

# **Rules for Incorporated Association**

**Sapphire Coast AFL INCORPORATED**

## **CONTENTS**

## **Page No.**

1.	NAME .....	3
2.	DEFINITION AND INTERPRETATION .....	3
3.	ASSOCIATION PURPOSES .....	3
4.	ASSOCIATION POWER.....	4
5.	MEMBERSHIP .....	5
6.	CLUB MEMBERS AND LIFE MEMBERS.....	6
7.	REGISTER OF MEMBERS .....	7
8.	AFFILIATION FEE .....	7
9.	DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS .....	7
10.	DELEGATES .....	8
11.	GENERAL MEETINGS .....	8
12.	NOTICE OF GENERAL MEETING .....	8
13.	BUSINESS .....	8
14.	NOTICES OF MOTION .....	9
15.	SPECIAL GENERAL MEETINGS.....	9
16.	PROCEEDINGS AT GENERAL MEETINGS.....	10
17.	VOTING AT GENERAL MEETINGS.....	11
18.	POWERS OF THE BOARD .....	11
19.	COMPOSITION OF THE BOARD.....	11
20.	ELECTION OF ELECTED BOARD MEMBERS .....	11
21.	VACANCIES OF BOARD MEMBERS.....	12
22.	MEETINGS OF THE BOARD .....	13
23.	CONFLICTS .....	15
24.	OPERATIONS MANAGER .....	16
25.	REMUNERATION.....	16
26.	SECRETARY .....	16
27.	DELEGATIONS .....	16
28.	BY-LAWS.....	17
29.	APPLICATION OF INCOME.....	18
30.	RECORDS AND ACCOUNTS .....	18
31.	AUDITOR.....	18
32.	NOTICE .....	19
33.	COMMON SEAL.....	19
34.	WINDING UP.....	19
35.	ALTERATION OF RULES .....	19
36.	AFL REGULATIONS AND POLICIES.....	19

## **Statement of Rules**

## 1. NAME

The name of the incorporated association is Sapphire Coast AFL Incorporated.

## 2. DEFINITION AND INTERPRETATION

2.1. In these Rules, unless the contrary intention appears:

The term...	Means...
Act	the Associations Incorporation Act 2009 (NSW), the Regulations and all amendments from time to time.
AFL (NSW/ACT)	AFL (NSW/ACT) Commission Limited.
Association	Sapphire Coast AFL Inc.
Auditor	the auditor appointed by the Association to audit the Association's accounts.
Board	the Board of the Association referred to in Rule 20.
Club Member	means those organisations as may be granted Club Member status from time to time.
Board Member	member of the Board.
By-Laws	the By-Laws of the Association.
Delegate	the persons elected or appointed from time to time by AFL (NSW/ACT) or a Club Member to act for and on behalf of AFL (NSW/ACT) or that Club Member and represent AFL (NSW/ACT) and the Club Member at General Meetings or otherwise.
Financial Year	the year ending on 31 October.
Operations Manager	the Operations Manager of the Association appointed in accordance with Rule 25.
General Meeting	the annual general meeting or any special general meeting of the Association.
Member	a member of the Association as set out in Rule 6.
Official	any person acting on behalf of a Club Member in relation to any match approved or controlled by the Association or any elected office bearer of a Club Member.
Registered Player	a person registered by the Association or a Member Club to play in the competitions conducted by it.
Regulations	regulations under the Act.
Purposes	the Purposes of the Association as set out in Rule 4.

