

**Constitution
Outer East Football and Netball
Competitions Limited
ACN 160 417 818**

**Adopted At AGM – 19th December 2018
Amended September 1st, 2021**

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1. Name and Status

- (a) The name of the League is Outer East Football Netball Competitions Limited (ACN 160 417 818).
- (b) The League is a public company limited by guarantee.

2. Definition and Interpretation

2.1 Definitions

In this Constitution, unless the contrary intention appears:

Act means the *Corporations Act 2001* (Cth), the Regulations and all amendments from time to time.

AFL Victoria means Australian Football League (Victoria) Limited, ACN 147 664 579.

Auditor means the auditor appointed by the League to audit the League's accounts.

Board means the Board of the League referred to in Clause 19;

By-Laws means the By-Laws of the League.

Club Member means those organisations as may be granted Club Member status from time to time.

League means Outer East Football and Netball Competitions Limited (ACN 160 417 818).

Board Member means a member of the Board.

Delegate means the persons elected or appointed from time to time by a Club Member, a League Member, or an Umpire Member to act for and on behalf of that Club Member, that League Member or that Umpire Member and represent the Club Member, the League Member, or the Umpire Member at General Meetings or otherwise.

Financial Year means the year ending on 31 October.

General Meeting means the annual general meeting or any special general meeting of the League.

Member means a member of the League as set out in Clause 5;

Official means any person acting on behalf of a Club Member, League Member or Umpire Member in relation to any match approved or controlled by the League or any elected office bearer of a Club Member, League member or Umpire Member.

Chief Executive Officer (CEO) means the **Chief Executive Officer (CEO)** of the League appointed in accordance with Clause 23.1.

Purposes means the Purposes of the League as set out in Clause 3;

Region means the area within which the League conducts Australian football and netball programs and competitions.

Registered Player means a person registered to play in the competitions conducted by or under the control of the League.

Regulations means regulations under the Act.

Umpire Member means an umpiring body who has entered into a membership agreement with the League and as may be granted Umpire Member status from time to time.

Voting Member means Club Members and Umpire Members.

2.2 Interpretation

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.

3. League Purposes

3.1 General Purposes

“The general purposes of the League are to encourage, promote, manage, arrange and develop the playing of Australian Rules Football and Netball by and between its Club Members and their Registered Players”

3.2 Strategic Purposes

The strategic purposes of the League include, without limitation, the following:

- (a) building the capacity of the Region to contribute to the significant growth, development, and sustainability of the code of Australian Rules Football and Netball.
- (b) reducing and consolidating localised governance structures.
- (c) enhancing competition structures to:
 - (i) meet the growth demands and expansion of clubs within our region.
 - (ii) promote competition equalisation; and
 - (iii) increase talent pathway effectiveness.
- (d) considering geographic and economic factors that restrict and/or burden Club members.
- (e) consolidating the administration and management activities of Club Members.
- (f) accepting responsibility for participation growth within the Region; and
- (g) driving facility development and infrastructure planning with local governments.

4. League Powers

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

- (a) provide and maintain premises from which the activities of the League will be conducted.
- (b) affiliate any club, league, umpiring body or netball club the League may deem appropriate to affiliate within the Region.
- (c) establish and maintain uniform rules under which applicable Club Members and Umpire Members, participate in matches under the control of the League.

- (d) determine complaints between Club Members and/or Umpire Members.
- (e) where applicable, control and discipline any Member, player and/or official participating in a competition organised or sanctioned by the League in relation to conduct occurring before, during or after the playing of a match.
- (f) undertake and execute any trusts and to hold upon trust real and personal property.
- (g) purchase, take on lease or exchange, hire and otherwise acquire any land, buildings, or personal property of any nature whatsoever.
- (h) enter into arrangements with a Federal, State or Local Government body.
- (i) select, employ, remove, or suspend such employees as is appropriate.
- (j) expend any monies necessary to construct, improve, maintain, and develop any buildings, grounds, or conveniences.
- (k) enter into any commercial arrangements for the supply of goods and services to the League, Members, and other persons.
- (l) 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.
- (m) 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.
- (n) 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 League.
- (o) take any gift of property, whether subject to any special trusts or not for any one or more of the purposes of the League.
- (p) obtain all licenses, permits, clearances and authorities required from time to time.
- (q) establish and maintain any insurance arrangements in relation to all property of the League, players, and employees within the control of the League.
- (r) make charitable donations from time to time.
- (s) pursue any other objects which are considered to advance the interests of the League, the Members and/or the games of Australian Rules Football and Netball; and directly or indirectly
- (t) do other lawful things as are incidental or conducive to the attainment of the Purposes.

