

ESSENDON DISTRICT FOOTBALL LEAGUE INCORPORATED

Statement of Rules

1. NAME

The name of the incorporated association is Essendon District Football League Incorporated (in these Rules called “the League”)

2. DEFINITION AND INTERPRETATION

2.1 In these Rules, unless the contrary intention appears:

“Act” means the Associations Incorporation Act 1981 (Victoria), the Regulations and all amendments thereto.

“Affiliated Club” means a football club affiliated with the League whose application for membership has been approved in accordance with Rule 3 herein.

“Auditor” means the auditor appointed by the League to audit the League’s accounts.

“Board” means the Board of Management of the League referred to in Rule 9.1 herein.

“Board Member” means a member of the Board of Management. “By-laws” means the by-laws of the League.

“Chief Executive Officer” or “CEO” means the Chief Executive Officer of the League in accordance with Rule 16 herein.

“Club Delegate” means a person nominated by an Affiliated Club under Rule 3.8.

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

“Member” means a member of the League in accordance with Rule 3.1.

“Regulations” means regulations under the Act.

“Statement of Purposes” means the Statement of Purposes of the League.

2.2 Words and expressions contained in these Rules will be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Victoria) and the Act as in force from time to time.

3. MEMBERSHIP

3.1 The League shall consist of the following Members:

- (a) Affiliated Clubs;
- (b) Associate Clubs;
- (c) Members of the Board pursuant to Rule 3.18 hereof;
- (d) Life Members pursuant to Rule 3.19 – 3.21 hereof

Affiliated Club

3.2 A football club (which is incorporated pursuant to *the Associations Incorporation Reform Act 2012* or which is a company incorporated pursuant to the Corporations Act) and which has been affiliated with the League for a period of 2 years and which applies for membership of the League shall have its application approved by the Board and thereby becomes a Member of the League for the next year subject to:

- (a) completing any application or Club Entry Form required by the Board and submitting it to the Board by 15 November in the particular year (or such later date as the Board allows);
- (b) having duly and punctually paid any affiliation or other fees together with the payment of all outstanding fees, fines, umpire fees and any other payments due to the League or, alternatively, having entered into and complied with any financial arrangement as approved or required by the Board; and
- (c) satisfying the Board of its ability to field at least 1 team in each of the underage competitions conducted by the League and at least 2 teams in an open age division (1 senior team and 1 reserve team)

3.3 Notwithstanding the requirement referred to in Rule 3.2(c), should the Board be of the opinion that the Club seeking affiliation may not be able to field all teams in the required competitions, it may nonetheless allow the Club to be re-affiliated with the League subject to any conditions that it may require of the Club.

Clubs seeking affiliation other than those clubs referred to in Clause 3.2 hereof

3.4 Any football club seeking membership of the league which is incorporated pursuant to the *Associations Incorporation Reform Act 2012* or which is a company incorporated pursuant to the Corporations Act and which:

- (a) at the time of its application for membership is not:
 - (i) under an expulsion or suspension or;
 - (ii) under review or investigation arising out of any disciplinary proceeding or investigation conducted by the Board, the

League Tribunal, the League Investigation Officer, the Appeal's Board or the League; or

- (iii) an Affiliated Club or a Club not affiliated for more than 2 years;
- (b) satisfies the Board that it is located:
 - (i) in a growth area (as the term is understood by the Board from time to time); or
 - (ii) in an area which the Board deems as desirable for a Club or Clubs to be located in and be affiliated with the League; and
- (c) satisfies the Board that it is able to field an underage team or teams in at least one underage competition conducted by the League or a team or teams in one of the Divisions of the League's open age competitions (or a combination of both) and:
 - (i) has a real likelihood that it will be able to field two teams in an open age Division conducted by the League and a team or teams in each of the underage competitions conducted by the League within a period of time that is acceptable to the Board provided that the period is no more than 8 years; and
 - (ii) will, with the exception of "Super Rules" teams and women's teams, field a team/s to the maximum number the Club is capable of fielding in all of:
 - (A) the underage competitions (including each of the grades of an underage competition) conducted by the League; and
 - (B) the Senior and Reserve grades in a Division of the open age competitions conducted by the League; and
 - (C) in any other open age competition conducted by the League.

may apply for membership of the League by completing and lodging with the CEO any Application or Club Entry Form as required by the Board by 15 November or such later date as determined by the Board in any year together with such amount for the affiliation fee or membership fee as the Board determines.

3.5 Where an application for membership is received from a football club (which club is either incorporated under the Act or incorporated under the Corporations Act) and which club:

- (a) (i) is not an Affiliated Club; or
- (ii) is not an Associate Club;

