



## **Rules for Incorporated Association**

**AFL GREATER SYDNEY JUNIORS INC.**

# Rules for Incorporated Association

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## PART 1 - PRELIMINARY

### 1. Definitions

(a) In these Rules:

**AFL** means the Australian Football League ACN 004 155 211 of 140 Harbour Esplanade, Docklands, Victoria 3008;

**AFL(NSW/ACT)** means AFL (NSW/ACT) Commission Limited ACN 086 839 385 of level 1, Sheridan Building, Sydney Football Stadium, Moore Park Road, Moore Park, New South Wales 1363;

**Association** means AFL Greater Sydney Juniors Incorporated;

**Director-General** means the Director-General of the Department of Fair Trading;

**Executive Member** means a person who becomes a member of the Association by appointment pursuant to rule 7;

**Greater Sydney Region** includes the Regions that comprise the Greater Sydney Region;

**Honorary Member** means the person described in rule 6;

**Junior** means players of Australian Football who are of an age as prescribed by the Regulations;

**Ordinary Member** means a person who becomes a member of the Association by appointment pursuant to rule 12;

**Region** means a geographical sub-region of the Greater Sydney Region established in accordance with rule 43;

**Regional Member** means a person who becomes a member of the Association by appointment pursuant to rule 17;

**Regulations** means regulations made by the Board in accordance with rule 61;

**Rules** means the rules of the Association set out herein;

**Secretary** means:

- (i) the person holding office under these Rules as secretary of the Association; or
- (ii) if no such person holds that office, the public officer of the Association;

**Special General Meeting** means a general meeting of the Association other than an annual general meeting;

**The Act** means the *Associations Incorporation Act 1984*;

**The Association Regulation** means the *Associations Incorporation Regulation 1999*.

- (b) In these Rules:
  - (i) a reference to a function includes a reference to a power, authority and duty; and
  - (ii) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (c) The provisions of the *Interpretation Act 1987* apply to and in respect of these Rules in the same manner as those provisions would so apply if these Rules were an instrument made under The Act.

## 2. Background

The following incorporated associations and leagues merged into one governance structure to become the Association:

### Incorporated associations

- (i) *Campbelltown Macarthur Districts J.A.F.A. Incorporated* (NSW Y1168429)
- (ii) *Central Coast Junior Australian Football League (CCJAFL) Incorporated* (NSW Y2916703)
- (iii) *Greater Western Football Association* (NSW INC9877291)
- (iv) *Newcastle Junior Australian Football League Incorporated* (NSW Y2963202)
- (v) *Northside Junior AFL Incorporated* (NSW Y2479107)
- (vi) *The St George & Sutherland Shire Junior Football Association Incorporated* (NSW Y1586015)

### Leagues

- (vii) *Sydney City Junior Australian Football League*
- (viii) *Wollongong District Junior Australian Football League*

## 3. Objects

The objects for which the Association is established are as follows:

- (a) to preserve and foster the ideals and traditions of Australian Football;
- (b) to encourage and promote Australian Football primarily in junior football in the Greater Sydney region;
- (c) to administer and promote junior development of Australian Football primarily in the Greater Sydney region under the guidance and direction of AFL (NSW/ACT) and the AFL;

- (d) to control and administer a junior Australian Football competition or competitions primarily in the Greater Sydney region under the guidance and direction of AFL (NSW/ACT) and the AFL;
- (e) to improve the popularity of and participation in junior Australian Football in the Greater Sydney Region;
- (f) to develop Australian Football and other recreational facilities for clubs;
- (g) to provide for the continuation of traditions considered important in the Greater Sydney Australian Football competitions including patronage, Life Memberships, merit awards, player trophies and awards, etc;
- (h) to otherwise undertake all of the activities and operations of the organisation known as "AFL Greater Sydney Juniors Incorporated"; and
- (i) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or which may be calculated to advance directly or indirectly the interests of the Association, consistent with AFL policy.

