

CENTRAL MURRAY & GOLDEN RIVERS FOOTBALL NETBALL LEAGUES



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CM & GR CONSTITUTION

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CENTRAL MURRAY & GOLDEN RIVERS FOOTBALL NETBALL LEAGUES

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PART 1 - PRELIMINARY

1. NAME OF THE ASSOCIATION

The name of the incorporated association is **Central Murray & Golden Rivers leagues Incorporated**.

2. OBJECTS OF THE LEAGUES

The CM & GR leagues is committed to representing and advocating for the interests of our clubs and to build the capacity and capability of our clubs and to encourage and enable greater participation in football and netball.

- a. Provide for the advancement, encouragement, conduct, promotion and administration of football and netball in our leagues,
- b. Provide an environment that creates and promotes player development and pathways;
- c. Provide a safe and quality environment that promotes our shared social and community values;
- d. Affiliate and otherwise liaise with the AFL Victoria Country, Netball Victoria (NV) and such other bodies as may be desirable, in the pursuit of these Objects;
- e. Selecting and appointing representative teams, officials and delegates for interleague competitions or for any other purposes;
- f. Pursue through itself or others, such commercial arrangements, including sponsorship and marketing opportunities, as are appropriate to further the Objects;
- g. Act as final arbiter on all matters arising under the jurisdiction of Central Murray & Golden Rivers leagues, including disciplinary matters;
- h. Act on behalf of and in the interest of our members and members of our communities;
- i. Have regard to the public interest in its operations; and
- j. Undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

3. FINANCIAL YEAR

The financial year of the leagues is each period of 12 months ending on 31 October.

4. DEFINITION AND INTERPRETATION

4.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

Act means the Associations Incorporation Reform Act (VIC) 2012,

AFL Victoria Country means the rules and regulations of the Victorian Country Football League.

ATO means the Australian Tax Office

Board means the Board of Management,

By-Laws means any By-Laws made by the Board under Rule 33,

Club means any member or potential member Club duly admitted to membership or considering membership,

Constitution means this Constitution or the Rules of the Board,

CM & GR leagues means the Central Murray and Golden Rivers leagues

Delegate(s) means a person appointed by a member Club to represent their Club at General Meetings.

Financial year means the year ending on the 31st October,

General Meeting means the Annual or any Special General meeting of members of the leagues,

Intellectual Property means all rights subsisting in copyright, business names, names, trade-marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the leagues or any event, competition or football/netball activity of or conducted, promoted or administered by the leagues.

Laws of Australian Football means the laws of the game of Australian Football adopted by the Australian Football League as modified by the leagues set out in the By-Laws,

Leagues means the Central Murray & Golden Rivers leagues

Operations Manager of the leagues is a reference:

Where a person holds office under these Rules as Operations Manager of the leagues to that person; and

- i. In any other case, to the Secretary of the leagues, and
- ii. The public officer for ATO purposes.

Member means a member of the leagues,

Netball Victoria means Victorian Netball Association,

Regulations means regulations under the Act,

Special General Meeting means a special general meeting of members, convened in accordance with Rule 16,

Tribunal means the Independent Tribunal, the disciplinary subcommittee established to regulate the conduct of players, umpires, officials associated with these leagues and their clubs, as well as, patrons who attend GR & CM leagues' venues.

4.2 Interpretations

Words and expressions contained in this constitution will be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time.

5. POWERS OF THE LEAGUES

5.1 Powers of the leagues

Subject to the Act, the leagues have the power to do all things incidental or conducive to achieve its purposes, which includes but is not limited to:

Acquire, hold and dispose of real or personal property;

Open and operate accounts with financial institutions;

Invest its money in any security in which trust monies may lawfully be invested;

Raise and borrow money on any terms and in any manner as it thinks fit;

Secure the repayment of money raised or borrowed, or the payment of a debt or liability;

Create, manage and protect the Intellectual Property of the leagues;

Appoint agents to transact business on its behalf;

Enter into any other contract it considers necessary or desirable.

5.2 Not for profit organisation

The leagues must not distribute any surplus, income or assets directly or indirectly to its members.

Subrule (a) does not prevent the leagues from paying a member;

- i. Reimbursement for expenses properly incurred by the member; or
- ii. For goods or services provided by the member, if this is done in good faith on terms no more favourable than if the member was not a member.