- (b) at the time of its application for membership is not:
 - (i) under an expulsion or suspension or;
 - (ii) under review or investigation arising out of any disciplinary proceeding or investigation conducted by the Board, the League Tribunal, the League Investigation Officer, the Appeal's Board or the League; or
 - (iii) does not satisfy the requirements of Rule 3.4.
- (c) satisfies the Board that the club:
 - (i) is located:
 - (A) in a growth area (as the term is understood by the Board from time to time); or
 - (B) in an area which the Board deems as desirable for a Club or Clubs to be located in and be affiliated with the League;
 - (ii) has facilities and financial circumstances which are of a standard acceptable to the Board;
 - (iii) has a name and uniform which are acceptable to the Board or will be altered to a name and uniform that is acceptable to the Board;
 - (iv) will comply with any terms and conditions the Board may impose.
 - (v) is initially able to field, in the competitions conducted by the League:
 - (A) at least 2 senior teams (Seniors and Reserves) and an underage team in the highest under age competition; or
 - (B) one junior underage team in the lowest age group and will be able to field a junior underage team in each of the other junior age groups (excluding a team in the highest underage competition) within a period of time acceptable to the Board provided that it is not more than eight years; or
 - (C) a team in each of the senior and underage female competitions conducted by the League with a period of time acceptable to the Board provided that is not more than eight years; or
 - (D) a team or number of teams in the competitions conducted by the League which would not satisfy the requirements of (A), (B) or (C) above;

the Board may, in its absolute discretion, determine whether to provisionally approve or reject a Club's application for affiliated membership of the League pursuant to Rules 3.5 in one of the competitions referred to in Rule 3.5 (c) (v) (A), (B) and (C) or for an associate membership of the League should the application be made under Rule 3.5 in one of the competitions referred to in Rule 3.5 (c) (v) (D) (herein referred to as "provisional approval of membership") and subject to the procedure laid out in Rule 3.6 hereof.

3.6

- (a) The Board shall give notice to all Affiliated and Associate clubs and members of the Board of any provisional approval of membership pursuant to Rule 3.5 hereof, as soon as practicable, after the meeting of the Board at which the provisional approval of membership as an Affiliated or Associate Club was made.
- (b) Subject to Rule 3.6 (c), a provisional approval of membership as an Affiliated Club or as an Associate Club becomes final and effective 21 days after notice has been given to all Affiliated and Associate Clubs and Members of the Board under Rule 3.6 (c), provided that within that period the Board has not received a written request from 25% of the Affiliated or Associate Clubs requiring the Board to have the provisional approval of membership considered by a Special General Meeting or an Annual General Meeting of the League. If the required written requests are received by the Board, or the Board proceeds pursuant to Rule 3.6 (f), the provisional approval of membership continues until the process referred to in Rule 3.6 (c)-(f) is completed.
- (c) Where the Board receives the requisite number of written requests under Rule 3.6 (b) to have the provisional approval of membership considered by a Special General Meeting or Annual General Meeting of the league, the Board shall either convene a Special General Meeting under Rule 11 or have the proposed provisional approval of membership placed on the agenda of the next Special General Meeting or Annual General Meeting convened under Rule 11.3 (a) to determine whether to approve or revoke the provisional approval of membership.
- (d) A 75% majority of those present and entitled to vote pursuant to the Rules at the Special General Meeting or the Annual General Meeting held under this Rule 3.6 is required to vote to approve the provisional approval of membership or to approve an application for membership insofar as Rule 3.6 (f) applies. The meeting may approve the provisional approval subject to any terms and conditions it deems fit. If the required majority is not reached to approve the provisional approval of membership, then the provisional approval of membership is revoked and the Application for Membership is rejected.
- (e) Where an application for membership or a proposed provisional approval of membership is to be considered by or referred to a Special

General Meeting or Annual General Meeting of the League under this Rule 3.6, any provisional approval of membership only becomes effective after the Special General Meeting or Annual General Meeting and provided that the provisional approval of membership is approved at that meeting pursuant to Rule 3.6 (d) or (f).

- (f) As an alternative to the procedure referred to in Rules 3.6 (a)-(e) (inclusive), the Board may give notice pursuant to Rule 3.5 to all Affiliated and Associate Clubs and Members of the Board of any application for membership or any provisional approval of membership which is to be considered for adoption or approval at a Special General Meeting or Annual General Meeting. At the Special General Meeting or Annual General Meeting (as the case may be), the application for membership or the provisional approval of membership will be considered by such meeting. Rules 3.6 (d) and (e) apply (with any necessary modifications) with respect to any proposed application for membership pursuant to Rule 3.5 or any provisional approval of membership.

- 3.7 Without limiting Rule 3.4 or Rule 3.5 hereof, any football club, which has never been an Affiliated Club or Associate Club, seeking membership of the League must:
 - (a) advise the League at the time of its application for admission which Grade, Division or Under age competition it wishes to participate in; and
 - (b) if requested by the League, such football club must lodge with the General Manger a deposit determined by the League. If that football club's application is approved, the deposit shall be applied as part payment of the football club's annual affiliation fee. If the football club's application is rejected or not proceeded with, the deposit shall be forfeited to the League.
- 3.8 In respect of an application for membership of the League other than one made pursuant to Rule 3.2 or Rule 3.5, the Board must in its absolute discretion determine whether to approve or reject the application on such terms and conditions as the League may, in its absolute discretion, determine.
- 3.9 It is a condition of appointment of an Affiliated Club and of an Associate Club as a member of the League that the Affiliated Club or the Associate Club agrees to be bound by the Rules, By-laws, determinations and decisions of the League.
- 3.10 The Club Entry Form shall be lodged with the League on or before 15 November for the next Financial Year or at such later date as allowed by the Board. Failure to lodge the Club Entry Form in accordance with the rule will give rise to a fine and may mean that an application for membership is not accepted by the Board.