5. Membership

5.1 Categories of Members

The Members of the League shall consist of:

- (a) Club Members, which subject to this Constitution, will be represented by their one (1) delegate will have the right to attend, debate and vote at General Meetings for and on

behalf of the Club Members.

- (b) Umpire Members, which subject to this Constitution, will be represented by their one (1) delegate will have the right to attend, debate and vote at General Meetings for and on behalf of the Umpire Members.
- (c) Board / Board Members, who subject to this Constitution, will have the right to attend, debate and vote at each General Meeting.
- (d) Life Members, who subject to this Constitution, will have the right to attend, debate, but not vote at General Meetings; and
- (e) such new categories of Members as may be created in accordance with Clause 5.2.

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. Members

6.1 Club Members

- (a) Each Club Member, in order to maintain its entitlement to membership, must make do and punctual payment, within agreed trading terms of all membership fees, costs and charges payable under this Constitution (if applicable) or enter into and comply with a financial arrangement as approved by the Board from time to time.
- (b) Any other club seeking to participate in the competitions conducted by or under the control of the League may do so provided the club satisfies the Board of the following, namely that:
 - (i) it has filled any requirements of any League Member (if applicable).
 - (ii) it is incorporated pursuant to the *Associations Incorporation Reform Act 2012 (Vic)*, or it is a company incorporated pursuant to the Act.
 - (iii) its facilities and financial circumstances are of a standard acceptable to the Board.
 - (iv) its name and uniform are acceptable to the Board or will be altered to a uniform acceptable to the Board.
 - (v) it is willing to pay a security bond, if any, as determined by the Board upon being accepted into the League.
 - (vi) it is willing to pay an acceptance fee as determined by the Board.
 - (vii) it makes a written application to the League for Membership as a Club Member by 15 September in any given year, unless otherwise agreed by the Board; and
 - (viii) it can demonstrate that it has access to and approval to use a facility suitable for the use of Australian Rules Football and/or Netball during the period 1 April to 31 October each year.

- (c) All applications by a new club (Senior or Junior) wishing to become a Member of the League/Competition will be considered approved or declined by the Board. New club nominations will be formally ratified at the next held General meeting.
- (d) All applications by an established/existing club wishing to become a Club Member of the League / Competition will be voted on by members.
 - (i) Every such written application shall be circulated by the Chief Executive Officer to each member of the League within 30 days after receipt of the written application. The written application will be an item for discussion at any Annual or Special Meetings after receipt of the written application by the League.
 - (ii) All applications by Clubs wishing to become an Affiliated Club will be voted on at any following Annual or Special Meeting after it has been discussed under clause 6.1 (c) herein.
 - (iii) An applicant club shall become an Affiliated Senior Club and a member of the League upon:
 - a) A majority decision of all members of the League attending and entitled to vote at the meeting at which the application is voted upon.
 - b) Lodging with the League a security bond determined by the Board.
- (e) Member Clubs wishing to leave the League/Competition will be required to provide not less than Twelve (12) months written notice of their intention to leave the League / Competition.
- (f) Club Members that have entered discussions and/or expression of Interest (EOI) and/or application to potentially affiliate with another League/Competitions will be suspended from entering another agreement for a period of twenty-four (24) months, if unsuccessful with their approach or acceptance to move.
- (g) Any new club gaining affiliation, agrees to a minimum term of five (5) years, from date of acceptance, with the league/competitions.
- (h) Each Club Member agrees to be bound by this Constitution, By-Laws, determinations, and decisions of the League, for itself, its Officials and Registered Players.

6.2 Umpire Members

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

6.3 Life Members

- 6.3.1 The Board may in each financial year appoint for Life Membership of the League up to three (3) persons who have served a minimum of ten (10) years in the promotion of the League's objects.
- 6.3.2 Nominations for Life Membership shall be made on the standard form and shall be accompanied by any supporting evidence of their service and/or games played.
- 6.3.3 Life Membership Qualification requirements will be provided as a scheduled item each season in the league by-laws.