PART 2 – MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

6. MEMBERSHIP

6.1 Categories of Members

The members of the leagues shall consist of:

Member Clubs, which subject to this Constitution, shall be represented by their Chief Delegate and their deputy who have the right to be present, debate and have one vote at General Meetings,

Board Members, who have been elected according to Rule 20,

Life Members, who shall have the right to be present at General Meetings, but shall have no voting rights,

Any such new categories of Members, created in accordance with Rule 6.2,

A Club that applies and is approved for membership in accordance with these rules will be a member of the leagues upon payment of the annual affiliation fee and/or entrance fee for Clubs.

6.2 Creation of New Categories

The leagues 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. No new category of membership may be granted voting rights.

6.3 Renewal of Membership

Club Members must renew their membership with the leagues annually in accordance with the procedures determined from time to time by the Board.

Upon renewal a Club must lodge with the leagues;

- i. Any amendments to its constitution,
- ii. The name of the Club delegate and their deputy to represent the Club at General Meetings, and
- iii. The names and contact details of its governing body members.

6.4 Life Members

As a reward for long term special services rendered by any person to the administration or practice of football or netball in the leagues may confer on such person the courtesy title of Life Member of the leagues.

Any honorary life members of the Kerang & District Football League, Golden Rivers Football League, Golden Rivers Netball League, Mid-Murray Football League, Mid-Murray Netball Association, Central Murray Football & Netball League and Central Murray Umpires Association will be recognised as life members of the Central Murray & Golden Rivers League.

7. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

- a. This Constitution constitutes a contract between each of them and the leagues,
- b. They shall comply with and observe this Constitution, the By-Laws and any determination, resolution or policy executed by the Board or any duly authorised committee that are necessary and reasonable for promoting the Objects and particularly the advancement and protection of football and netball,
- c. By submitting membership to the leagues, they are subject to the control and jurisdiction of the leagues and are therefore bound to this Constitution and associated By-Laws,
- d. They are entitled to all benefits, advantages, privileges and services of leagues membership, and
- e. They will not become a party to any action against the leagues any Board member or any other Member or any other person subject to this Constitution, until all remedies

and avenues of appeal allowed by this Constitution have been exhausted, save with the written consent of the leagues.

8. GENERAL RIGHTS OF MEMBERS

8.1 Membership Rights

A member of the leagues who, by determination of the Board, is entitled to vote has the right: To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and

To submit items of business for consideration at a general meeting; and

To attend and be heard at general meetings; and

To vote at a general meeting; and

To have access to the Rules, By-Laws and Policies of the Leagues; and

To have access to the minutes of general meetings and other documents of the leagues as provided under rule 26.2; and

To inspect the register of members.

8.2 Right of Members to Vote

A member is entitled to vote if:

The member's delegate(s) is/are a member other than an ex officio member; and

All monies, other than Annual Subscriptions, owing to the leagues have been paid; and

More than 10 business days have passed since he or she became a member of the leagues; and

The member's membership rights are not suspended for any reason.

8.3 Rights not transferable

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

8.4 Ceasing Membership

A member of the leagues, who had paid all affiliation fees and monies due, may resign from the leagues by giving ONE months' notice in writing to the Operations Manager of the member club's intention to resign. Upon the expiration of that period of notice and subject to the approval of the AFL Victoria Country, the member shall cease to be a member.

Upon the expiration of a notice given under clause (0), the Operations Manager shall make in the register of members an entry recording the date on which the member, by whom notice was given, ceased to be a member.

9. REGISTER OF MEMBERS

a. The Operations Manager shall keep and maintain a register of members in accordance with the Act and relevant privacy law, in which shall be entered the full name, address and date of entry of the name of each member, the class of membership.

b. The register shall be available for inspection by members at the address of the leagues, having regard to privacy and confidentiality considerations, an extract of the Register, excluding the address of any Life Member and Board Member, shall be available for inspection by Members, upon reasonable request.

10. ENTRANCE FEE AND ANNUAL SUBSCRIPTIONS

a. There shall be no entrance fee or annual subscription fee for Members of the Board or Life Members.

b. The annual affiliation fee and/or entrance fee for clubs will be decided by the Board prior to the Annual General Meeting.

11. CLUB MEMBERS

11.1 Compliance of Clubs

Each Club shall be an incorporated association:

- a. Adopt rules and objects which are satisfactory to the *Board* and do not conflict with the leagues' constitution and by-laws; and
- b. Upon application for membership, and after each AGM provide the Board with copies of its audited accounts, annual report and other associated documents requested by the Board from time-to-time.