- 3.11 Each Affiliated Club (other than a Club affiliated pursuant to sub- rule 3.6) shall be entitled to nominate two persons, each of whom shall be an officeholder at the Affiliated Club or such other person authorised in writing by the Affiliated Club and approved by the Board, as its representatives at meetings of the League.
- 3.12 A club affiliated pursuant to Rule 3.6, shall be entitled to nominate one person who shall be an officeholder at the affiliated club or such other person authorised in writing by the Affiliated Club and approved by the Board, as its representative at the meetings of the League.
- 3.13 Any person nominated under this Rule will be known as a Club Delegate. Club Delegates must be nominated by their respective Affiliated Clubs on the Club Entry Form or such other form as the Board may require.
- 3.14 In the event that the Affiliated Club desires to alter its Club Delegate or one of or both of its Club Delegates, it shall notify the Board and the newly nominated person (once approved by the Board) will become the Club's delegate upon receipt of notification by the Board.
- 3.15 A Club admitted as an Associate Club shall be entitled to nominate one person who shall be an officeholder of the Associate Club or such other person authorised in writing by the Associate Club and approved by the Board, as it's representative at meetings of the League.
- 3.16 Such representative of an Associate Club shall be entitled to attend all League meetings and speak at such meetings but shall not be entitled to vote.
- 3.17 All Affiliated Clubs must hold their annual meetings prior to 10 November each year to approve the football club's team entries in the football competitions conducted by the League for the next Financial Year. Each Affiliated Club shall notify the CEO of its committee members and shall also notify the CEO of any changes to its committee members within 14 days of any alteration.

Board Members

- 3.18 The members of the Board ("Board Members") from time to time shall be Members of the League for such time only as they hold office.

Life Members

- 3.19 The Board may in each financial year nominate for life membership of the League up to 3 persons who have served a minimum of 10 years in the promotion of the League's objects.
- 3.20 A person nominated for life membership of the League by the Board may be elected a life member by the League. A vote for the election of Life Members shall be held at the Annual General Meeting of the League. A three-fourths majority of all members or their representatives in attendance at the meeting and entitled to vote will be required to elect a nominated person to life membership of the League.

- 3.21 All Life Members shall be entitled to
- (a) a suitably inscribed medallion; and
 - (b) attend all Annual and Special General Meetings of the League and speak at such meetings but shall not be entitled to vote unless otherwise entitled to vote if the Life Member in question is a Club Delegate or a Board Member.

4. REGISTER OF MEMBERS

- 4.1 The CEO shall keep and maintain a register of Members in which shall be entered the name, address and date of entry of each Member of the League. The register shall be available for inspection by all Members upon request to the CEO.

5. VOTING RIGHTS

- 5.1 The voting at all Annual and Special General Meetings of the League shall be as follows:
- (a) subject to Rule 13.15, every Club Delegate shall be entitled to attend and debate any resolution or amendment thereof, and shall be entitled to one vote on any resolution or amendment thereof PROVIDED THAT the Affiliated Club that appointed the Club Delegate has paid all debts in excess of \$500 (or such other sum determined by the Board from time to time) due to the League for 60 days or more prior to each respective Annual or Special General Meeting unless otherwise permitted by the Board;
 - (b) subject to Rule 13.14, every individual Board Member shall be entitled to attend and debate any resolution or amendment thereof, and shall be entitled to one vote on any resolution or amendment thereof;
 - (c) every Life Member shall be entitled to attend and debate any resolution or amendment thereof, but shall not be entitled to vote.

6. AFFILIATION FEE

- 6.1 The annual affiliation fee payable by Affiliated Clubs to the League is to be determined by the Board from time to time, and the first instalment is payable in advance on or before 15 November in respect of the next Financial Year.

7. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

- 7.1 Subject to these Rules, in respect of any matter not expressly dealt with in Rule 9.23 or the By-laws, if the Board is of the opinion that a Member, player or official has refused or neglected to comply with these Rules, or has been found guilty of conduct unbecoming of a Member, player or official or prejudicial to the interests of the League, the Board may refer the matter to mediation under Rule 8 or resolve to proceed under this rule and resolve to:
- (a) fine that member, player or official an amount not exceeding \$500;
 - (b) suspend that member from membership of the League for a specified period; or
 - (c) expel that member from the League.
- 7.2 If the matter is referred to mediation but is not resolved by that process, the Board may resolve to:
- (a) fine that member, player or official an amount not exceeding \$500;
 - (b) suspend that member from membership of the League for a specified period; or
 - (c) expel that member from the League.
- 7.3 A resolution of the Board under Rule 7.1 or 7.2 to expel a Member does not take effect unless:
- (a) at a meeting held in accordance with Rule 7.4, the Board confirms the resolution; and
 - (b) if the member exercises a right of appeal to the League under this rule, the League confirms the resolution in accordance with this rule.
- 7.4 A meeting of the Board to confirm or revoke a resolution passed under Rule 7.1 or 7.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member, player or official in accordance with Rule 7.5.
- 7.5 For the purposes of giving notice in accordance with Rule 7.4, the CEO must, as soon as practicable, cause to be given to the Member, player or official a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the Member, player or official or the person's representative, may address the Board at a meeting to be held not less than 14 days and not later than 28 days after the notice has been given to the Member, player or official; and