- 6.3.4 The Board shall assess all nominations for Life Membership on their individual merit and shall make a recommendation to be voted on and endorsed at the Annual General Meeting.
- 6.3.5 The Board will appoint any Life Member, as of the date of this Constitution, of a Member Club, League Member and Umpire Member as Life Members of the League.
- 6.3.6 The major criteria must be service to the League (including service to the Outer East Football and Netball Competitions Limited and such service must incorporate recognisable achievement over a period of time.
- 6.3.7 Life Membership to the League will be based on good character and awarded as follows: -
- I. Players - Three Hundred (300) Senior/Reserves or open age Netball games with either one or more clubs within **the League** (Senior Football/Netball Competition). (Under 18s, all junior level games and/or Veterans games do not qualify as official games)
 - II. Coaches/Players - Three Hundred (300) Senior/Reserves or open age Netball games with either one or more clubs within **the League** (Senior Football/Netball Competition/s) (can combine both as a Player and Coaching duty and can be playing and/or non-playing Coach). (Under 18s, all junior level games and/or Veterans games do not qualify as official games)
 - III. Umpires - Four hundred (400) Senior / Reserves games with the League which may not be doubled up on one single weekend. (Under 18s, all junior level games and/or Veterans games do not qualify as official games)
 - IV. Tribunal Members – Fifteen (15) years of continual service to the League as a Tribunal Members:

All Life Members shall be entitled to: -

Free entry to all matches managed and/or controlled by League on presentation of their Life Membership Medallion, Card, Token, or such other identification as directed by the League from time to time.

7. Delegates

Each Voting Member shall appoint one (1) Delegate for such term as is deemed appropriate by the Voting Member.

8. Register of Members

- 8.1.1 The **Chief Executive Officer** shall keep and maintain a register of Members in which shall be entered the name and address of each Member of the League, and each Member's Delegate. The register shall be available for inspection by all Members upon request to the **Chief Executive Officer**.
- 8.1.2 Each Club Member, League Member and Umpire Member shall within fourteen (14) days of a change of its executive committee or Delegate taking place notify the **Chief Executive Officer** of any such change.

9. Membership Fee

- 9.1.1 The annual membership fee payable by Club Members (if applicable), and Umpire Members to the League shall be determined by the Board from time to time and be payable in instalments notified by the Board.
- 9.1.2 Any Club Member, League Member or Umpire Member that has not paid all monies due and payable by that Member to the League shall, subject to the Board's discretion, have all rights under this Constitution 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.

10. Discipline, Suspension and Expulsion of Members

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

- 10.1.1 breached, failed, refused, or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board; or
- 10.1.2 acted in a manner unbecoming of a member or prejudicial to the Purposes or interests of the League, and/or Australian Rules Football/Netball; or
- 10.1.3 brought themselves, the League or Australian Rules Football/Netball 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 (if any) of the League set out in the By-Laws.

11. General Meetings

11.1 Annual General Meeting (AGM)

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

11.2 Special General Meetings

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

12. Notice of General Meeting

12.1 Notice of General Meetings

- 12.1.1 Notice of every General Meeting shall be given to Members at the address appearing in the register kept by the League. 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 twenty-one (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 fourteen (14) days prior to the General Meeting, together with:
- 12.1.3.1 any notice of motion received by the League under this Constitution; and

- 12.1.3.2 details of those persons (including resumes) who have nominated for consideration for election as an Elected Board Member under Clause 20.

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 League are paid.

13. Business of General Meetings

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

13.1.2 All business that is transacted at a General Meeting, with the exception of those matters set out in Clause 13.1.1 shall be special business "Special Business" includes business of which a notice of motion has been submitted in accordance with Clause 14.

13.1.3 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 **Chief Executive Officer** not less than twenty-eight (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 (SGM) of the League and, where, but for this clause more than fifteen (15) months would elapse between General Meetings, shall convene a Special General Meeting (SGM) before the expiration of that period.

15.2 Requisition of Special General Meetings (SGM)

15.2.1 The Board shall on the written requisition of greater than fifty percent (50%) of Voting Members convene a Special General Meeting (SGM).

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 League.