11.2 Support of Clubs

The leagues and Clubs agree that, where a Club is having administrative, cultural, operational or financial difficulties, the Board can act to assist that Club.

12. APPLICATION FOR MEMBERSHIP

12.1 Club Application

Any new application for membership as a Club shall be in writing and handed to the Operations Manager and shall state:

That the club is incorporated, (providing evidence of this incorporation)

The name and number of teams to be entered in the competition,

The names of current office bearers and their contact details,

The current financial status of the club and a copy of its most recent audited financial report, including the audit report,

A copy of the current club constitution and rules,

The annual affiliation fee must accompany the application,

Upon acceptance, new members are bound to accept all decisions of the leagues, Board and Independent Tribunal.

12.2 Discretion to accept or reject application

Any application for membership as a Club must be approved by the Board and also have the approval of the AFL Victoria Country and a 75% majority of club members.

When considering an application for membership, the club members will make a decision on the application within 28 days of receiving it. In considering an application the Board must act reasonably and in good faith.

The club members may accept or reject an application for membership whether the applicant has complied with the requirements in Rule 12 or not.

Where the club members accept an application, the applicant will become a Member. Membership of the leagues will commence upon acceptance of the application by the Board.

If the club members reject an application, it will refund any fees forwarded with the application, and the application will be deemed rejected.

If the club members rejects an application, the Operations Manager will, as soon as practicable, cause to be served on the applicant a notice in writing setting out:

- i. The resolution of the board members and the grounds on which it is based, and
- ii. The applicant's right to address the club members at a Special General meeting (either in person by a nominated representative or in writing).

If the applicant notifies the Operations Manager that it wishes to address a Special General meeting (either in person by a nominated representative or in writing) in relation to the club members' decision to reject its application, the applicant must be provided such an opportunity and given reasonable notice of the date, time and place of the meeting. The club members must give due consideration to any submission made by the applicant and determine whether to accept or reject the application for membership.

13. DISCIPLINE

13.1 Grounds for taking disciplinary action

The Board may take disciplinary action against a member in accordance with these rules if it is determined that the member:

Has failed to comply with these Rules; or

Refuses to support the purposes of the league; or
Has engaged in conduct prejudicial to the leagues; or
Breaches the leagues' Codes of Conduct;

This disciplinary action shall not apply to any incident or matter which relates to a dispute, grievance or other matter detailed in Rule 14.

13.2 Disciplinary Action

If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board will refer the matter to the Independent Tribunal to hear the matter and determine what action, if any, to take against the member.

13.3 Notice to member

Before disciplinary action is taken against a member, the Operations Manager must give written notice to the member:

- i. Stating that the Board proposes to take disciplinary action against the member; and
- ii. Stating the grounds for the proposed disciplinary action; and
- iii. Specifying the date, place and time of the meeting at which the Tribunal intends to consider the disciplinary action (the tribunal hearing); and
- iv. Advising the member that he or she may do one or both of the following:
 - Attend the disciplinary meeting and address the Tribunal at that meeting;
 - Give a written statement to the Tribunal at any time before the tribunal hearing; and
- v. Setting out the member's appeal rights under rule 13.5

The club must be given at least 7 calendar days' notice of the tribunal hearing date and time. The tribunal hearing must be held within 28 days, of the charge being issued.

13.4 Decision of Tribunal

At the tribunal hearing, the Tribunal must:

- i. Give the member an opportunity to be heard; and
- ii. Consider any written statement submitted by the member.

After complying with subrule (a), the Tribunal may:

- i. Take no further action against the member; or
- ii. Subject to subrule (c):
 - Reprimand the member; or
 - Impose a monetary penalty; or
 - Suspend the membership rights of the member for a specified period;
or
 - Expel the member from the leagues.

The suspension of membership rights or the expulsion of a member by the Tribunal under this rule takes effect immediately after the vote is passed.

13.5 Appeal rights

A person (or club) whose membership rights have been suspended or who has been expelled from the leagues under rule 13 may give notice to the effect that they/it wishes to appeal against the suspension or expulsion.

The notice must be in writing and given to the Operations Manager not later than 48 hours after the vote.

If a person has given notice under subrule (b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.

