

Rules for Incorporated Association

AFL NORTH COAST INCORPORATED

Last Updated 15/12/15 after 2015 Annual General Meeting

Rules for Incorporated Association

Part 1 - Preliminary

1. Definitions

(a) In these Rules:

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 NSW 2021;

Association means AFL North Coast Incorporated;

Board means the board of management of the Association in accordance with rule 17;

Board member means a person who holds or is elected to a position on the Board, in accordance with rule 18;

Club means a club which has the right, or may have in the future the right, to field a team or teams in an Australian Football competition or competitions conducted by the Association;

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

Life Member means a person who is or becomes a life member of the Association under rule 8.

Member Clubs means a Club who becomes a member Club of the Association in accordance with rule 5.2;

AFLNC Junior Competition Management Committee (CMC) means a committee established and appointed by the Board to manage (as defined) much of the day to day activities around the junior member clubs of the former North Coast Junior and Mid North Coast Junior Associations, currently known as the AFLNC Association (in accordance with Rule 5.2). The AFLNC Junior CMC is subject to a degree of control and supervision by the Board and its role is clarified in the Charter of Operation;

AFLNC Senior Competition Management Committee (CMC) means a committee established and appointed by the Board to manage (as defined) much of the day to day activities around the member clubs of the AFLNC Senior Association (in accordance with Rule 5.2). The AFLNC Senior CMC is subject to a degree of control and supervision by the Board and its role is clarified in the Charter of Operation;

Ordinary Member means a person who becomes a member of the Association in accordance with rule 5.1;

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 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 establishment of AFL North Coast Inc. is the result of the merging of the Australian Football League North Coast and the Australian Football League North Coast Juniors which at the date of the commencement of the Association under these rules, the Clubs in the Association include:

(a) Formerly of AFLNC:

- (i) North Coffs Australian Football Club;
- (ii) Coffs Swans Australian Football Club;
- (iii) Grafton Australian Football Club;
- (iv) Nambucca Valley Australian Football Club;
- (v) Port Macquarie Australian Football Club;
- (vi) Sawtell/Toormina Senior Australian Football Club; and
- (vii) Woolgoolga Senior Australian Football Club;

(b) Formerly of AFLNCJ:

- (i) Coffs Swans Junior Australian Football Club;

- (ii) North Coffs Junior Australian Football Club;
- (iii) Bellingen Junior Australian Football Club;
- (iv) Nambucca Valley Junior Australian Football Club;
- (v) Sawtell/Toormina Junior Australian Football Club; and
- (vi) Northern Beaches Junior Australian Football Club.

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 the North Coast of New South Wales region;
- (c) to administer and promote the development of Australian Football primarily in the North Coast of New South Wales region under the guidance and direction of AFL (NSW/ACT) and the AFL;
- (d) to control, conduct and administer an Australian Football competition or competitions primarily in the North Coast of New South Wales region under the guidance and direction of AFL (NSW/ACT) and the AFL;
- (e) to improve the popularity of and participation in Australian Football in the North Coast of New South Wales Region;
- (f) to develop Australian Football and other recreational facilities for Member Clubs;
- (g) to provide for the continuation of traditions considered important in the North Coast of New South Wales 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 North Coast 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.

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 – Membership of Association

5. Membership Qualifications

5.1 Ordinary Member

A person is qualified to be a member of the Association if, but only if:

- (a) the person is a person referred to in section 15(1)(a), (b) or (c) of the Act and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act; or
- (b) the person is a natural person:
 - (i) who has been nominated for membership of the Association as provided by rule 6; and
 - (ii) who has been approved for membership of the Association by the Board of the Association.