15.2.3 If the Board does not hold a Special General Meeting within sixty (60) days after the date on which the requisition is sent to the League, 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 clause 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 League shall exist when greater fifty percent (50%) of Board Members and greater than ten percent 10% of Voting Members are present.

16.2 Chair to Preside

The Chair of the Board shall, subject to this Constitution, preside as chair at every General Meeting. If the chair 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 this Constitution.

16.3 Adjournment of a General Meeting

16.3.1 If within half an hour (30 minutes) 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 thirty (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 Clause 16.3.3 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

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

16.4.2 Each Voting member is entitled to one (1) vote, a member must be financial and trading within League agreed payment terms or permitted to vote at the sole discretion of the Board.

16.4.3 Subject to clause 16.6, a motion is only passed when more than fifty percent (50%) of the votes cast by Voting Members attending that meeting (whether in person, by proxy or by attorney) are in favour of the motion.

16.5 Secret Ballot

16.5.1 A secret ballot may be requested by:

16.5.1.1 at least fifty percent (50%) majority of Voting Members; or

16.5.1.2 the Chair of the meeting.

16.5.2 The secret ballot may be requested before a vote is taken.

- 16.5.3 A request for a secret ballot may be withdrawn.
- 16.5.4 A secret ballot requested on a matter other than the election of a Chair of the meeting or the question of an adjournment must be taken when and in the manner the Chair directs.
- 16.5.5 A secret ballot on the election of a Chair of the meeting or the question of an adjournment must be taken immediately.
- 16.5.6 A request for a secret ballot does not prevent the meeting dealing with other business.
- 16.5.7 If a secret ballot is properly requested, the result of the secret ballot is the resolution of the meeting of that matter.

16.6 Special resolution

Where the Act or other law provides that a matter may only be approved by a special resolution of a meeting of Members, a special resolution will only be deemed to have been passed where:

- 16.6.1 notice has been given of that special resolution in accordance with the Act and that notice states the resolution and sets out an intention to propose the special resolution; and
- 16.6.2 at least seventy five percent (75%) of the votes cast by Voting Members attending that meeting (whether in person, by proxy or by attorney) are in favour of the resolution.

16.7 Proxies, attorneys, and representatives

- 16.7.1 A Voting Member may vote on a show of hands and on a secret ballot:
- 16.7.1.1 through its Delegate.
- 16.7.1.2 by one proxy; or
- 16.7.1.3 by one attorney.
- 16.7.2 An appointment of a proxy or attorney must be in a form approved by the Board.
- 16.7.3 An appointment of a proxy is valid if it:
- 16.7.3.1 is signed or authenticated by the Voting Member's Delegate making the appointment in accordance with the Act; and
- 16.7.3.2 it contains the following information:
- 16.7.3.2.1 the Delegate's name and address.
- 16.7.3.2.2 the Voting Member's name.
- 16.7.3.2.3 the proxy's name; and
- 16.7.3.2.4 the meetings at which the appointment may be used; and
- 16.7.3.3 otherwise complies with the Act.

16.7.4 The Board may decide to accept a proxy even if it contains only some of that information or is otherwise incomplete.

- (i) A later appointment of a proxy or attorney revokes an earlier one if both appointments could not be validly exercised at the meeting.

16.7.5 An appointment may specify the way a proxy or attorney is to vote on a particular motion. A proxy may vote only as directed. The proxy or attorney must vote and otherwise conduct themselves in accordance with the Act. Unless otherwise specified in the appointment, the proxy or attorney may:

16.7.5.1 agree to short notice for the meeting.

16.7.5.2 even if the appointment directs how to vote on a particular motion:

16.7.5.2.1 vote on an amendment to the motion, or any similar motion; or

16.7.5.2.2 vote on a procedural motion, including a motion to elect the Chair, to vacate the chair or adjourn the meeting.

16.7.5.3 speak at the meeting.

16.7.5.4 vote (but only to the extent allowed by the appointment); and

16.7.5.5 request or join in a request for a secret ballot.

16.7.6 An appointment of a proxy is effective only if the Board receives the appointment (and any authority under which the appointment was signed or certified copy of the authority) at least 48 hours before the meeting or resumed meeting. The Board may reduce the period for receipt of a proxy in the notice of meeting to which that proxy relates. The Board receives an appointment or authority when it is received at any one of the following:

16.7.6.1 the League's registered office; or

16.7.6.2 a place or electronic address specified for the purpose in the notice of meeting.