Notice of the disciplinary appeal meeting must be given to each member of the leagues who is entitled to vote as soon as practicable and must:

- i. Specify the date, time and place of the meeting; and
- ii. The name of the person/club against whom the disciplinary action has been taken; and
- iii. The grounds for taking that action; and

- iv. That at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person (the Club) should be upheld or revoked.

13.6 Conduct of disciplinary appeal meeting

At a disciplinary appeal meeting:

- i. No business other than the question of the appeal may be conducted; and
- ii. The Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
- iii. The person/club whose membership has been suspended or who has been expelled must be given an opportunity to be heard.

After complying with subrule (a), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

A member may not vote by proxy at the meeting.

The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

14. GRIEVANCE PROCEDURES

- a. The grievance procedure set out in this Rule applies to disputes under these Rules between:
 - i. A member and another member; or
 - ii. A member and the Board; or
 - iii. A member and the leagues.
- b. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c. 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.
- d. The mediator must be,
 - i. A person chosen by agreement between the parties; or
 - ii. In the absence of agreement:
 - In the case of a dispute between a Member and another Member, a person appointed by the Board; or
 - In the case of a dispute between a Member and the leagues, a person who can assume the role of a mediator appointed by the AFL Central Murray Commission.
- e. A Member can be a mediator.
- f. The mediator cannot be a Member who is a party to the dispute.
- g. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- h. The mediator, in conducting the mediation, must:
 - i. Give the parties to the mediation process every opportunity to be heard; and
 - ii. Allow due consideration by all parties of any written statement submitted by any party; and
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- i. The mediator must not determine the dispute.
- j. 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.

PART 3 – GENERAL MEETINGS OF THE LEAGUES

15. ANNUAL GENERAL MEETING

- a. The Board must convene an annual general meeting of the leagues to be held within 5 months after the end of each financial year. The Annual General Meeting shall be specified as such in the notice convening it.
- b. The ordinary business of the Annual General Meeting shall be;
 - i. To confirm the minutes of the last preceding Annual General Meeting,
 - ii. To receive from the Board reports upon transactions of the leagues during the preceding financial year,
 - iii. To elect members to the Board of Management of the leagues,
 - iv. To confirm affiliation of new member clubs accepted by the Board,
 - v. To confirm awarding of new Life Memberships bestowed by the Board
 - vi. Confirm the Board's appointment of an Auditor for the following year.
- c. The Annual General Meeting may transact special business of which notice is given in accordance with these rules and received by the Operations Manager (21) clear days before the date of the Annual General Meeting.
- d. The Annual General Meeting shall be in addition to any other Special General meeting that may be held in the same year.

16. SPECIAL GENERAL MEETINGS

All General meetings other than the Annual General meeting shall be called Special General Meetings.

16.1 Convening of Special General Meetings

The Board may, whenever it thinks fit, convene a Special General meeting of the leagues. The Board must convene at least three (3) Special General Meetings, each year for the purpose of reporting on the progress of the leagues' activities.

16.2 Special general meeting held at request of members

The Board must convene a Special General Meeting on the requisition, in writing, endorsed by the Presidents of at least 25% of member clubs.

A requisition for a Special General Meeting shall state the business of the meeting and shall be signed by the President of each Member club making the requisition and to be sent to the Operations Manager and may consist of several documents in a like form, each signed by one or more of the member clubs making the requisition. The Operations Manager shall call by circular a Special General Meeting of the leagues, to be held within seven (7) days after receiving a written requisition as per Rule setting forth the business of such meeting. Any Special General Meetings shall be called by not less than seventy-two (72) hours' notice, in writing to each club.

If the Board does not cause a Special General Meeting to be held within ONE month after the date on which the requisition is sent to the address of the Operations Manager, the member clubs making the requisition or any of them may convene a Special General meeting to be held not later than three (3) months after that date.

A Special General Meeting convened by member clubs in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the leagues to the person incurring the expenses.

16.3 Notice of Special General Meetings

Notice of every General Meeting shall be given to every member of the leagues. No other person shall be entitled as of right to receive notices of General Meetings.

Notice of General Meeting may be given electronically or by such other means as determined by the Board including publication on the leagues' website.

A notice of a General Meeting shall specify the place and day and hour of the meeting and shall state the business to be transacted at the meeting.

No Business other than that set out in the notice convening the meeting shall be transacted at the meeting.

At least 14 days' notice of a General Meeting shall be given to leagues' members, together with:

- i. Any notice of motion received from the Board or Clubs; and
- ii. The agenda for the meeting;

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 Operations Manager not less than 21 clear days (excluding receiving and meeting date) prior to the General Meeting. Only the Board or a Member Club may submit a notice of motion in accordance with this Rule.