- (c) stating the date, place and time of that meeting; and
 - (d) informing the Member, player or official that the person may do one or both of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and
 - (e) informing the Member, player or official that, if at that meeting, the Board confirms the resolution, the person may, not later than 48 hours after that meeting, give the CEO a notice to the effect that the person wishes to appeal to the League in General Meeting against the resolution
- 7.6 At a meeting of the Board to confirm or revoke a resolution passed under Rule 7.1 or 7.2, the Board must:
- (a) give the Member, player or official or the person's representative, an opportunity to be heard; and
 - (b) give due consideration to any written statement submitted by the member, player or official; and
 - (c) determine by resolution whether to confirm or to revoke the resolution.
- 7.7 If at the meeting of the Board, the Board confirms the resolution, a Member, player or official may, not later than 48 hours after that meeting, give the CEO a notice to the effect that the person wishes to appeal to the League in General Meeting against the resolution.
- 7.8 If the CEO receives a notice under Rule 7.7, that person must notify the Board and the Board must convene a general meeting of the League to be held within 21 days after the date on which the CEO received the notice.
- 7.9 At a General Meeting of the League convened under Rule 7.8:
- (a) no business other than the question of the appeal may be considered;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the Member, player or official or the person's representative, must be given an opportunity to be heard; and
 - (d) the Members or their representatives present and entitled to vote under their rules must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 7.10 A resolution at a General Meeting of the League convened under Rule 7.8 is confirmed if not less than two thirds of the Members or their representatives, entitled to vote under the Rules, vote in person, or by proxy, in favour of the resolution. In any other case, the resolution is revoked.

8. DISPUTES AND MEDIATION

- 8.1 The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a Member and another Member; or
 - (b) a Member and the League (other than a dispute in relation to or arising from the removal of a Board Member under Rule 9.23).
- 8.1 The parties to the dispute must meet to discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 8.2 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 8.3 The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - (ii) in the case of a dispute between a Member and the League, a person who is a mediator appointed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 8.4 A Member of the League can be a mediator.
- 8.5 The mediator cannot be a Member who is a party to the dispute.
- 8.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 8.8 The mediator must not determine the dispute.
- 8.9 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

- 8.10 This Rule does not apply to any disputes arising from, relating to or in any way connected with disciplinary matters referred to or determined by the Board, the League's Tribunal, Investigations Officer or Appeal Boards.

9. THE BOARD

9.1 Subject to these Rules and the Act, the Board:

- (a) shall control and manage the business and affairs of the League;
- (b) may exercise all such powers and functions as may be exercised by the League other than those powers and functions that are required by these Rules to be exercised by a General Meeting of the Members of the League; and
- (c) has the power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the League.

9.2 A. The Board shall consist of:

- (a) the Chairperson; and
- (b) six other Board Members.

The Chairperson in consultation with the other Board Members, shall appoint a Deputy Chairperson from within the ranks of the other Board Members. The Deputy Chairperson shall serve for a period of 12 months and the position of Deputy Chairperson shall be filled in accordance with the above process after each AGM.

B. The Chairperson may, in consultation with the other Board Members, assign portfolios to one or more Board members, the scope or area/s of responsibilities of such portfolios shall be determined by the Board in consultation with the CEO.

9.3 The Chairperson shall be ex-officio on all committees and sub-committees of the League.

Election of Board Members

9.4 A person will not be eligible for election as a Board Member if the person holds office or is a financial member of any Affiliated Club.

9.5 A. Each Board Member elected at the Annual General Meeting in 2023 and those elected at any subsequent Annual General Meeting will serve a three (3) year term as a Board Member.

B. In the years following the 2023 Annual General Meeting and subject to the operation and effect of sub rule 9.20, the number of elected Board Members to retire shall be as follows:

In 2024 – 2;

In 2025 – 2;

In 2026- 3.

And thereafter the above pattern will be repeated.

- 9.6 A. Following the 2023 Annual General Meeting, the Board members who were not up for election in 2023 shall by agreement between those Board members be divided into two groups of two – the first group of two members shall retire in 2024 and the second group of two members shall retire in 2025. In the absence of agreement between the Board members on which of the four Board members will be in the respective groups, the composition of the two groups will be decided by ballot conducted by the CEO.
- B. Notwithstanding anything to the contrary, the Board members who will form the second group shall be entitled to serve as a Board Member until 2025 at which time those members shall retire.
- 9.7 Any position on the Board that is to be vacated will be advertised, and any interested person may make an application to the CEO. Any application that does not include all information requested by the CEO does not have to be considered. Any application made after the closing date specified by the CEO does not have to be considered. All applicants who make applications that comply with this Rule are entitled to stand for election at the Annual General Meeting.
- 9.8 Prior to the Annual General Meeting, applications for positions on the Board will be reviewed by the then existing The Board which will recommend applicants for consideration for election at the next Annual General Meeting of the League.
- 9.9 Any retiring Board Member is eligible to reapply for a position on the Board.