16.7.7 Subject to the Act, the requirements of clause 16.7 also apply to the appointment of an attorney. A power of attorney may be lodged for more than one meeting and may apply to all meetings held until a specified date or until the power is revoked.

16.8 Postal Ballot

The Board may call a postal vote in such manner as it considers necessary, including the voting of Elected Board Members or Chair.

16.9 Recording of Determinations

A declaration by the chair 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 League shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the motion.

16.10 Minutes

The **Chief Executive Officer** 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

Voting Members are the only Members entitled to vote at General Meetings. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in Clause 5.1.

18. Powers of the Board

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

19. Composition of the Board

Transitional Provisions

19.1 Members

The Members immediately following the adoption of this Constitution will be those Members listed on the Register at the time of adoption, with at least six (6) positions filled. The board shall not exceed 9 members at any one time.

19.2 Board Members

- (a) The Board Members immediately following the adoption of this Constitution will be those Elected Board Members in office immediately prior to adoption.
- (b) Time served by Elected Board members prior to the adoption of this Constitution will not be considered for the purposes of their term of office as Board Members.

19.3 Chair / Deputy Chair

The Board shall appoint a Chair and Deputy Chair from Voted Board Members duly appointed as soon as practicable after each Annual General Meeting (AGM). The appointee will hold the position until the conclusion of his/her agreed term of three (3) years.

20 Election of Elected Board Members and Term of Appointment

20.1 Qualifications

20.1.1 When selecting candidates to act as Board Members pursuant to this Constitution, regard should be given to:

20.1.1.1 the overall needs of the League and the relevant skills and expertise needed at the board level of the League.

20.1.1.2 persons nominated by Members pursuant to clause 20.2; and

20.1.1.3 persons who possess skills and expertise in one or more of the following areas:

20.1.1.3.1 business management.

20.1.1.3.2 financial management.

- 20.1.1.3.3 audit
- 20.1.1.3.4 risk management
- 20.1.1.3.5 law / legal.
- 20.1.1.3.6 marketing.
- 20.1.1.3.7 media.
- 20.1.1.3.8 governance.
- 20.1.1.3.9 company directorship.
- 20.1.1.3.10 sports management; and
- 20.1.1.3.11 Australian Rules Football or Netball administration,

and who are not, by reason of any provision of the Act, ineligible to be or prohibited from being a Board Member.

20.1.2 For the avoidance of doubt, and notwithstanding any other provision of this Constitution, clause 20.1.1 are guidelines only.

20.1.3 A delegate, an officer or employee of a Club Member, League Member, Tribunal Member or Umpire Member or Executive or an employee of the League, other than the **Chief Executive Officer**, cannot also be a Board Member.

20.2 Elections of Elected Board Members

20.2.1 The **Chief Executive Officer** shall call for nominations forty-two (42) days before the date of the Annual General Meeting (AGM). All Members shall be notified of the call for nominations.

20.2.2 Nominations for Elected Board Members must be:

20.2.2.1 in writing and maybe accepted via email and PDF attachment.

20.2.2.2 on the prescribed form (if any) provided for that purpose; and

20.2.2.3 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 **Chief Executive Officer** at least twenty-eight (28) days prior to the Annual General Meeting (AGM). Details of those persons (including resumes) who have nominated will be provided to Members in accordance with Clause 12.1.

20.2.4 Unless a postal vote is called for in accordance with clause 16.8 of this Constitution, at the Annual General Meeting (AGM), the Voting Members will vote by show of hands, one vote per Voting 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 this Constitution for a term of three (3) years, which shall commence at the time of their election (either from the conclusion of the Annual General Meeting (AGM) 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 three (3) years.
- 20.3.3 For each three-year (3) interval, up to three (3) Board Members shall be elected and/or appointed in the first year, up to three (3) Board Members shall be elected and/or appointed in the second year and up to three (3) 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 this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board, failing which by lot. Elections and appointments to subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

20.4 Termination of Board Members

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:

- 20.4.1 dies.
- 20.4.2 becomes bankrupt or makes any arrangement or composition with her or his creditors generally.
- 20.4.3 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.
- 20.4.4 resigns her or his office in writing to the League.
- 20.4.5 is directly or indirectly interested in any contract or proposed contract with the League and fails to declare the nature of her or his interest; or
- 20.4.6 would otherwise be prohibited from being a Board Member of a corporation under the Act or is disqualified from office under the Act.