#### **4. Income Applied to Objects**

The income and property of the Association however derived shall be applied solely towards the promotion of the objects of the Association as contained in rule 3 and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to Members of the Association **PROVIDED** that nothing in this rule shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this rule by the Board for money borrowed from any Member of the Association or reasonable and proper rent for premises demised or let by any Member of the Association.

### **PART 2 – THE MEMBERS**

#### **5. Members of the Association**

The Association shall consist of the following members:

- (a) the Honorary Member;
- (b) Executive Members;
- (c) Ordinary Members;
- (d) Regional Members; and
- (e) Life Members.

## Division 1- Honorary Member

### **6. The Honorary Member**

The General Manager of the AFL (NSW/ACT) is the Honorary Member.

## Division 2 – Executive Members

### **7. Appointment of Executive Members**

The Honorary Member must appoint 3 Executive Members.

### **8. Term of Appointment of Executive Members**

The term of the appointment of the Executive Members shall commence on 1 April of each year, or such other date as is prescribed by the Regulations, and will be for a term of 12 months.

### **9. Removal of Executive Members**

The Honorary Member may, at the Honorary Member's sole discretion, remove an Executive Member and replace that member with a new Executive Member.

### **10. Casual vacancies of Executive Members**

A casual vacancy occurs if an Executive Member:

- (a) dies;
- (b) resigns;
- (c) is incapacitated for whatever reason in fulfilling the functions of an Executive Member;
- (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (e) is removed by the Honorary Member in accordance with these Rules.

### **11. Filling casual vacancies of Executive Members**

Where a casual vacancy occurs, the Honorary Member must appoint a new Executive Member to fill the casual vacancy. The Executive Member so appointed shall complete the remainder of the term of the Executive Member whose position has become vacant.

## Division 3 – Ordinary Members

### **12. Appointment of Ordinary Members**

The Executive must appoint 6 Ordinary Members.

### **13. Term of Appointment of Ordinary Members**

The term of the appointment of the Ordinary Members shall commence on 1 May of each year, or such other date as is prescribed by the Regulations, and will be for a term of 12 months. At the expiry of the term of the appointment of each Ordinary Member, the Ordinary Member may be reappointed by the Executive.

### **14. Removal of Ordinary Members**

The Executive may, at the Executive's sole discretion, remove an Ordinary Member and, subject to these Rules, replace that member with a new Ordinary Member.

### **15. Casual Vacancies of Ordinary Members**

A casual vacancy occurs if an Ordinary Member:

- (a) dies;
- (b) resigns;
- (c) is incapacitated for whatever reason in fulfilling the functions of an Ordinary Member;
- (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (e) is removed by the Executive in accordance with these Rules.

### **16. Filling casual vacancies of Ordinary Members**

Where a casual vacancy occurs, the Executive must, subject to these Rules and subject to approval by the remaining Ordinary Members, appoint a new Ordinary Member to fill the casual vacancy. The Ordinary Member so appointed shall complete the remainder of the term of the Ordinary Member whose position has become vacant.

## **Division 4 – Regional Members**

### **17. Appointment of Regional Members**

The Board shall appoint a Regional Member for each Region prescribed by the Regulations. A Regional Member is not entitled to vote at any General Meeting.

### **18. Term of Appointment of Regional Members**

The term of the appointment of the Regional Members shall commence on 1 November of each year, or such other date as is prescribed by the Regulations, and will be for a term of 12 months. At the expiry of the term of the appointment of each Regional Member, the Regional Member may be reappointed by the Board.

### **19. Removal of Regional Members**

The Board may remove a Regional Member and, subject to these Rules, replace that member with a new Regional Member at the Board's sole discretion.



## 20. Casual Vacancies of Regional Members

A casual vacancy occurs if a Regional Member:

- (a) dies;
- (b) resigns;
- (c) is incapacitated for whatever reason in fulfilling the functions of an Executive Member;
- (d) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (e) is removed by the Board in accordance with these Rules.