Election of Chairperson

- 9.10 Following the election of Board Members at the Annual General Meeting, the Club Delegates or their proxies present must elect one of the Board Members to be the Chairperson of the League.
- 9.11 A Chairperson elected at the Annual General Meeting will serve as Chairperson until the next Annual General Meeting.
- 9.12 At each Annual General Meeting the immediate past Chairperson will retire as Chairperson. Subject to the retiring Chairperson being a Board Member, that person will be eligible to be elected as Chairperson for a further year.

Proceedings at The Board Meetings

- 9.13 The Board shall meet at such places and at such times as the Board may determine from time to time.
- 9.14 Special meetings of the Board may be convened by any three Board Members making a written request to the CEO specifying the objects of the meeting.
- 9.15 Notice shall be given by the CEO to Board Members of any special meeting of the Board specifying the general nature of the business to be transacted and no other business shall be transacted at that meeting.
- 9.16 Any four members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 9.17 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case, it lapses.
- 9.18 At meetings of the Board:
- (a) the Chairperson shall preside or if the Chairperson is absent, the most senior member of the Board present at the meeting shall preside;
 - (b) any Board Member who is an interested party in a matter before the Board shall, at the request of the Board, leave the meeting during the hearing and discussion of the matter, and not be involved in the determination relating to the matter;
 - (c) questions arising at a meeting of the Board or any sub-committee appointed by the Board shall be determined on a show of hands or, if a poll is demanded by three Board Members, by a poll taken in such manner as the person presiding at the meeting may determine;
 - (d) each Board Member present at a meeting of the Board or any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote and, in the extent of an equality of votes on any question, the person presiding may cast a second or casting vote;
 - (e) notice of each The Board meeting shall be given to each Board Member by communicating the time and place of the meeting to each Board Member a reasonable time before the meeting;
 - (f) no Board Member shall be represented at any meeting of the Board by a proxy.

Vacancy

- 9.19 The office of a Board Member shall become vacant if a Board Member:

- (a) submits a resignation in writing to the CEO;
- (b) dies or becomes physically or mentally incapacitated to an extent which interferes with the performance of the person's duties as a Board Member; or
- (c) is absent from three consecutive meetings of the Board without an apology.

9.20 In the event of a casual vacancy by any Board Member, the Board may appoint any suitable person to the office and that person may continue in office up to and including the conclusion of the Annual General Meeting following that person's appointment.

9.21 In the event of a casual vacancy by the Chairperson, the Board shall:

- (a) direct the CEO to convene a Special General Meeting within one month to elect a new Board Member and Chairperson;
- (b) appoint the Deputy Chairperson to act as a Standing Chairperson until the election of a new Chairperson at the Special General Meeting.

During the period from when the vacancy of the office of Chairperson arises until the election of a new Chairperson at a Special General Meeting, the Deputy Chairperson may exercise all powers conferred upon the Chairperson under these Rules. Any person elected to the office of Board Member and Chairperson under this Rule shall hold office until the next Annual General Meeting.

Removal of Board Member

9.22 A Board Member may be removed from office for neglect of duty, misconduct or breach of the objects or rules of the League, PROVIDED that person may only be removed on a resolution passed by at least two thirds of the Board Members present at a special meeting of the Board convened specifically to deal with the matter and FURTHER PROVIDED that such resolution is confirmed by a majority of Board Members at the next ordinary meeting of the Board. At any such special meeting of the Board the Board may adopt such procedure as it may in its discretion think fit.

9.23 A Board Member removed from office under Rule 9.23 may request a Special General Meeting of the League be convened to consider and determine whether to void the resolution of a majority of the Board Members to remove that Board Member from office. A three-fourths majority of all members or their representatives in attendance at the meeting and entitled to vote will be required to void a resolution of the Board to remove the Board Member from office.

10. ANNUAL GENERAL MEETING

- 10.1 The Annual General Meeting of the League shall be held in December each year. The Board will determine the date, time and place of the Annual General Meeting.
- 10.2 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting of the League.
- 10.3 The ordinary business of the Annual General Meeting shall be:
 - (a) to confirm the minutes of the previous Annual General Meeting and of any general meeting held since that meeting; and
 - (b) to receive from the Board reports upon the transactions of the League during the last preceding financial year; an
 - (c) to elect the Board Members and Chairperson of the League in accordance with the Rules; and
 - (d) to receive and consider the statements submitted by the League in accordance with Section 30(3) of the Act.
- 10.4 The Annual General Meeting may conduct any special business of which notice has been given in accordance with these Rules.
- 10.5 When any election provided for at the Annual General Meeting does not take place such election shall be dealt with at the next Special General Meeting. Where it may effect the composition of the Board or the Umpires Appointment Board the previous members of these bodies shall continue to act.