20.5 Casual Vacancies

- 20.5.1 Any casual vacancy on the Board may be filled by Board appointed individual.
- 20.5.2 A Board Member appointed to fill a casual vacancy shall hold office for the remainder of the term of the Board Member he or she is replacing.

20.6 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.

21 Meetings of the Board

21.1 Board Meeting

The Board shall meet as often as is deemed necessary, but at least nine (9) times, in every calendar year for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The **Chief Executive Officer** (or their nominee) shall on the requisition of any Board Member, convene a meeting of the Board.

21.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by the 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.

21.3 Resolutions not in Meeting

21.3.1 Subject to all Board Members receiving notice of the proposed resolution, a resolution in writing, signed or assented to by 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.

21.3.2 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:

21.3.2.1 all persons participating in the meeting are able to communicate with each other effectively, simultaneously, and instantaneously, whether by means of telephone, computer based visual programs or other form of communication.

21.3.2.2 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.

21.3.2.3 in the event that a failure in communications prevents the condition in Clause

21.3.2.1 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 Constitution to be held, then the meeting shall be suspended until the condition is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated; and

21.3.2.4 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.

21.4 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.

21.5 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 **Chief Executive Officer** (or his nominee). The agenda shall be forwarded to each Board Member not less than three days prior to such meeting.

21.6 Validity of Board Decisions

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

21.7 Decisions of the Board

Any decision of the Board may be reversed at a Special General Meeting (SGM) requisitioned not more than fourteen (14) days after notice of the decision being circulated to all of the delegate members on a vote of the delegates members provided that the number of delegate members voting in favour of reversing that decision achieves seventy-five (75%) percent majority of all delegate members.

21.8 Chair of Board Meeting

The Chair of the Board appointed under Clause 19.3 shall preside at every meeting of the Board. If the chair is not present, or is unwilling or unable to preside, the Board Members shall choose one of their numbers to preside as chair for that meeting only, usually the deputy chair would preside.

22 Conflicts

22.1 Board Members' Interests

A Board Member is disqualified by holding any place of profit or position of employment (other than the **Chief Executive Officer**) in the League, any Club Member, League Member or Umpire Member or in any company in which the League is a shareholder or otherwise interested or from contracting with the League 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 League in which any Board Member is in any way interested will be voided for such reason.

22.2 Conflict of Interest

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

22.2.1 contractual matter.

22.2.2 disciplinary matter.

22.2.3 other financial matter; or

22.2.4 representative interests.

If a conflict of interest arises, the board member 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.

22.3 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.

22.4 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 Clause 22.3 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.

22.5 Recording Disclosures

The **Chief Executive Officer** shall ensure that the minutes record any declaration made or any general notice given by a Board Member in accordance with Clauses 22.3 and 22.4.

23 Chief Executive Officer

23.1 Appointment of Chief Executive Officer

23.1.1 A **Chief Executive Officer** must be appointed by the Board.

23.1.2 The **Chief Executive Officer** shall be entitled to attend and participate in debate at all meetings of the Board and, if a Board Member, shall be entitled to vote on any matter.

23.2 Broad Power to Manage

Subject to the Act, this Constitution, and the By-Laws the **Chief Executive Officer** has power to perform all such things as appear necessary or desirable for the proper management and administration of the League, including, without limitation:

23.2.1 the implementation and management of competitions and the overall football strategy established in the best interests of the Region.

23.2.2 maintaining direct/open communication with the League/Competition.

23.2.3 providing regular reports detailing performance outcomes against the agreed strategic plan of the League/Competition.

23.2.4 analysing the market to identify opportunities.

23.2.5 developing a regional focus on community football to improve engagement,

participation rates, pathway transition and growth.

23.2.6 managing regional staff to ensure performance objectives are achieved.

23.2.7 ensuring responsible and prudent financial practices and budgeting are maintained.

23.2.8 establishing a collaborative management approach for the benefit of all stakeholders.