## 21. Filling Casual Vacancies of Regional Members

Where a casual vacancy occurs, the Board must, subject to these Rules, appoint a new Regional Member to fill the casual vacancy. The Regional Member so appointed shall complete the remainder of the term of the Regional Member whose position has become vacant.

### Division 5 – Life Members

## 22. Life Membership

- (a) The Board may confer the privileges of life membership on all those who on the date of the incorporation of the Association were life members of any of the associations/leagues which at the date of the incorporation of the Association fall under the control of the Association.
- (b) The Board may by simple majority elect as a Life Member a person who it considers has rendered outstanding service to the Association. Unless otherwise determined by the Board, only one Life Member shall be elected in each financial year. A person elected as a Life Member shall be announced at the next Annual General Meeting.
- (c) Upon accepting Life Membership, a Life Member shall:
  - (i) be entitled to the rights and privileges of a Life Member as may be determined by the Board; and
  - (ii) be deemed to have agreed to be bound by these Rules, any rules and Regulations or by-laws of the Association and any determination or resolution of the Board made either before or after the date when the person became a Life Member.
- (d) A Life Member is:
  - (i) entitled to receive notice of and attend the Annual General Meeting of the Association;
  - (ii) not entitled to receive notice of or attend any other General Meeting of the Association, other than the Annual General Meeting; and

- (iii) not entitled to vote at any General Meeting.

## Division 6 – General Provisions Relating to Membership of the Association

### **23. Members of the Association**

The Honorary Member, the Executive Members, the Ordinary Members, the Regional Members and the Life Members are the members of the Association. Members of the Association, save for the Regional Members and Life Members, are entitled to one vote at any meeting of the Association.

### **24. Notification by Secretary of Membership**

- (a) As soon as practicable after the appointment of a person as a member by the Honorary Member, the Executive or the Board in accordance with the Rules, the Secretary must notify the person that they have been so appointed.
- (b) The Secretary must enter the person's name in the register of members and on their name being so entered, the person becomes a member of the Association.

### **25. Register of Members**

- (a) The Secretary of the Association must establish and maintain a register of current members of the Association specifying the name and address of each person who is a member of the Association, the date on which the person became a member and the class of membership of that person.
- (b) The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- (c) A member of the Association may obtain a copy of any part of the register on payment of a fee of \$1 for each page copied or, if some other amount is determined by the Board, that other amount.

### **26. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates on cessation of the person's membership.

### **27. Members' Liabilities**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to \$1.

### **28. Resolution of Internal Disputes**

- (a) Disputes between members (in their capacity as members) of the Association, and disputes between members and the Association, are to be referred to a

community justice centre for mediation in accordance with the *Community Justice Centres Act 1983*.

- (b) At least 7 days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.
- (c) This rule does not apply to the appointment or the removal of members as provided for in these Rules.

## **29. Disciplining of Members**

- (a) A complaint may be made to the Board by any person who is a member of the Association that a member:
  - (i) has persistently refused or neglected to comply with a provision or provisions of these Rules; or
  - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- (b) On receiving such a complaint, the Board:
  - (i) must cause notice of the complaint to be served on the member concerned; and
  - (ii) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
  - (iii) must take into consideration any submissions made by the member in connection with the complaint.
- (c) The Board may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- (d) If the Board expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under rule 30.
- (e) The expulsion or suspension does not take effect:
  - (i) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
  - (ii) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under rule 31(e), whichever is the later.
- (f) This rule does not apply to the appointment or removal of members as provided for in the Rules.

