umpire Association Member may only nominate persons for any Elected Junior Board Member position.
- 22.2.3 Senior Club Members and the Umpire Association Member may only nominate persons for any Elected Senior Board Member position.
- 22.2.4 Nominations for Elected Board Members must be:
- (a) in writing;
 - (b) specify whether they are for an Elected Junior Board Member or Elected Senior Board Member;
 - (c) on the prescribed form (if any) provided for that purpose; and
 - (d) certified by the nominee expressing her or his willingness to accept the position for which she or he is nominated.
- 22.2.5 Nominations must be received by the Secretary at least 28 days prior to the Annual General Meeting. Details of those persons (including resumes) who have nominated will be provided to Members in accordance with Rule 14.1.3(b).
- 22.2.6 At the Annual General Meeting:

- (a) the Junior Club Members and Umpire Association Members will vote, with one vote per Junior Club Member and Umpire Association Member, to appoint the Elected Junior Board Members from those nominated to fill all Elected Junior Board Member vacancies on the Board; and
- (b) the Senior Club Members and Umpire Association Members will vote, with one vote per Senior Club Member and Umpire Association Member, to appoint the Elected Senior Board Members from those nominated to fill all Elected Senior Board Member vacancies on the Board.

22.2.7 The Elected Board Members appointed under Rule 22.2.6 will be the nominees who receive the most votes. In the case of a tie for the last remaining vacant position, the relevant Club Members and Umpire Association Members will continue to vote until a nominee receives more votes than the other nominees.

22.3 Term of Appointment

- 22.3.1 At each Annual General Meeting, at least one (1) Elected Junior Board Member and one (1) Elected Senior Board Member must retire from office.
- 22.3.2 The Elected Board Members to retire at an Annual General Meeting are those who have been longest in office since their election, but, as between persons who become Elected Board Members on the same day, those to retire shall, unless they otherwise agree themselves, be determined by lot.
- 22.3.3 A retiring Elected Board Member is, subject to Rule 22.3.5, entitled for re-election.
- 22.3.4 AFL (NSW/ACT) is, subject to Rule 22.3.5, entitled to appoint any Elected Board Member who retires in accordance with Rule 22.3.2.
- 22.3.5 No person who has served as a Board Member for a period of four (4) consecutive full two (2) year terms shall be eligible for election or appointment as a Board Member for a period of two (2) years from the date of conclusion of her or his most recent term as a Board Member. Terms will be effective from the date this Constitution was adopted.
- 22.3.6 To ensure a staggering of elected Board Members, with respect to the election of the initial Board Members immediately after the incorporation of the Association:
 - (a) the Elected Senior Board Member and Elected Junior Board Member who received the most votes from Senior Members and Junior Members respectively will be eligible to sit on the Board for a two (2) year term; and
 - (b) the Elected Senior Board Member and Elected Junior Board Member who received the second most votes from Senior Members and Junior Members respectively will retire from office at the first Annual General Meeting in accordance with Rule 22.3.1.

23 VACANCIES OF BOARD MEMBERS

23.1 Termination of Board Member

In addition to the circumstances (if any) in which the office of a Board Member becomes vacant by virtue of the Act or in accordance with Rule 22.3, the office of a Board Member becomes vacant if the Board Member:

- 23.1.1 dies;
- 23.1.2 becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- 23.1.3 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;
- 23.1.4 resigns her or his office in writing to the Association;
- 23.1.5 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her or his interest;
- 23.1.6 is a Board Member who was appointed by AFL (NSW/ACT) and is removed from office by AFL (NSW/ACT);
- 23.1.7 would otherwise be prohibited from being a Board Member of an association under the Act or a director under the *Corporations Act 2001* (Cth) or is disqualified from office under the Act or the *Corporations Act 2001* (Cth);
- 23.1.8 is an Elected Junior Board Member and a majority of the Junior Club Members and Umpire Association Members resolve to remove the Elected Junior Board Member as a Board Member; or
- 23.1.9 is an Elected Senior Board Member and a majority of the Senior Club Members and Umpire Association Members resolve to remove the Elected Senior Board Member as a Board Member.

23.2 Casual Vacancies

- 23.2.1 Subject to Rule 23.2.2, any casual vacancy on the Board may be appointed by the Board.
- 23.2.2 If the office of a Board Member appointed by AFL (NSW/ACT) becomes vacant, AFL (NSW/ ACT) may appoint the replacement Board Member at any time.
- 23.2.3 A Board Member appointed to fill a casual vacancy shall hold office for the remainder of the term of the Board Member they are replacing.

23.3 Remaining Board Members May Act

In the event of a casual vacancy or vacancies in the office of a Board Member, 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.

24 MEETINGS OF THE BOARD

24.1 Board to Meet

The Board shall meet as often as is deemed necessary, but at least six (6) times, in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate its meetings as it thinks fit. The Secretary shall on the requisition of any Board Member, convene a meeting of the Board.