23.2.9 identifying and developing marketing/communication programs.

23.2.10 developing and maintaining mutually beneficial relationships with key stakeholders;
and

23.2.11 driving the production of a facility/infrastructure plan in consultation with local government.

24 Remuneration

24.1.1 The Board Members, other than the **Chief Executive Officer** (if applicable) are not entitled to be paid remuneration.

24.1.2 The Board Members may be paid reasonable travelling, honorarium and other out of pocket expenses that they properly incur in:

24.1.2.1 attending board meetings; and/or

24.1.2.2 attending any General Meeting; and/or

24.1.2.3 connection with the League's business.

25 Secretary

Unless otherwise determined by the Board, the **Chief Executive Officer** (or his/ her nominee) shall act as secretary.

26 Delegations

26.1 Board May Delegate Functions to Committees or Sub-Committees

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

26.2 Delegation by Instrument

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

26.2.1 this power of delegation; and

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

26.3 Delegated function exercised in accordance with terms

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

26.4 Procedure of delegated entity

26.4.1 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 Clause 21. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.

26.4.2 Within fourteen (14) days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the **Chief Executive Officer**

26.5 Delegation may be conditional

A delegation under this Constitution 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.

26.6 Revocation of Delegation

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

27 By-Laws

27.1 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 League, the Members, and the Purposes as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution and may be amended or repealed by the Board.

The Board may, at its sole discretion, choose to adopt by by-law, rule, regulation, or policy such rules or regulations of AFL Victoria as the Board deems fit (subject always to the Board's interpretation of those rules or regulations).

27.2 By-Laws Binding

All By-Laws made under this Constitution shall be binding on the League competitions and Members unless repealed by the Board.

27.3 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 **Chief Executive Officer** (or his/her nominee). Club Members shall be obliged to draw such notices to the attention of their respective members.

28 Application of Income

28.1.1 The income and property of the League shall be applied solely towards the promotion of the Purposes.

28.1.2 No portion of the income or property of the League 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.

29 Records and Accounts

29.1 Chief Executive Officer

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

29.2 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 **Chief Executive Officer**.

29.3 League to Retain Records

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

29.4 Board to Submit Accounts

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

29.5 Negotiable Instruments

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

30 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.

31 Indemnity

31.1.1 In this clause, Officer means an officer of the League and includes the Secretary, the public officer of the League, the **Chief Executive Officer**, and the Board Members.

31.1.2 To the extent permitted by the Act, the League:

31.1.2.1 must indemnify each person who is or has been an Officer against any liability incurred as and in connection with their being an Officer of the League; and

31.1.2.2 may at its cost obtain and maintain insurance in respect of each Officer against that liability referred to in clause 31.1.2.1.

31.1.3 Subject to the Act, the League may enter into an agreement or deed with an Officer under which the League agrees to do all or any of the following:

31.1.3.1 allow the Officer and the Officer's 's advisers access to the League's books (including minute books) for any agreed period.

31.1.3.2 indemnify the Officer against any liability incurred by the Officer as and in connection with their being an Officer of the League; and

31.1.3.3 keep the Officer insured for any period in respect of any act or omission done by the Officer as and in connection with their being an officer of the League.

32 Notice

32.1 Manner of Notice

32.1.1 Notices may be given by the League to any Member by sending the notice by post or where available, by electronic mail, to the Member's registered address or electronic mail address.

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

32.1.3 Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected 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 this Constitution.

33 Winding Up

33.1 Winding Up of the League

In the event of the winding up of the League, the assets of the League must be disposed of in accordance with the provisions of the Act.

33.2 Liability of Members

The liability of the Members of the League is limited.

33.3 Members' Contributions

Every Member undertakes to contribute to the assets of the League in the event of it being wound up while a Member, or within one year after ceasing to be a Member for payment of the debts and liabilities of the League contracted before the time at which it ceases to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding one dollar (\$1.00).

33.4 Distribution of Assets

If the company is wound up, disaffiliates, merges or is managed under a new entity of any sort, then the organisational assets, including, cash, property, investments, capital and other will be returned to the member clubs, party to this agreement. Distributions will be orchestrated via board approval and cannot be over-ruled by any incoming party designed to manage football or netball within the Outer East Region.

34 Alteration of Constitution

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