### 30. Right of Appeal of Disciplined Member

- (a) A member may appeal to the Association in general meeting against a resolution of the Board under rule 29, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (b) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (c) On receipt of a notice from a member under rule 30(a), the secretary must notify the Board which is to convene a general meeting of the Association to be held within 28 days after the date on which the secretary received the notice.
- (d) At a general meeting of the Association convened under rule 30(c):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (e) If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

### 31. Right of Appeal of Removed Ordinary Member or Regional Member

- (a) This rule applies to an Ordinary Member removed pursuant to rule 14 and to a Regional Member removed pursuant to rule 19 (the **Removed Member**).
- (b) Within 5 days of being removed pursuant to either rule 14 or rule 19, the Removed Member may appeal to the Association in general meeting against their removal, by lodging a notice with the Secretary to that effect.
- (c) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (d) On receipt of a notice from the Removed Member under this rule, the Secretary must notify the Board, which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (e) At a general meeting of the Association convened under rule 31(d):
  - (i) no business other than the question of the appeal is to be transacted; and
  - (ii) the Executive or Board, as the case may be, and the Removed Member must be given the opportunity to state their respective cases orally or in writing, or both; and
  - (iii) the members present are to vote by secret ballot on the question of whether the removal of the Removed Member should be confirmed or revoked.

- (f) If at the general meeting the Association passes a special resolution in favour of the confirmation of the removal, the removal is confirmed.

## **PART 3 – THE EXECUTIVE**

### **32. The Executive**

The Honorary Member and the Executive Members shall constitute the Executive.

### **33. Office Bearers**

The Executive Members shall be appointed by the Honorary Member to be Office Bearers of the Association as follows:

- (a) the Chairman;
- (b) the Secretary; and
- (c) the Treasurer.

### **34. Powers of the Executive**

- (a) Subject to the control and direction of the Board, the Executive is to have the day to day running of the affairs of the Association.
- (b) A decision of the Executive is taken to be the decision of the Board, subject to subsection (e).
- (c) The following decisions may not be made by the Executive:
  - (i) a decision that is required by the Rules to be made by the Board.
  - (ii) a decision on any matter or type of matter that the Board has determined is to be decided only by the Board.
- (d) The Board may exercise all or any of the functions conferred on it by the Rules, even though the Executive holds office.
- (e) In the event of a disagreement between the Board and the Executive, the decision of the Board prevails.
- (f) The Executive may delegate the exercise of such functions of the Executive to the Secretary as the Executive deems fit.

### **35. Meetings and Quorum of the Executive**

- (a) The Executive may meet at such place and time as the Executive may determine.
- (b) Meetings of the Executive may be convened by any of the Chairman or the Secretary.
- (c) Oral or written notice of a meeting of the Executive must be given by the Secretary to each member of the Executive.

- (d) Any 2 members (at least one of which must be the Chairman or the Secretary) constitute a quorum for the transaction of the business of a meeting of the Executive.
- (e) No business is to be transacted by the Executive 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 is adjourned.
- (f) At a meeting of the Executive the Chairman or, in the Chairman's absence, the Secretary, is to preside.

### **36. Voting and Decisions of the Executive**

- (a) Questions arising at a meeting of the Executive are to be determined by a majority of the votes of members of the Executive present at the meeting.
- (b) Each member present at a meeting of the Executive is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 35(d), the Executive may act despite any vacancy on the Executive.
- (d) Subject to rule 35, any act or thing done or suffered, or purporting to have been done or suffered by the Executive is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive.

### **37. Secretary**

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
  - (i) all appointments of office-bearers, Executive Members, Ordinary Members and Regional Members;
  - (ii) the names of members of the Executive present at all Executive meetings;
  - (iii) the names of members of the Members present at all Board meetings; and
  - (iv) all proceedings at Executive meetings, Board meetings and general meetings.
- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (d) The Secretary is to fulfil all of the functions of the Public Officer pursuant to the Act, the Association Regulation and these Rules.

### **38. Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made in a manner prescribed by the Regulations;
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association; and
- (c) that the accounts and financial statements are audited annually and that the audit is carried out in accordance with Australian Auditing Standards.

## **PART 4 – THE BOARD**

### **39. The Board**

The Executive and the Ordinary Members together constitute the Board of the Association.