24.2 Decisions of Board

Subject to this Constitution, questions or motions arising at any meeting of the Board shall be decided by a majority of votes cast on the question or motion and all questions or motions so decided shall for all purposes be deemed a determination of the Board. All Board Members shall have one vote on any question or motion put to a vote. The chairperson shall also have a casting vote where voting is equal.

24.3 Resolutions not in Meeting

24.3.1 Subject to all Board Members receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by all of the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members 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.

24.3.2 Without limiting the power of the Board to regulate its meetings as it thinks fit, a meeting of the Board may be held where one or more of the Board Members is not physically present at the meeting, provided that:

- (a) all persons 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;
- (b) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Board Members are not required to be present in person;
- (c) in the event that a failure in communications prevents the condition in Rule 24.3.2(a) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (d) any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the chair is located.

24.4 Quorum

At meetings of the Board the number of Board Members whose presence is required to constitute a quorum is a simple majority of the Board Members that being greater than 50% of Board Members.

24.5 Notice of Board Meetings

Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than seven days' written notice of the meeting of the Board shall be given to each Board Member by the Secretary. The agenda shall be forwarded to each Board Member not less than three days prior to such meeting.

24.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

24.7 Chairperson of Board Meeting

The chairperson of the Board elected under Rule 21.2 shall preside at every meeting of the Board. If the chairperson is not present, or is unwilling or unable to preside, the Board Members shall choose one of their number to preside as chairperson for that meeting only.

25 CONFLICTS

25.1 Board Members' Interests

A Board Member is disqualified from holding any place of profit or position of employment in the Association or in any company or incorporated association in which the Association is a shareholder or otherwise interested or from contracting with the Association either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of the Association in which any Board Member is in any way interested will be voided for such reason.

25.2 Conflict of Interest

A Board Member shall declare her or his interest in any:

25.2.1 contractual matter;

25.2.2 selection matter;

25.2.3 disciplinary matter;

25.2.4 other financial matter; or

25.2.5 representative interests,

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent herself or himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Board Member votes on such matter the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent herself or himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred.

25.3 Disclosure of Interests

The nature of the conflict of interest of a Board Member under Rule 25.2 must be declared by the Board Member at the meeting of the Board at which the relevant contract or other matter is first taken into consideration if the interest then exists or in any other case at the

first meeting of the Board after the acquisition of the interest. If a Board Member becomes interested in a contract or other matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the Board Member becomes so interested.

25.4 General Disclosure

A general notice that a Board Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 25.3 as regards such Board Member and the said transactions involving that firm or company. After such general notice it is not necessary for such Board Member to give a special notice relating to any particular transaction with that firm or company.

25.5 Recording Disclosures

The Secretary shall ensure that the minutes record any declaration made or any general notice given by a Board Member in accordance with Rules 25.3 and 25.4.

26 OPERATIONS MANAGER

26.1 Appointment of Operations Manager

An Operations Manager may be appointed and employed by AFL (NSW/ACT) to assist the Association for such term and on such conditions as the AFL (NSW/ACT) sees fit. The Operations Manager must not be a Board Member. The Operations Manager shall be entitled to attend and participate in debate at Board meetings but shall not have any voting rights.

26.2 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board or AFL (NSW/ACT), the Operations Manager has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association.

27 REMUNERATION

27.1 The Board Members are not entitled to be paid remuneration.

27.2 The Board Members may be paid reasonable travelling and other expenses that they properly incur in:

27.2.1 attending Board meetings; and/or

27.2.2 attending any General Meeting; and/or

27.2.3 connection with the Association's business.

28 SECRETARY

- 28.1 The Secretary of the Association is the Operations Manager or delegate as appointed by AFL (NSW/ACT).
- 28.2 If there is no Operations Manager, one or more Secretaries shall be appointed by the Board for such term, at such remuneration, and upon such conditions as it thinks fit. Any Secretary so appointed may be removed by the Board.

29 DELEGATIONS

- 29.1 Board may delegate functions to Committees

The Board may in writing create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

- 29.2 Delegation by Instrument

The Board may in the establishing document delegate such functions as are specified in the document, other than:

29.2.1 this power of delegation; and

29.2.2 any function imposed on the Board by the Act or any other law, or this Constitution.

- 29.3 Delegated function exercised in accordance with terms

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

- 29.4 Procedure of delegated entity

29.4.1 The procedures for any committee established by the Board shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 0. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.

29.4.2 Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Secretary who must make such minutes available to any Board Member.

- 29.5 Delegation may be conditional

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

- 29.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such committee under this Rule where such decision is contrary to these rules, the By-Laws, the Act or the committee's delegation.