17. PROCEEDINGS AT GENERAL MEETINGS

17.1 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 leagues shall be 60% of the Members entitled under these rules to vote.

17.2 Use of technology

A member not physically present at any meeting of the leagues may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

For the purposes of this Part, a member participating in any meeting of the leagues as permitted under sub-rule (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

17.3 Chairman to preside

The Chairman shall, subject to this Constitution, preside as chair at every General Meeting. If the Chairman is not present, or is unwilling or unable to preside, the Deputy Chairman shall preside as chair for that meeting only. If the Deputy Chairman is not present, or is unwilling or unable to preside, the Board Members present shall appoint one (1) of their number to preside as chair for that meeting only.

17.4 Adjournment of meeting

If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be adjourned until the same day of the next week at the same time and place or to such other day and at such other time and place as the Board may determine and 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.

The chair may with the consent of any 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.

When a meeting is adjourned for fourteen (14) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Except as provided in clause (0) and (0) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

17.5 Business

All business that is transacted at a Special General Meeting and all that is transacted at the Annual General Meeting except for that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.

17.6 Voting Procedure

Subject to this Constitution, at any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

- i. The chair; or
- ii. A majority of delegates.

Upon any question arising at the Annual or Special General Meeting of the leagues, each Member Club and the Board of Management have **ONE** vote only.

All votes shall be given personally or by proxy.

In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a second or casting vote.

Member delegates are not entitled to vote at a general meeting unless all moneys that are due and payable by the member of the leagues has been paid, other than the amount of the annual subscription payable in respect of the current financial year.

17.7 Proxies

A voting member may vote on a show of hands and on a secret ballot by a proxy.

An appointment of a proxy must be in a form approved by the Board.

An appointment of a proxy is valid if it contains the following information:

- i. The voting Members name and signature,
- ii. The proxy's name,
- iii. The meeting at which the appointment may be used.

An appointment of a proxy is only effective if the Operations Manager receives the proxy form no later than 24 hours before the time of the meeting it is to be used.

17.8 Special resolutions

A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution.

17.9 Determining whether resolution carried

Subject to subsection (b), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been:

- i. carried; or
- ii. carried unanimously; or
- iii. carried by a particular majority; or
- iv. lost;

And an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

If a poll (where votes are cast in writing) is demanded by three or more members on any question:

- i. The poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and
- ii. The Chairperson must declare the result of the resolution on the basis of the poll.

A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.

A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

17.10 Minutes of general meeting

The Board must ensure that minutes are taken and kept of each general meeting.

The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

In addition, the minutes of each annual general meeting must include:

- i. The names of the members attending the meeting; and
- ii. Proxy forms given to the Chairperson of the meeting under rule 17.7 and
- iii. The financial statements submitted to the members in accordance with rule 15bii; and

- iv. The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the leagues; and
- v. Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 4 - BOARD OF MANAGEMENT

18. POWERS OF THE BOARD

18.1 Role and powers

Subject to this Constitution, By-laws and the Act, the Board has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the leagues,

The Board may exercise all the powers of the leagues except those powers that this Constitution or the Act requires to be exercised by special general meetings of the members of the leagues.

The Board may:

- i. Appoint and remove staff;
- ii. Establish subcommittees consisting of authorised member representatives with terms of reference it considers appropriate.

The Board shall formulate, interpret, amend and revoke By-Laws for the proper advancement, management and administration of the leagues and its competitions, or to protect the integrity of the leagues as it thinks necessary or desirable. Those By-Laws must be consistent with this Constitution.

18.2 Members of the Board

The Board shall consist of up to **nine (9) persons and no less than five (5) members:**

All of whom shall be honorary and shall be elected in accordance with Rule 20,

In the event of a casual vacancy on the Board referred to in clause (0) the Board may appoint a person to the vacant position and the person shall hold office for the remainder of the unexpired term of the position filled.

The CM & GR Leagues Inc. is committed to promoting a culture which embraces diversity, when determining the composition of the board, appointment of staff, including recruitment and selection practices. CM & GR Leagues members must endeavour to elect a diverse Board which reflects our sports, our leagues and our communities.

18.3 Officers of the Board

After the Annual General Meeting, the Board shall meet and appoint from its elected members Officers of the Board who shall hold office until the next Annual General Meeting.