### **40. Powers of the Board**

Subject to The Act, the Association Regulation and these Rules, and any resolution passed by the Association in general meeting, the Board:

- (a) is to have overall control of and management of the affairs of the Association; and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Rules to be exercised by a general meeting of members of the Association; and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association; and
- (d) may, subject to these Rules, delegate to the Executive such powers and functions as may be necessary for the Executive to have the day to day running of the affairs of the Association.

### **41. Meetings and Quorum of the Board**

- (a) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (b) Additional meetings of the Board may be convened by the Chairman or by any member of the Board who has reasonable reason to convene a meeting of the Board.
- (c) Oral or written notice of a meeting of the Board must be given by the Secretary (or other such Board member) to each member of the Board at least 48 hours (or

such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.

- (d) Notice of a meeting given under rule 41(c) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (e) Any 4 members (at least one of whom must be the Chairman or the Secretary) of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (f) No business is to be transacted by the Board 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 is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (h) At a meeting of the Board the Chairman or, in the Chairman's absence, the Secretary, is to preside.

## **42. Voting and Decisions of the Board**

- (a) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (b) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (c) Subject to rule 41(e), the Board may act despite any vacancy on the Board.
- (d) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee.

## **PART 5 – REGIONS AND COMMITTEES**

### **43. Regions**

*A Region is a geographical sub-region of the Greater Sydney region.*

- (a) The Greater Sydney region is to consist of such number of Regions as the Board may determine from time to time, but only in accordance with a special resolution.
- (b) The Board must define the boundaries of a Region.



- (c) When defining or redefining the boundaries of a Region, the Board must have before it, and take into account:
  - (i) the definitive boundaries for suburbs and localities as determined by the *Geographical Names Board of New South Wales*; and
  - (ii) any requirement of the AFL or AFL(NSW/ACT) in respect to the collection and dissemination of geographically classified statistics.
- (d) When naming or renaming a Region, the Board must take into account any naming convention used by the AFL or AFL(NSW/ACT).
- (e) The Regions set forth in the Regulations are the Regions in existence for the time being.

#### **44. Regional Committees**

*A Regional Committee is a committee established by the Board to manage the day to day activities of Junior Football in respect to the Region to which the committee relates.*

- (a) The Board has the responsibility of establishing a Regional Committee in each Region prescribed by the Regulations.
- (b) A Regional Committee:
  - (i) is established under the name “xxx” *Regional Committee* (xxx being the name of the Region to which the committee relates);
  - (ii) is responsible for the day to day management of activities of Junior Football in respect to the Region to which the committee relates;
  - (iii) is subject to a degree of control and supervision by the Board;
  - (iv) may not make a decision on any matter or class of matter that the Board has determined is to be decided only by the Board;
  - (v) has the functions conferred or imposed on it by the Regulations;
  - (vi) may not delegate any of its functions to a person unless the delegation is specifically authorised by the Board;
  - (vii) must operate in accordance with the provisions set out in the Regulations; and
  - (viii) continues in existence until the dissolution of the Region to which the committee relates.
- (c) Any act or thing done or suffered by a Regional Committee acting under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- (d) For the avoidance of any doubt, a Regional Committee is neither a sub-committee of the Association; nor an entity unto itself.

## 45. Objects of Regional Committee

The objects for which the Regional Committee is established in respect to the Region to which the Regional Committee relates include:

- (a) to preserve and foster the ideals and traditions of Australian Football;
- (b) to encourage and promote Australian Football, primarily in junior football;
- (c) to manage and develop junior football under the guidance and direction of the Board;
- (d) to manage junior football competitions under the guidance and direction of the Board;
- (e) to improve the popularity of and participation in junior Australian Football;
- (f) to develop Australian Football and other recreational facilities for clubs;
- (g) to provide for the continuation of traditions considered important in the Greater Sydney Australian Football competitions including patronage, Life Memberships, merit awards, player trophies and awards, etc; and
- (h) to do all such other lawful things as are incidental or conducive to the attainment of the above objects or which may be calculated to advance directly or indirectly the interests of the Region, consistent with AFL policy.