11. SPECIAL GENERAL MEETINGS

- 11.1 In addition to the Annual General Meeting, other general meetings of the League will be held in the same year.
- 11.2 All general meetings other than the Annual General Meeting are Special General Meetings.
- 11.3 The CEO shall convene Special General Meetings of the League as follows:
 - (a) on the first Wednesday of March, May and August at such time, date and place determined by the Board, to deal with matters nominated by the Board;
 - (b) from time to time upon the direction of the Board;

- (c) upon receipt by the CEO of a written request at least one third of the total number of Affiliated Clubs to convene a Special General Meeting of the League;
 - (d) upon receipt by the CEO of a written request from a person who has been removed as a Board Member under Rule 9.23.
- 11.4 A request for a Special General Meeting under Rule 11.3(c) and (d) must:
- (a) state the objectives of the meeting;
 - (b) be signed by the person or persons requesting the meeting; and
 - (c) be sent to the postal address of the CEO.
- 11.5 If the CEO does not cause a Special General Meeting to be held within one month after the date on which a request under Rule 11.3(c) and (d) is sent to the postal address of the CEO, the person or persons making the request, or any of them, may convene a Special General Meeting to be held not less than 3 months after that date.

12. NOTICE OF ANNUAL AND SPECIAL GENERAL MEETINGS

- 12.1 The CEO shall, at least 14 days before the date fixed for convening of an Annual General Meeting, cause to be sent to each Member of the League at each Member's address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.2 The CEO shall, at least 7 days before the date fixed for convening of an Special General Meeting, cause to be sent to each Member of the League at each Member's address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.3 The CEO shall, at least 3 days before the date fixed for convening of an emergency Special General Meeting, cause to be sent to each Member of the League at each Member's address appearing in the Register of Members, a notice by pre-paid post stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 12.4 No business other than that set out in the notice convening the meeting shall be transacted at any Annual or Special General Meeting.
- 12.5 A member intending to bring any business before a meeting must notify the CEO of that business in writing, and the CEO must include that business in the notice calling the next General Meeting.
- 12.6 Any items for business at the Annual General Meeting, including alterations to the Rules, must be notified in writing to the CEO not less than 30 days before the date of the Annual General Meeting.

13. QUORUM AND PROCEDURE AT GENERAL MEETINGS

- 13.1 No item of business may be conducted at a General Meeting unless a quorum of Members or their representatives entitled to vote under these Rules is present at the time the meeting is considering that item.
- 13.2 A majority of Club Delegates entitled to vote at meetings personally present or represented by persons entitled under these rules to vote at Annual and Special General Meetings, constitutes a quorum for the transaction of business at any Annual or Special General Meeting.
- 13.3 If within half an hour after the appointed time for the commencement of an Annual or Special General Meeting, a quorum is not present, the meeting, if convened upon the requisition of Club Delegates, shall be dissolved and in any other case shall stand adjourned to a time and place determined and announced by the Chairperson.
- 13.4 The Chairperson shall preside as Chairperson at each Annual or Special General Meeting of the League.
- 13.5 If the Chairperson is absent from any Annual or Special General Meeting, the Deputy Chairperson shall preside as Chairperson of the meeting. In the event that both the Chairperson and Deputy Chairperson are absent, the Members or their representatives entitled to vote under these Rules at the meeting shall elect one of the other Board Members to preside as Chairperson of the meeting. If none of those persons are willing to act as Chairperson of the meeting or the members or their representatives entitled to vote under these Rules may elect a Chairperson of the meeting from the Members present.
- 13.6 The Chairperson of an Annual or Special General Meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 13.7 Where a meeting is adjourned for ten (10) days or more, a notice of the adjourned meeting shall be given as in the case of an Annual or Special General Meeting.
- 13.8 Except as provided in Rule 13.7, it is not necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.
- 13.9 A question or motion arising at an Annual or Special General Meeting of the League, except as otherwise provided in these Rules, shall be determined on a show of hands and unless before or on the declaration of the show of hands, a poll or ballot is demanded by not less than three members or their

representatives entitled to vote under these Rules at such meeting, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect is made in the minutes of the meeting, is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the question or motion.

- 13.10 If at an Annual or Special General Meeting a poll or ballot on any question or motion is demanded by not less than three members or their representatives entitled to vote under these Rules at such meeting it shall be taken at the time and in such manner as the Chairperson of the meeting may direct and the resolution of the poll or ballot shall be deemed to be a resolution of the meeting on that question or motion.
- 13.11 The President or Secretary of an Affiliated Club may give notice in writing to the CEO that a substitute for a Club Delegate has been appointed for a particular meeting of the League. Any such substitute person attending without notice may be accepted with the League's consent.
- 13.12 Each Member or Club Delegate is entitled to appoint another Member or Club Delegate as a proxy by notice given to the CEO no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- 13.13 The notice appointing the proxy must be:
- (a) for a meeting of the League convened under Rule 7.8, in the form set out in Appendix 2; or
 - (b) in any other case, in the form set out in Appendix 3.
- 13.14 In the case of an equality of voting on a question or motion at an Annual or Special Meeting, the Chairperson of the Meeting is entitled to exercise a second or casting vote.
- 13.15 A Club Delegate is not entitled to vote at an Annual or Special General Meeting if the Affiliated Club that appointed the Club Delegate has not paid all debts in excess of \$500 (or such other sum as determined by the Board from time to time) due to the League for 60 days or more prior to the Annual or Special General Meeting, unless otherwise permitted by the Board.
- 13.16 Unless otherwise determined and directed by the Chairperson of the Annual or Special General Meeting, the following standing orders shall apply at Annual and Special General Meetings:
- (a) a Club Delegate on rising to speak shall name the Affiliated Club the person represents;
 - (b) any Club Delegate or Member wishing to move a motion shall rise, address the chair, avoiding personal or unbecoming language, and the motion shall be seconded before it is debated;