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

## 3. ASSOCIATION PURPOSES

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

#### **4. ASSOCIATION POWER**

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

- 4.1. provide and maintain premises from which the activities of the Association will be conducted;
- 4.2. affiliate any club the Association may deem appropriate to affiliate;
- 4.3. establish and maintain uniform rules under which all affiliated clubs participate in matches under the control of the Association;
- 4.4. become affiliated or act in conjunction with any other body having as its objects the encouragement, development, fostering and promotion or regulation of Australian Football;
- 4.5. determine complaints between Members;
- 4.6. Create opportunities and be responsible for players, officials or Association teams at representative level;
- 4.7. control and discipline any player and official of any team participating in a competition organised or sanctioned by the Association in relation to conduct occurring before, during or after the playing of the match;
- 4.8. undertake and execute any trusts and to hold upon trust real and personal property;
- 4.9. purchase, take on lease or exchange, hire and otherwise acquire any land, buildings or personal property of any nature whatsoever;
- 4.10. enter into arrangements with a Federal, State or Local Government body;
- 4.11. select, employ, remove or suspend such employees as is appropriate;
- 4.12. expend any monies necessary to construct, improve, maintain, and develop any buildings, grounds or conveniences;
- 4.13. invest and deal with the real and personal property of the Association not immediately required or used by the Association;
- 4.14. take or otherwise acquire shares or other securities in any other company or body corporate;
- 4.15. enter into any commercial arrangements for the supply of goods and services to the Association, affiliated clubs and other persons;
- 4.16. give credit to any affiliated clubs or person or body corporate;
- 4.17. borrow or raise money, either alone or jointly with any other person or persons whether upon fluctuating advance account or overdraft facility or on secured debentures, mortgages or charges;
- 4.18. purchase, draw, make, accept, endorse, discount, execute and issue promissory

notes, bills of exchange, cheques or other negotiable or transferable instruments of whatsoever kind and whether alone or jointly and severally with any other person or persons, corporation or corporations or firm or firms;

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

## **5. MEMBERSHIP**

### **5.1. Categories of Members**

The Members of the Association shall consist of:

- 5.1.1. Club Members, which subject to these Rules, will be represented by their Delegate(s) will have the right to attend, debate and vote at General Meetings for and on behalf of the Club Members;
- 5.1.2. Board Members, who subject to these Rules, will have the right to attend, debate but not vote at General Meetings;
- 5.1.3. Life Members, who subject to these Rules, will have the right to attend,

debate but not vote at General Meetings;

5.1.4. AFL (NSW/ACT) who subject to these Rules, will have the right to attend, debate but not vote at General Meetings; and

5.1.5. such new categories of Members as may be created in accordance with Rule 6.2.

## 5.2. Creation of New Categories

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

## 6. CLUB MEMBERS AND LIFE MEMBERS

### 6.1. Club Members

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

6.1.2. Any other club seeking to participate in the competitions conducted by the Association may do so provided the club satisfies the Board of the following, namely that:

- (a) It is incorporated pursuant to the Act or it is a company incorporated pursuant to the *Corporations Act*;
- (b) Its application will comply with and satisfy AFL (NSW/ACT) requirements for transfer of clubs between Associations;
- (c) Its facilities and financial circumstances are of a standard acceptable to the Board;
- (d) Its name and uniform are acceptable to the Board or will be altered to a uniform acceptable to the Board;
- (e) It was a financial member for the previous season of the previous league or association with which it was affiliated (if applicable);
- (f) It is willing to pay a security bond as determined by the Board upon being accepted into the Association;
- (g) It is willing to pay an acceptance fee as determined by the Board;
- (h) It makes a written application to the Association for Membership as a Club Member by 15 September in any given year; and

- (i) It can demonstrate that it has access to and approval to use a facility suitable for the use of Australian Football during the period 1 April to 30 September each year.

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

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

## 6.2. Life Members

6.2.1. The Board may in each financial year appoint for Life Membership of the Association up to 3 persons who have served a minimum of 10 years in the promotion of the Association's objects.

6.2.2. The Life Members of the former incorporated associations listed in Rule 3 will automatically become Life Members of the Association.

## 7. REGISTER OF MEMBERS

7.1. The Operations Manager shall keep and maintain a register of Members in which shall be entered the name and address of each Member of the Association, and each Member's Delegate. The register shall be available for inspection by all Members upon request to the Operations Manager.

7.2. Each Club Member shall within 14 days of a change of its executive committee or Delegate taking place notify the Operations Manager of any such change.

## 8. AFFILIATION FEE

8.1. The annual affiliation fee payable by Club Members to the Association shall be determined by the Board from time to time, and be payable in instalments notified by the Board.