## 46. Delegation by Board to Sub-Committees

- (a) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such persons as the Board thinks fit) the exercise of such of the functions of the Board and the Association as are specified in the instrument, other than:
  - (i) this power of delegation; and
  - (ii) a function which is a duty imposed on the Board by the Act or by any other law.
- (b) A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (d) Despite any delegation under this rule, the Board may continue to exercise any function delegated.
- (e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.

- (f) The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- (g) A sub-committee may meet and adjourn as it thinks proper.

## **PART 6 - GENERAL MEETINGS**

### **47. Annual General Meetings – Holding**

- (a) With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members.
- (b) The Association must hold its first annual general meeting:
  - (i) within the period of 18 months after its incorporation under the Act; and
  - (ii) within the period of 6 months after the expiration of the first financial year of the Association.
- (c) Rules 47(a) and 47(b) have effect subject to any extension or permission granted by the Director-General under section 26(3) of The Act.

### **48. Annual General Meetings - Calling Of and Business**

- (a) The annual general meeting of the Association is, subject to the Act and to rule 47, to be convened on such date and at such place and time as the Board thinks fit.
- (b) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (i) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;
  - (ii) to receive from the Board reports on the activities of the Association during the last preceding financial year;
  - (iii) to receive and consider the statement which is required to be submitted to members under section 26(6) of the Act.
- (c) An annual general meeting must be specified as such in the notice convening it.

### **49. Special General Meetings – Calling**

- (a) The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- (b) The Board must, on the requisition in writing of at least 75 per cent of the total number of members, convene a special general meeting of the Association.
- (c) A requisition of members for a special general meeting:
  - (i) must state the purpose or purposes of the meeting; and

- (ii) must be signed by the members making the requisition; and
  - (iii) must be lodged with the secretary; and
  - (iv) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (d) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (e) A special general meeting convened by a member or members as referred to in rule 49(b) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who consequently incurs expense is entitled to be reimbursed by the Association for any expense so incurred.

## **50. Notice**

- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member specifying, in addition to the matter required under rule 50(a), the intention to propose the resolution as a special resolution.
- (c) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under rule 48(b).
- (d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **51. Procedure**

- (a) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- (b) Five members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:

- (i) if convened on the requisition of members, is to be dissolved; and
  - (ii) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (d) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) is to constitute a quorum.

## **52. Presiding Member**

- (a) The Chairman or, in the Chairman's absence, the Secretary, is to preside as chairperson at each general meeting of the Association.
- (b) If the Chairman and the Secretary are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **53. Adjournment**

- (a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (b) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (c) Except as provided in rules 53(a) and 53(b), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **54. Making of Decisions**

- (a) A question arising at a general meeting of the Association is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) At a general meeting of the Association, a poll may be demanded by the chairperson or by at least 3 members present in person or by proxy at the meeting.
- (c) If a poll is demanded at a general meeting, the poll must be taken:
  - (i) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or

- (ii) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs,

and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

## **55. Special Resolution**

A resolution of the Association is a special resolution:

- (a) if it is passed by a majority which comprises at least three-quarters of such members of the Association as, being entitled under these Rules so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- (b) where it is made to appear to the Director-General that it is not practicable for the resolution to be passed in the manner specified in paragraph (a), if the resolution is passed in a manner specified by the Director-General.

## **56. Voting**

- (a) On any question arising at a general meeting of the Association, a member being entitled to vote has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (c) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid, other than the amount of the annual subscription payable in respect of the then current year.

## **57. Appointment of Proxies**

- (a) Each member is to be entitled to appoint another member as proxy by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (b) The notice appointing the proxy is to be in the form set out in Appendix 1 to these Rules.

## **PART 7 – MISCELLANEOUS**

### **58. Insurance**

- (a) The Association must effect and maintain insurance under section 44 of The Act.
- (b) In addition to the insurance required under rule 58(a), the Association may effect and maintain other insurance.