- (c) a motion shall not be withdrawn without the consent of the seconder;
- (d) no Member or representative of a Member shall speak more than once to any motion or amendment, excepting the mover of the original motion, who shall have a right of reply;
- (e) a motion or amendment having been moved and seconded, debate may be conducted, but not more than two speakers shall follow successively on the same side of the question. If two speakers having so spoken and there is no speaker to take the opposite view, the question shall be put;
- (f) on any Member or representative of a Member rising to a point of order during discussion, the speaker shall resume that person's seat, and the Member or representative rising shall state the person's point of order, upon which the Chairperson of the meeting shall then rule, which ruling may be reviewed by the meeting;
- (g) when two or more Members or representatives of Members rise to speak at the same time, the Chairperson of the meeting shall decide who is entitled to the floor;
- (h) any Club Delegate wishing to leave the meeting shall ask permission of the Chairperson of the meeting;
- (i) no new business will be taken two and a half hours after the commencement of the meeting.

14. POWERS OF CLUB DELEGATES

- 14.1 Notwithstanding Rule 9.1, Club Delegates may resolve at any Annual General Meeting or Special General Meeting that:
- (a) any resolution or decision of the Board be revoked, varied or amended;
 - (b) the Board be directed to act or to refrain from acting in a specified way on any particular matter.
- 14.2 Upon the passing of any resolution by the Club Delegates pursuant to Rule 14.1 the resolution or decision of the Board shall be revoked, varied or amended accordingly or the Board shall act or refrain from acting in a specified way on a particular matter, as the case may be.
- 14.3 Provided that:
- (a) any resolution of the Club Delegates pursuant to Rule 14.1 will only have effect if it is passed by a majority of at least 75% of Club Delegates present at the Annual General Meeting or Special General Meeting.

- (b) Rule 14 will not apply with respect to resolutions, decisions or actions of the Board or to be made by the Board in relation to any disciplinary matter pursuant to Rule 7 or any resolution of the Board pursuant to Rule 8.

15. BY-LAWS

- 15.1 The Board may make, vary, amend, revoke and repeal By-laws in respect of any matter whatsoever provided such By-laws are not inconsistent with these Rules or the Act.
- 15.2 The Board shall give notice to all Affiliated Clubs and members of the Board of any proposed change to the By-laws as soon as practicable after the meeting of the Board at which the change to the By-law was proposed to be made.
- 15.3 Subject to Rule 15.4 a proposed change to the By-laws becomes effective 21 days after notice has been given under Rule 15.2 provided that within that period the CEO has not received a written request from 25% of the Affiliated Clubs requiring the Board to have the change to the By-laws considered by a Special General Meeting or Annual General Meeting of the League.
- 15.4 Where the CEO receives a written request under Rule 15.3 to have the proposed change to the By-laws considered by a Special General Meeting or Annual General Meeting of the League, the Board shall either convene a Special General Meeting under Rule 11.3(b) or have the proposed change to the By-laws placed on the agenda of the next Special General Meeting or Annual General Meeting convened under Rule 11.3(a) to determine whether to approve the proposed changes to the By-laws.
- 15.5 A three fourths majority of all Club Delegates or their proxy's in attendance at the Special General Meeting or Annual General Meeting held under this Rule 15 and entitled to vote is required to approve a proposed change to the By-laws.
- 15.6 Where a proposed change to the By-laws is considered by a Special General Meeting or Annual General Meeting of the League under this Rule 15, any proposed change to the By-laws only becomes effective after the Special General Meeting or Annual General Meeting and provided that the proposed change is approved at that meeting.
- 15.7 Alternatively to the procedure referred to in By-laws 15.2-15.6 (inclusive), the Board may give notice of any proposed changes to the By-laws to all Affiliated Clubs and members of the Board and notice of the proposed changes will be considered for adoption at a Special General Meeting or

Annual General Meeting to be held not less than 21 days from the date of giving of the notice of the proposed changes. At the Special General Meeting or Annual General Meeting (as the case may be) the proposed changes will be considered. Rules 15.5 and 15.6 apply with respect to any proposed changes to the By-laws dealt with pursuant to this sub-rule.

- 15.8 Where at least one-third of the Affiliated Clubs desire to make, vary, amend, revoke or repeal any by-law (provided such proposed changes are not inconsistent with these Rules or the Act) they shall, subject to giving notice of the proposed changes to the Board, request that a Special General Meeting be convened pursuant to Rule 11.3(c) and the CEO shall give notice to all Affiliated Clubs and members of the Board of the proposed changes and otherwise proceed to convene a Special General Meeting in accordance with the requirements of Rule 11.3(c) provided that such meeting shall not be called earlier than 21 days from the date on which the CEO gives notice of the proposed changes to all Affiliated Clubs and members of the Board.
- 15.9 Rules 15.5 and 15.6 apply with respect to any proposed changes to the By-laws dealt with pursuant to Rule 15.8.