The Officers of the leagues are:

- i. Chairman,
- ii. Deputy Chairman,
- iii. Treasurer, and
- iv. Secretary

18.4 Duties of the Board

The Board shall appoint an Auditor and such other functionaries (whether honorary or otherwise) as considered necessary.

May levy from affiliated clubs any moneys that the Board considers necessary for it to effectively carry on the business and affairs of the leagues and to require payment to it by such clubs of such fees and payments as it determines,

Appoint such sub-committees as it may consider necessary from time to time for the conduct of the game of football and or netball among affiliated clubs. With the exception the Independent Tribunal, the chairman of the Board shall be a member ex-officio of all League sub-committees.

18.5 Board Performance

The performance of the Central Rivers Board will be monitored with an annual Club Satisfaction Survey. The results will be included in the strategic plan of the CM & GR leagues and the results published to clubs.

19. DELEGATIONS

19.1 Board may delegate functions

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

19.2 Delegation by instrument

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

- i. This power of delegation, and
- ii. A function imposed on the Board by the Act, any other law or this Constitution.

19.3 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.

19.4 Procedure of delegated entity

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under this Constitution.

19.5 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.

19.6 Revocation of delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend or repeal any decision made by such body or person under this Rule.

20. ELECTION TO THE BOARD OF MANAGEMENT

- a. For eligibility, a Board candidate shall:
 - i. Be 18 years of age or older;
 - ii. Be an Australian resident; and
 - iii. Cease to hold any official position, as defined in these rules, of an affiliated club.
- b. It is not necessary for a Board of Management candidate to be a current member of the leagues or a member of an affiliated club. However, if elected to the Board that person must cease to hold any official position with a club as defined in these rules.
- c. Nominations for election to the Board of Management shall be by way of application, and:
 - i. Shall be made in writing on the prescribed application form signed by an officer of two member clubs of the leagues and accompanied by the written consent of the candidate; and
 - ii. Shall be delivered to the Operations Manager of the leagues not less than 21 days before the date fixed for holding of the Annual General Meeting.
- d. The election of Board members shall be conducted at the Annual General Meeting in a secret ballot of each affiliated club President or proxy.
- e. To maintain continuity and effectiveness, three-year rotational terms will be adopted. Each year, one-third of Board positions will be declared vacant.

21. REMOVAL OF A BOARD MEMBER

- a. The leagues in a Special General Meeting may by special resolution remove any member of the Board before expiration of their term of office and appoint another Member in their stead to hold the position until the expiration of the term of the first-mentioned Member.
- b. Where the Member to whom a proposed resolution referred to in clause (21) makes representation in writing to the Operations Manager or Chairman of the Board. (not exceeding 14 days) and requests that it be notified to the members of the leagues, the Operations Manager, or the Chairman of the Board may send a copy of the representations to each member of the leagues or, if they are not so sent, the member may require that they be read out at the meeting.
- c. A member of the Board may resign by notice in writing to the Operations Manager and shall be deemed to have resigned if such member:
 - i. Becomes an involuntary patient within the meaning of the Health Act (Victoria) 1986,
 - ii. Is absent without leave from four (4) consecutive meetings of the Board, and the Board so resolves,
 - iii. Becomes associated with any Member Club as an executive or general committee member.
- d. For the purpose of these rules, the position of a Board member becomes vacant if the member:
 - i. Ceases to be a member of the leagues;
 - ii. Becomes an insolvent under administration within the meaning of the Companies (Victoria) code; or
 - iii. Resigns their office by notice in writing given to the Operations Manager in accordance with these rules.

22. PROCEEDINGS AT BOARD MEETINGS

- a. The Board shall meet after the Annual General Meeting, when it shall determine meeting dates for the ensuing year.
- b. The Board shall meet at least monthly during the season.
- c. Meetings of the Board may be convened by the Chairman or by any three (3) of the members of the Board.
- d. Reasonable notice shall be given to members of the Board of any Special Board meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- e. **A majority of current members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board.**
- f. No business can be made unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present: the meeting may be held to discuss business however all decisions need to be ratified at the next meeting where a quorum is present.
- g. At meetings of the Board of Management, the Chairman or in their absence the Deputy Chairman shall preside. If the Deputy Chairman is not present, or is unwilling or unable to preside, one of the remaining Members as chosen by those present shall preside as chair for that meeting only.
- h. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall determine on a show of hands or, if deemed by a member, by poll taken in such manner as the person presiding at the meeting may determine.
- i. Each member present at a meeting of the Board or of any sub-committee appointed by the meeting (including the person presiding at the meeting) is entitled to ONE vote.