## **59. Funds – Source**

- (a) The funds of the Association are to be derived such sources as the Board determines.
- (b) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (c) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

## **60. Funds – Management**

- (a) Subject to any resolution passed by the Association in general meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Board determines.
- (b) The funds of the Association are to be invested in a manner as prescribed by the Regulations.

## **61. Regulations**

- (1) The Board may make regulations, not inconsistent with the Rules, for or with respect to any matter that by these Rules is required or permitted to be prescribed or that is necessary or convenient to be prescribed in carrying out or giving effect to these Rules.
- (2) Regulations shall include, but not be limited to, the following parts:
  - (i) Competition Rules & By Laws;
  - (ii) Corporate Structure & Policies;
  - (iii) Executive Procedures;
  - (iv) Membership of Association;
  - (v) Regions & Regional Committees;
  - (vi) Sub-Committees; and
  - (vii) Tribunal Rules & Guidelines.

## **62. Review of Rules**

- (a) The Board is to review the Rules of AFL Greater Sydney Juniors Inc. to determine whether the policy objectives of the Rules remain valid and whether the terms of the Rules remain appropriate for securing those objectives.
- (b) The review is to be undertaken as soon as possible after the period of 3 years from the date of incorporation of AFL Greater Sydney Juniors Inc. and every 3 years thereafter.

### **63. Alteration of Objects and Rules**

The statement of objects and these Rules may be altered, rescinded or added to only by a special resolution of the Association.

### **64. Common Seal**

- (a) The common seal of the Association must be kept in the custody of the public officer.
- (b) The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of 2 members of the Board or of 1 member of the Board and of the public officer or Secretary.

### **65. Custody of Books**

Except as otherwise provided by these Rules, the Secretary must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

### **66. Inspection of Books**

- (a) An Ordinary Member, Regional Member or a person authorised by a club taking part in the Association's competitions may request the Association to allow an inspection to be carried out under this rule.
- (b) The request must be in the form, and accompanied by the fee, prescribed by the Regulations.
- (c) The Association must make the following items available for inspection by the person who makes the request, or the club's agent:
  - (i) the register of members of the Association;
  - (ii) any records or documents required to be kept under the Rules, or as may be prescribed by the Regulations;
  - (iii) the last financial statements prepared by the Association together with any relevant Auditor's report;
  - (iv) every current policy of insurance taken out by the Association; and
  - (v) any other record or document in the custody or under the control of the Association.
- (d) The inspection is to take place at such time and place as may be agreed on and, failing agreement, at the registered office at a time and on a date fixed by the Association under rule 66(e).
- (e) If an applicant and the Association fail to reach an agreement within 3 days after the Association receives the application, the Association must immediately send by post, facsimile or electronic means to the applicant a notice fixing a specified time (between 9am and 5pm) on a specified date (not later than 10 days after the Association receives the application).



- (f) A person entitled to inspect a document under this rule may take extracts from, or make a copy of, the document but must not, without the consent of the Association, remove the document from the custody of the Association.

## **67. Service of Notices**

- (a) For the purpose of these Rules, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally; or
  - (ii) by sending it by prepaid post to the address of the person; or
  - (iii) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee; and
  - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post; and
  - (iii) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **68. Winding Up**

If upon the winding up of or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members of the Association but shall be given or transferred to some institution or institutions having objects similar to the objects of the Association and whose rules shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 4 of these Rules, such institution or institutions to be determined by the Members of the Association at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of New South Wales as may have or acquire jurisdiction in the matter.

**Appendix 1**

**(Rule 57(b))**

**Form of Appointment of Proxy**

I, ..... of .....  
*(full name)* *(address)*

being a member of .....  
*(name of incorporated Association)*

hereby appoint ..... of .....  
*(full name of proxy)* *(address)*

being a member of that incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on the ..... day of ..... 20 , and at any adjournment of that meeting.

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

\* To be inserted if desired.

.....  
Signature of member appointing proxy

Date .....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.