5.2 Member Clubs

- (a) A Club is qualified to be a Member Club of the Association if, but only if the Club:
 - (i) is a participant Club in one of the competitions conducted by the Association;
 - (ii) has objects the same or similar to those of the Association;
 - (iii) has lodged an application in writing to the Association, including details of its office bearers, a copy of the Club's Constitution or rules, rules and by-laws, ground location and prospective club colours;
 - (iv) has attended a Board interview (if required to by the Board);
 - (v) agrees to abide by the Association's Rules, rules and by-laws, codes of conduct and other procedures and decisions approved by the Association from time to time;
 - (vi) agrees to pay such fees, annual subscriptions and levies that may be fixed by the Board; and

- (vii) shall use a ground and facilities approved by the Board, or such other grounds as may be provided by the Association from time to time on which to play its scheduled matches.
- (b) For the avoidance of any doubt, no voting rights attach to any of the Member Clubs.
- (c) A Member Club may withdraw from membership of the Association by providing 60 days notice in writing to the Secretary of the Association. Such notification must be signed by two (2) office bearers of the Member Club and contain the reasons for the Member Club's decision to withdraw from membership of the Association.
- (d) The rules and by-laws of the Association will contain all information relating to a Member Club's membership of the Association, further conditions of membership and the Association's rights relating to its ability to review any Member Club at any time.

6. Nomination for Membership

- (a) A nomination of a person for ordinary membership of the Association:
 - (i) must be made by a member of the Association in writing in the form set out in Appendix 1 to these Rules; and
 - (ii) must be lodged with the secretary of the Association.
- (b) As soon as practicable after receiving a nomination for membership, the secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (c) As soon as practicable after the Board makes that determination the secretary must:
 - (i) notify the nominee, in writing, that the Board approved or rejected the nomination (whichever is applicable); and
 - (ii) if the Board approved the nomination,

request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under these Rules by a member as entrance fee and annual subscription.
- (d) The secretary must, on payment by the nominee of the amounts referred to in rule 6(b) within the period referred to in that provision, enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.
- (e) The number of members of the Association shall be limited to:
 - (i) one (1) person representing each of the Member Clubs;
 - (ii) Life Members

7. Cessation of Membership

A person ceases to be a member of the Association if the person:

- (a) dies; or
- (b) resigns membership; or
- (c) is expelled from the Association;

8. Life Membership

- (a) The Board shall 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;
 - (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; and
 - (iii) receive any other benefits or recognition as determined by the Board from time to time.
- (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.

9. 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.

10. Resignation of Membership

- (a) A member of the Association is not entitled to resign that membership except in accordance with this rule.
- (b) A member of the Association who has paid all amounts payable by the member to the Association in respect of the member's membership may resign from membership of the Association by first giving to the secretary written notice of at least one (1) month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (c) If a member of the Association ceases to be a member under rule 10(b), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (d) The Association may, at its sole discretion and for whatever reasons it thinks fit (including that a more suitable member for a Member Club exists), remove a member from membership of the Association and replace them with a new member in accordance with the provisions of this part 2 of the Rules.

11. Register of Members

- (a) The public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- (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.

12. Fees and Subscriptions

- (a) A member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (b) In addition to any amount payable by the member under rule 12(a), a member of the Association must pay to the Association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
 - (i) except as provided by rule 12(b)(ii), before 1 July in each calendar year; or

- (ii) if the member becomes a member on or after 1 July in any calendar year, on becoming a member and before 1 July in each succeeding calendar year.

13. 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 the amount, if any, unpaid by the member in respect of membership of the Association as required by rule 12.

14. 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 seven (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.

15. Disciplining of Members

- (a) A complaint may be made to the Board by any person that is a member of the Association that:
 - (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 fourteen (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 seven (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 16.

- (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 16(e), whichever is the later.

16. 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 15, within seven (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 16(a), the secretary must notify the Board which is to convene a general meeting of the Association to be held within twenty eight (28) days after the date on which the secretary received the notice.
- (d) At a general meeting of the Association convened under rule 16(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.

Part 3 - The Board

17. Powers of the Board

The Board is to be called the Board of management of the Association and, subject to the Act, the Regulation and these Rules and to any resolution passed by the Association in general meeting:

- (a) is to control and manage 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.