16. CHIEF EXECUTIVE OFFICER

- 16.1 The Board shall appoint a full-time CEO of the League (to be known as “the CEO”) who shall be:
- (a) an employee of the League;
 - (b) entitled to remuneration, a term of employment and other employment benefits as the Board may determine from time to time;
 - (c) responsible for the day to day activities of the League under the directions of the Board;
 - (d) responsible for attending, recording and keeping all minutes of meetings of the League and the Board, including all duly appointed sub-committees and a record of the names of persons present at the meetings;
 - (e) responsible for the collection and receipt of all monies due to the League;
 - (f) responsible for the custody and maintenance of correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditures connected with the activities of the League;

- (g) responsible for:
 - (i) submitting a statement of accounts and bank balance in respect of the League to the first The Board meeting in each month;
 - (ii) presenting the League's accounts to the Auditor by 31 October in each Financial Year, and
 - (iii) submitting an audited balance sheet for the League to the Board prior to presentation at the Annual General Meeting.
 - (h) the Public Officer of the League.
- 16.2 If the CEO dies, is removed from office by the Board or is unable to fulfil the CEO's responsibilities, the Board will:
- (a) appoint an alternative person as CEO; or
 - (b) exercise the powers of the CEO under these Rules.

17. FUNDS

- 17.1 The CEO must:
- (a) collect and receive all monies due to the League and make all payments authorised by the League; and
 - (b) keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditures connected with the activities of the League.
- 17.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two of the Chairperson, CEO or the Board Member responsible for finance.
- 17.3 The funds of the League shall be derived from annual subscriptions, donations, fines, levies and other sources as the Board determines.

18. NOTICES

- 18.1 Any notice required to be given to or served upon the League or The Board shall be addressed to the CEO at the registered office of the League from time to time and shall be deemed to have been duly served:
- (a) at the time personal service was effected on the CEO; or

(b) at the time any notice sent by pre-paid mail to the registered office of the League is received by the League in the ordinary course of the post.

- 18.2 Any notice by the League or The Board to any member, player or official shall be posted by pre-paid ordinary mail or served personally and shall be deemed to have been duly served at the time it would ordinarily be received in the post or in the case of personal service, at the actual time service is effected. Any notice to a player may be given by pre-paid ordinary mail to the player at the address of the secretary of the player's Club, or the player's Club.
- 18.3 Notwithstanding Rule 18.2, where a Member, player or official has requested or agreed that any notice the League or The Board is entitled to serve on a Member, player or official be given by facsimile or electronic transmission, the League or The Board may effect any notice by such means and such notice shall be deemed to be duly served at the time the transmission was effected.

19. SEAL

- 19.1 The common seal of the League shall be kept in the custody of the CEO.
- 19.2 The common seal of the League shall not be affixed to any instrument except with the authority of the Board and the affixing of the common seal shall be attested by the signatures of either two members of the Board or of one member of the Board and the CEO.

20. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 20.1 Except as otherwise provided in these Rules, the CEO must keep in that person's custody or under that person's control all books, documents and securities of the League .
- 20.2 All accounts, books, securities and other relevant documents of the League must be available for inspection free of charge by any Member upon written request to the CEO giving at least 7 days notice of the time for such inspection.
- 20.3 A Member may make a copy of any accounts, books, securities and any other relevant document of the League.

21. WINDING UP

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

22. ALTERATION OF RULES AND STATEMENT OF PURPOSES

- 22.1 These Rules and the Statement of Purposes shall not be altered except in accordance with the provisions of the Act.

APPENDIX 1

**Application for Membership of
Essendon District Football League Incorporated**

.....(*name of Club*) ("*the Club*") of
..... (*address*), desire to become a member of Essendon District Football
League Incorporated ("the League") as an Affiliated Club for the season.

In the event of admission as a member, the Club agrees to be bound by the Rules, By- laws,
determinations or decisions of the League for the time being in force, and to require its
members and registered players to be bound by the Rules, By-laws, determinations or
decisions of the League for the time being in force.

The Club nominates the following persons as its Club Delegates:

- 1.
- 2.

(insert names of Club Delegates)

.....

Signed byon behalf of the Club

.....

Date

APPENDIX 2

**Form of Appointment of Proxy for Meeting of Association
Convened Under Rule 7.8**

.....

(name)

of

.....

(address)

being:

- a member,*
- a Club Delegate of a member of:*

.....

(name of Incorporated Association)

appoint

.....

(name of proxy holder)

of

.....

(address of proxy holder)

being a member/a Club Delegate of a member* of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the general meeting of the Association convened under rule 7.8, to be held on:

.....

(date of meeting)

and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution [insert details of resolution].

.....

Signed

.....

Date

* Delete if not applicable.

APPENDIX 3
Form of Appointment of Proxy

.....
(name)

of

.....
(address)

being

- a member;*
- a Club Delegate of a member of:*

.....
(name of Incorporated Association)

appoint

.....
(name of proxy holder)

of

.....
(address of proxy holder)

being a member*/a Club Delegate of a member* of that Incorporated Association, as my proxy to vote for me on my behalf at the annual/special* general meeting of the Association to be held on:

.....
(date of meeting)

and at any adjournment of that meeting.

My proxy is authorised to vote in favour or/against* following resolution [*insert details of resolution*].

.....
Signed

.....
Date

* Delete if not applicable