- j. Written notice of each meeting of the Board shall be served on each member of the Board in accordance with this Constitution at least seven (7) days before the date of the meeting.

23. CONFLICTS

23.1 Directors' interests

A Board Member is disqualified by holding any place of profit or position of employment in the leagues or in any company or incorporated association in which the leagues is a shareholder or otherwise interested or from contracting with the leagues 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 leagues in which any Board member is in any way interested will be void unless approved by the Board.

23.2 Conflict of interest

A Board Member shall declare any interest in any matter in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself/herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Board Member votes their vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Board Member to absent herself 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.

23.3 Disclosure of interests

The nature of the interest of such Board Member must be declared by the Board Member at the meeting of the Board at which the 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.

23.4 General disclosure

A general notice that a Board Member is a member of any specified firm, company or club and is to be regarded as interested in all transactions with that firm, company or club is sufficient declaration under Rule 23.3 as regards such Board Member and the said transactions.

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, company or club.

23.5 Recording Disclosures

It is the duty of the Executive Board Member to record in the minutes any declaration made or any general notice given by a Board Member in accordance with Rules 23.3 and 23.4.

24. INDEMNITY

- a. Every Board Member and employee of the leagues, and member of a committee or sub-committee of the leagues shall be indemnified out of the property and assets of the leagues against any liability incurred by them in such capacity in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- b. The leagues shall indemnify its Board Members, employees, and members of a committee or sub-committee of the leagues against all damages and losses (including legal costs) for which any such person may be or become liable to any third party in consequence of any act or omission except wilful misconduct:
 - i. In the case of a Board Member or member of a committee or sub-committee of the leagues, performed or made whilst acting on behalf of and with the authority, express or implied of the leagues; and

- ii. In the case of an employee, performed or made in the course of, and within the scope of their employment by the leagues.

25. OPERATIONS MANAGER

25.1 Appointment of an Operations Manager

The Operations Manager shall be appointed by the Board for such term and on such conditions as the Board thinks fit. The Operations Manager shall be entitled to notice of, attend and participate in debate at all meetings of the Board.

25.2 Operations Manager to Administer

The Operations Manager shall administer and manage the leagues in accordance with this Constitution and at the direction of the Board.

25.3 Specific Duties

The Operations Manager shall:

- Be a non-voting member of the Board,
- Execute tasks relating to the day-to-day management of the leagues,
- As far as is practicable attend all Board meetings and all General Meetings,
- Prepare in consultation with the Chairman, and distribute the agenda for all Board meetings and General Meetings,
- Facilitate the recording and preparation of minutes of the proceedings of all meetings of the Board and the leagues,
- Regularly report to the Board and/or the leagues on the activities of, and issues relating to, the leagues,
- If required and/or permitted by law, be the secretary of the leagues in accordance with the Act, and
- After consultation with the Board, employ such personnel, as are deemed necessary from time to time.

25.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any policy directive of the Board, the Operations Manager has power to perform all such things as appear necessary or desirable for the proper management and administration of the leagues.

26. RECORDS, ACCOUNTS AND MINUTES

26.1 Custody and inspection

The Board shall ensure the safe and proper custody or control of all books, documents and securities of the leagues. The books, documents and securities of the leagues shall be available for inspection upon reasonable notice to the Operations Manager subject always to the Act and privacy and confidentiality considerations. Inspection may be refused by the Operations Manager where he/she considers the purpose of the inspection is contrary to the Objects or the interests of the Members and/or the leagues.

26.2 Minutes of Meetings

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

26.3 Records kept in accordance With Act

Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Operations Manager.

26.4 League to retain records

The League shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

26.5 Board to submit accounts

The Board shall submit to the Members at the Annual General Meeting and Special General Meetings the statements of account of the leagues in accordance with the Act and this Constitution.

26.6 Accounts to be distributed

The Operations Manager shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the leagues in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

26.7 Negotiable instruments

All cheques and other negotiable instruments shall be signed or otherwise executed, as the case may be, by any two (2) of the Chairman, Deputy Chairman, Treasurer, Authorised Board Member or the Operations Manager or in such other manner as the Board determines.