30 BY-LAWS AND COMPETITION STRUCTURES

30.1 Board to formulate By-Laws

30.1.1 The Board may formulate, approve, issue, adopt, interpret and amend such by-laws, rules and policies for the proper advancement of the management and administration of the Association, the Members and the Objects and Purposes as it thinks necessary or desirable. Such by-laws, rules and policies must be consistent with this Constitution and the rules and regulations of AFL (NSW/ACT) and may be amended or repealed by the Board.

30.1.2 All By-Laws made under Rule 30.1.1 will be separate for regional, junior and senior specific competitions, and developed through a scheduled consultation and review process involving all affected Junior Club Members, Senior Club Members and Umpire Association Members.

30.2 By-Laws Binding

All By-Laws made under Rule 30.1 shall be binding on the Association and all Members unless repealed by the Board.

30.3 By-Laws Deemed Applicable

All by-laws, rules and policies of the Association in force at the date of the approval of this Constitution under the Act insofar as such by-laws, rules and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

30.4 Notices Binding

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of notices approved by the Board and prepared and issued by the Secretary. Club Members shall be obliged to draw such notices to the attention of their respective members.

30.5 Competition Structures

The Board will table the proposed competition structures (including the divisions of competition, age groups and the teams in each division of competition) after consultation involving all clubs, including receiving recommended options from clubs, which will require a majority vote of those clubs that the Board has determined have a vested interest in that proposed competition structure for the relevant season.

31 APPLICATION OF INCOME

31.1 Income and Property Applied to Objects and Purposes

Subject to the provisions of the Act:

31.1.1 the income and property of the Association shall be applied solely towards the promotion of the Objects and Purposes; and

31.1.2 no portion of the income or property of the Association 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 properly incurred or services properly rendered.

32 RECORDS, BOOKS AND ACCOUNTS

32.1 Secretary

The Secretary shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate and required at each Board meeting or General Meeting.

32.2 Records Kept in Accordance with Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Secretary.

32.3 Association to Retain Records

The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

32.4 Custody of books etc

Except as otherwise provided by this Constitution, all records, books and other documents relating to the Association must be kept in New South Wales:

32.4.1 at the main premises of the Association, in the custody of the public officer or a Member (as the Board determines), or

32.4.2 if the Association has no premises, at the Association's official address, in the custody of the public officer.

32.5 Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with, and as required by, the Act.

32.6 Annual Budgets

The Board shall submit the Association's draft proposed annual budget to all Junior Club Members, Senior Club Members and the Umpire Association Members no later than twenty-one (21) days prior to the start of the relevant financial year.

32.7 Negotiable Instruments

All cheques and other negotiable instruments, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two persons appointed in writing by the Board.

32.8 Inspection of books

32.8.1 The following documents must be open to inspection, free of charge, by a Member at any reasonable hour:

- (a) records, books and other financial documents of the Association,
- (b) this Constitution,
- (c) minutes of all General Meetings.

32.8.2 A Member may obtain a copy of any of the documents referred to in Rule 32.8.1 on payment of a fee of not more than \$1 for each page copied.

32.8.3 Despite Rules 32.8.1 and 32.8.2, the Board may refuse to permit a Member of the Association to inspect or obtain a copy of records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

33 AUDITOR

A properly qualified auditor or auditors shall be appointed in accordance with the Act. The auditor's duties shall be regulated in accordance with the Act.

34 NOTICE

34.1 Manner of Notice

34.1.1 Notices may be given by the Association to any Member by sending the notice by post or electronic mail to the Member's registered address or electronic mail address.

34.1.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected two days after posting.

34.1.3 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

34.2 Notice of General Meeting

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

35 COMMON SEAL

35.1 Safe Custody of common seal

Where the Association has a common seal the Secretary shall provide for its safe custody.

35.2 Affixing Common Seal

Where the Association has a common seal it shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two Board Members.

35.3 Board Member's Interest

A Board Member may not sign a document to which the seal of the Association is fixed where the Board Member is interested in the contract or arrangement to which the document relates.

36 FUNDS

- 36.1 The funds of the Association are to be derived from affiliation fees, entrance fees and annual subscriptions of Members, donations, sponsorship, AFL (NSW/ACT) and any other sources that the Board determines.
- 36.2 The funds of the Association are to be used solely in pursuance of the Objects and Purposes of the Association in the manner that the Board determines.
- 36.3 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

37 WINDING UP

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act.

38 MEMBERS' LIABILITIES

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership of the Association.

39 FINANCIAL YEAR

The financial year of the association is:

- 39.1 the period of time commencing on the date of incorporation of the association and ending on the following 31 October, and
- 39.2 each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 November and ending on the following 31 October.

40 ALTERATION OF RULES

This Constitution shall not be altered except in accordance with the provisions of the Act.

41 AFL (NSW/ACT) REGULATIONS

The Association adopts the AFL (NSW/ACT) Regulations.