8.2. Any Club Member that has not paid all monies due and payable by that Club Member to the Association shall, subject to the Board's discretion, have all rights under these Rules immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion.

## 9. DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS

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

9.1.1. breached, failed, refused or neglected to comply with a provision of these Rules, the By-Laws or any resolution or determination of the Board; or

9.1.2. acted in a manner unbecoming of a Member or prejudicial to the Purposes or interests of the Association and/or Australian Football; or

9.1.3. brought themselves, the Association or Australian Football into disrepute;

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

## **10. DELEGATES**

Each Club Member shall appoint a Delegate for such term as is deemed appropriate by the Club Member.

## **11. GENERAL MEETINGS**

### **11.1. Annual General Meeting**

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

### **11.2. Special General Meetings**

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

## **12. NOTICE OF GENERAL MEETING**

### **12.1. Notice of General Meetings**

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

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

12.1.3. The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least 14 days prior to the General Meeting, together with:

- (a) any notice of motion received by the Association under these Rules; and
- (b) details of those persons (including resumes) who have nominated for consideration for election as an Elected Board Member under Rule 21.

### **12.2. Entitlement to Attend General Meeting**

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

## **13. BUSINESS**



### 13.1. Business of General Meetings

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

13.1.2. All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in Rule 14.1.1 shall be special business. "Special business" includes business of which a notice of motion has been submitted in accordance with Rule 15.

### 13.2. Business Transacted

No business other than that stated on the notice shall be transacted at that meeting.

## 14. NOTICES OF MOTION

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

## 15. SPECIAL GENERAL MEETINGS

### 15.1. Special General Meetings May be Held

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

### 15.2. Requisition of Special General Meetings

15.2.1. The Board shall on the written requisition of:

- (a) AFL (NSW/ACT); or
- (b) Greater than 50% of Club Members;

convene a Special General Meeting.

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

15.2.3. If the Board does not hold a Special General Meeting within sixty days after the date on which the requisition is sent to the Association, the party or parties making the requisition may convene a Special General Meeting to be held not later than three months after that date.

15.2.4. A Special General Meeting convened under this Rule shall be convened in

the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

## **16. PROCEEDINGS AT GENERAL MEETINGS**

### **16.1. Quorum**

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

### **16.2. Chairman to Preside**

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

### **16.3. Adjournment of Meeting**

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

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

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

16.3.4. Except as provided in Rule 17.3.3 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **16.4. Voting Procedure**

Subject to these Rules, at any General Meeting a motion put to the vote of the meeting shall be decided on a show of hands.

### **16.5. Recording of Determinations**

A declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the motion.

#### 16.6. Motions at General Meetings

Except where a Special Resolution is required, all motions at General Meetings shall be determined by the majority of votes.

#### 16.7. Minutes

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

### 17. **VOTING AT GENERAL MEETINGS**

Club Members are the only Member entitled to vote at General Meetings. No other Member shall be entitled to vote, but shall subject to these Rules have, and be entitled to exercise, those rights set out in Rule 6.1.

### 18. **POWERS OF THE BOARD**

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

### 19. **COMPOSITION OF THE BOARD**

#### 19.1. Board Composition

The Board shall consist of up to seven (7) Board Members:

19.1.1. three (3) Elected Board Members; and

19.1.2. four (4) Board Members appointed by AFL (NSW/ACT).

#### 19.2. The Chairman will be elected by the Board.

### 20. **ELECTION OF ELECTED BOARD MEMBERS**

#### 20.1. Qualifications

20.1.1. Nominees for Elected Board Member must meet the qualifications as prescribed from time to time by the Board and ratified by AFL (NSW/ACT).

#### 20.2. Elections of Elected Board Members

20.2.1. The Operations Manager shall call for nominations 42 days before the date of the Annual General Meeting. All Club Members shall be notified of the call for nominations.