27. SOURCES OF FUNDS AND INCOME

27.1 Source of funds

The funds of the leagues shall be derived from finals entrance fees, annual affiliations, Club levies, donations, sponsorship and such other sources as the Board determines.

27.2 Income of League

The income and property of the leagues shall be applied solely towards the promotion of the Objects. No portion of the income or property of the leagues 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.

28. NOTICES

- a. Notices may be given by the Operations Manager to any Member by sending the notice by pre-paid post or by electronic mail, to the Member's registered address or electronic mail address.
- b. 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 (2) days after posting.
- c. Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected unless a return electronic mail message is received advising the electronic mail message was not received at the electronic mail address to which it was sent.

29. SEAL

29.1 Safe Custody of the Seal

The Common seal of the leagues shall be kept in the custody of the Chairman of the Board.

29.2 Affixing Seal

The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature of two members of the Board.

29.3 Board Member Interest

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

30. AUDITOR

- a. A properly qualified auditor shall be appointed and the remuneration of such auditor fixed by the Board. The auditor's duties shall be regulated in accordance with the Act.
- b. The accounts of the leagues shall be examined and their correctness ascertained by an auditor at least once in every year.

31. DISSOLUTION

31.1 Liability of Members

The liability of the Members of the Association is limited.

31.2 Distribution of property on winding up

If upon winding up or dissolution of the leagues, there remains, after satisfaction of all its debts and liabilities, any property, the same shall not be paid to or distributed amongst the Members, but shall be given or transferred to some other organisation having purposes similar to the purposes of the leagues and which prohibits the distribution of its income and property among its Members and which is also not carried on for the profit or gain to its Members. Such body or bodies shall be determined by the Members at or before the time of dissolution or in accordance with the Act.

32. ALTERATION OF THE CONSTITUTION

Any alteration to the Constitution shall only be made at an Annual General Meeting or Special General Meeting and on a vote of three-quarters majority of members present.

33. BY-LAWS

33.1 Football and Netball Competition Rules

All football matches shall be played under the Laws of Australian Football and AFL Victoria Country Regulations, except where superseded as required by local league by-laws.

All netball matches shall be played under International Netball Federation Rules of Netball, except where superseded as required by local league by-laws.

33.2 Altering Football & Netball Competition Rules

Football and Competition rules will be altered prior to the season, only after consultation with all clubs. Competition rules can only be changed during the season with a 75% approval of clubs.

33.3 Bulletins binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Members by means of bulletins approved by the Board and prepared and issued by the Operations Manager. Such policies, by-laws and amendments contained in the bulletins are binding upon all members and come into force immediately.

34. AFL VICTORIA COUNTRY AND NETBALL VICTORIA POLICIES

By virtue of its membership with the AFL Victoria Country and Netball Victoria, the leagues agrees to adopt and abide by AFL Vic Country and NV state-wide and national by-laws and policies of these organisations where the leagues By-Laws do not apply. The League, its members and its officers will be bound by each of these policies. Each Club agrees that all of its members will also be bound by each of these policies.

APPENDIX 1 – BOARD NOMINATION FORM



BOARD MEMBER NOMINATION FORM



In accordance with Rule 20 of the CM & GR Leagues' Constitution, I hereby consent to the nomination to act as a Board Member of the CM & GR Leagues.
I am not an office bearer or committee member of any member club, other league club or league board.

Name		Mobile	
Address		Postcode	
Email			
Signed		Date	

I AM BEING NOMINATED BY THE FOLLOWING TWO CLUBS:

CLUB 1			
Name		Position in Club	
Signed		Date	

CLUB 2			
Name		Position in Club	
Signed		Date	

This form must reach the Operations Manager at least 21 clear days prior to the AGM.

OFFICE USE

Date Received:

Receiving Officer:

Signed:

APPENDIX 2 – APPOINTMENT OF A PROXY



CENTRAL MURRAY & GOLDEN RIVERS LEAGUES INC.

Our Mission: Stronger Communities through Sport



Appointment of a Proxy

I

Of

.....

Being a member of the Central Murray & Golden Rivers Leagues incorporated, hereby appoints:

.....

Of

.....

By this appointment, all other appointments previously made by the member are hereby revoked.

I direct my Proxy to vote in respect of the resolutions to be considered by the:

Special General Meeting of the Central Murray & Golden Rivers Leagues Inc. on

Date:

and any adjournment of the meeting, as my Proxy thinks fit.

.....
Signature of the Member

.....
Date