20.2.2. Nominations for Elected Board Members must be:

- (a) in writing;
  - (b) on the prescribed form (if any) provided for that purpose; and
  - (c) certified by the nominee expressing her or his willingness to accept the position for which she or he is nominated.
- 20.2.3. Nominations must be received by the Operations Manager at least 28 days prior to the Annual General Meeting. Details of those persons (including resumes) who have nominated will be provided to Members in accordance with Rule 13.1.3(b).
- 20.2.4. At the Annual General Meeting, the Club Members will vote by show of hands, one vote per Club Member, to elect the Elected Board Members from those nominated to fill all Elected Board Member vacancies on the Board.
- 20.3. Term of Appointment
  - 20.3.1. Elected Board Members shall be elected in accordance with these Rules for a term of up to three years, which shall commence at the time of their election (either from the conclusion of the Annual General Meeting at which the election occurred or at some later time if further nominations were sought) until the conclusion of the third Annual General Meeting following.
  - 20.3.2. Appointed Board Members shall be appointed for a term of up to three years.
  - 20.3.3. For each three year interval, up to two Board Members shall be elected and/or appointed in the first year, up to two Board Members shall be elected and/or appointed in the second year and up to two Board Members shall be elected and/or appointed in the third year.
  - 20.3.4. Should any adjustment to the terms of Board Members elected under these Rules be necessary to ensure rotational terms in accordance with these Rules, this shall be determined by AFL (NSW/ACT) in consultation with the Board. Elections and appointments to subsequent Boards shall then proceed in accordance with the procedures in these Rules.
  - 20.3.5. No person who has served as a Board Member for a period of three consecutive full terms shall be eligible for election or appointment as a Board Member until the next annual general meeting following the date of conclusion of her or his most recent term as a Board Member. Terms will be effective from the date these Rules are adopted.

## **21. VACANCIES OF BOARD MEMBERS**

### **21.1. Termination of Board Member**

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

- 21.1.1. dies;
- 21.1.2. becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- 21.1.3. becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- 21.1.4. resigns her or his office in writing to the Association;
- 21.1.5. is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of her or his interest;
- 21.1.6. is removed from office by AFL (NSW/ACT) in accordance with the Act; or
- 21.1.7. would otherwise be prohibited from being a Board Member of a corporation under the Act or is disqualified from office under the Act.

## 21.2. Casual Vacancies

Any casual vacancy on the Board may be filled by the Board Members subject to the approval of AFL (NSW/ACT). A Board Member appointed to fill a casual vacancy shall hold office for the remainder of the term of the Board Member he is replacing.

## 21.3. Remaining Board Members May Act

In the event of a casual vacancy or vacancies in the office of a Board Member, the remaining Board Members may act but, if the number of remaining Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum.

## **22. MEETINGS OF THE BOARD**

### 22.1. Board to Meet

The Board shall meet as often as is deemed necessary, but at least four (4) times, in every calendar year for the dispatch of business and may adjourn and, subject to these Rules otherwise regulate, its meetings as it thinks fit. The Operations Manager shall on the requisition of any Board Member, convene a meeting of the Board.

### 22.2. Decisions of Board

Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board. All Board Members shall have one vote on any question. The chairman shall also have a casting vote where voting is equal.

### 22.3. Resolutions not in Meeting

- 22.3.1. Subject to all Board Members receiving notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, electronic mail or other form of visible or other electronic communication by the majority of

the Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.

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

- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of communication;
- (b) notice of the meeting is given to all the Board Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Board Members are not required to be present in person;
- (c) in the event that a failure in communications prevents the condition in Rule 23.3.2(a) from being satisfied by that number of Board Members which constitutes a quorum, and none of such Board Members are present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until the condition is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
- (d) any meeting held where one or more of the Board Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Board Member is there present and if no Board Member is there present the meeting shall be deemed to be held at the place where the chair is located.

#### 22.4. Quorum

At meetings of the Board the number of Board Members whose presence is required to constitute a quorum is a simple majority of the Board Members that being greater than 50% of Board Members. Vacant positions on the Board shall not count.

#### 22.5. Notice of Board Meetings

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

#### 22.6. Validity of Board Decisions

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

## 22.7. Chairman of Board Meeting

The chairman of the Board elected under Rule 20.2 shall preside at every meeting of the Board. If the chairman is not present, or is unwilling or unable to preside, the Board Members shall choose one of their number to preside as chairman for that meeting only.

## 23. CONFLICTS

### 23.1. Board Members' Interests

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

### 23.2. Conflict of Interest

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

- 23.2.1. contractual matter;
- 23.2.2. selection matter;
- 23.2.3. disciplinary matter;
- 23.2.4. other financial matter; or
- 23.2.5. representative interests;

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

### 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 or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under Rule 24.3 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 or company.

#### 23.5. Recording Disclosures

The Operations Manager shall ensure that the minutes record any declaration made or any general notice given by a Board Member in accordance with Rules 24.3 and 24.4.

### **24. OPERATIONS MANAGER**

#### 24.1. Appointment of Operations Manager

An Operations Manager may be appointed by the Board for such term and on such conditions as the Board thinks fit. The Operations Manager may not be a Board Member. The Operations Manager shall be entitled to attend and participate in debate at all meetings of the Board and any General Meeting but shall not have any voting rights.

#### 24.2. Broad Power to Manage

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

### **25. REMUNERATION**

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

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

25.2.1. attending board meetings; and/or

25.2.2. attending any General Meeting; and/or

25.2.3. connection with the Association's business.

### **26. SECRETARY**

One or more secretaries shall be appointed by the Board for such term, at such remuneration, and upon such conditions as it thinks fit. Any secretary so appointed may be removed by the Board.

### **27. DELEGATIONS**

#### 27.1. Board may delegate functions to Committees

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

#### 27.2. Delegation by Instrument

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



- 27.2.1. this power of delegation; and
- 27.2.2. any function imposed on the Board by the Act or any other law, or these Rules.

27.3. 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.

27.4. Procedure of delegated entity

27.4.1. The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under Rule 23. The quorum shall be determined by the committee, but shall be no less than the majority of the total number of committee members.

27.4.2. Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Operations Manager.

27.5. 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.

27.6. Revocation of Delegation

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

## **28. BY-LAWS**

28.1. Board to formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies for the proper advancement of the management and administration of the Association, the Members and the Purposes as it thinks necessary or desirable. Such By-Laws must be consistent with these Rules and may be amended or repealed by the Board.

28.2. By-Laws Binding

All By-Laws made under this Rule shall be binding on the Association, Club Members and Life Members unless repealed by the Board.

28.3. By-Laws Deemed Applicable

All by-laws, regulations and policies of the Association in force at the date of the approval of these Rules under the Act insofar as such by-laws, regulations and

policies are not inconsistent with, or have been replaced by these Rules, shall be deemed to be By-Laws under this Rule.

#### 28.4. Notices Binding

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

### 29. APPLICATION OF INCOME

#### 29.1. Income and Property Applied to Purposes

29.1.1. The income and property of the Association shall be applied solely towards the promotion of the Purposes.

29.1.2. No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses properly incurred or services properly rendered.

### 30. RECORDS AND ACCOUNTS

#### 30.1. Operations Manager

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

#### 30.2. Records Kept in Accordance with Act

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

#### 30.3. Association to Retain Records

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

#### 30.4. Board to Submit Accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with the Act.

#### 30.5. Negotiable Instruments

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

### 31. AUDITOR

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

## **32. NOTICE**

### **32.1. Manner of Notice**

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

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

32.1.3. Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

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

### **32.2. Notice of General Meeting**

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

## **33. COMMON SEAL**

### **33.1. Safe Custody of common seal**

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

### **33.2. Affixing Common Seal**

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

### **33.3. Board Member's Interest**

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

## **34. WINDING UP**

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

## **35. ALTERATION OF RULES**

These Rules shall not be altered except in accordance with the provisions of the Act.

## **36. AFL REGULATIONS AND POLICIES**

The Association adopts the AFL (NSW/ACT) Regulations and all other policies and guidelines as implemented by AFL (NSW/ACT).