18. Constitution and Membership of the Board

- (a) Subject in the case of the first members of the Board to section 21 of the Act, the Board is to consist of up to nine (9) Board members:
 - (i) the current AFL NSW/ACT Regional Manager; and
 - (ii) the current AFLNC Football Operations Co-ordinator, who will fill the secretary role for the Board; and
 - (iii) the two (2) Presidents of the AFLNC Junior CMC and the AFLNC Junior CMC, appointed by the CMCs, as per the Charter of Operation; and
 - (iv) 'up to five' elected Board members, each of whom is to be elected at the annual general meeting of the Association under rule 19.
- (b) Upon the election of the Board, the Board members will appoint the Chairperson and Deputy Chairperson from amongst the five (5) elected Board members as identified in 18(a)(iv).
- (c) At least one (1) Board member must ordinarily reside at least 100 kilometres from Coffs Harbour. If there is no suitable member that ordinarily resides greater than 100 kilometres from Coffs Harbour, the Board may waive this requirement.
- (d) Each of the 'up to five' members of the Board elected at the AGM is, subject to these Rules, to hold office until the conclusion of the second annual general meeting following the date of the member's election, but is eligible for re-election.
- (e) In the event of a casual vacancy occurring in the membership of the 'up to five' elected Board positions, the Board may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

19. Election of Members of the Board

- (a) Nominations of candidates for the 'up to five' positions that are elected at the AGM
 - (i) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination); and
 - (ii) must be delivered to the AFLNC Football Operations Co-ordinator at least seven (7) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (b) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (c) The ballot for the election of the 'up to five' positions of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

20. 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 and members of the Board;
 - (ii) the names of members of the Board present at a Board meeting or a general meeting; and
 - (iii) all proceedings at 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) that all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (e) 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.
- (f) The secretary position is a non-voting position.

21. Casual Vacancies

For the purposes of these Rules, a casual vacancy in the office of a member of the Board occurs if the member:

- (a) dies; or
- (b) ceases to be a member of the Association; or
- (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 (Cth); or
- (d) resigns office by notice in writing given to the secretary; or
- (e) is removed from office under rule 22; or
- (f) becomes a mentally incapacitated person; or
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of 6 months.

22. Removal of Member of the Board

- (a) The Association in general meeting may by resolution remove any member of the Board from the office of member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member of the Board so removed.
- (b) If a member of the Board to whom a proposed resolution referred to in rule 22(a) relates makes representations in writing to the secretary or Chairman(not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the secretary or the Chairman may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

23. Meetings and Quorum of the Board

- (a) The Board must meet at least three (3) times in each period of twelve (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 forty eight (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 23(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 five (5) voting members (at least three of which must be office bearers) 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 Deputy Chairman is to preside.

- (i) The contemporaneous linking together by telephone or other electronic means of a sufficient number of members of the Board to constitute a quorum constitutes a meeting of the Board.
- (j) A member of the Board who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (k) A meeting by telephone or other electronic means is taken as held at the place decided by the chairperson of the meeting, as long as at least one of the members of the Board involved was at that place for the duration of the meeting.

24. Delegation by Board to Sub-Committees

- (a) The Board may, by instrument in writing, delegate to one or more other 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.

25. AFLNC Junior CMC and AFLNC Senior CMC

The AFLNC Junior and AFLNC Senior CMCs established will operate under a "Charter of Operation" where the roles of the following management bodies are outlined:

- (a) CMCs and meetings of the CMCs;
- (b) The Football Operations Co-ordinator; and

- (c) Affiliated Club Representatives and Club Representative Forums.

26. 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, excluding the Secretary, or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- (c) Subject to rule 23(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 4 - General Meetings

27. Annual General Meetings - Holding Of

- (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 six (6) months after the expiration of each financial year of the Association, convene an annual general meeting of its ordinary members.
- (b) The Association must hold its first annual general meeting:
 - (i) within the period of eighteen (18) months after its incorporation under the Act; and
 - (ii) within the period of six (6) months after the expiration of the first financial year of the Association.
- (c) Rules 27(a) and 27(b) have effect subject to any extension or permission granted by the Director-General under section 26(3) of the Act.

28. Annual General Meetings - Calling Of and Business At

- (a) The annual general meeting of the Association is, subject to the Act and to rule 27, 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 elect 'up to five' members of the Board who are not employees of AFL NSW/ACT and are not elected as CMC Presidents by CMCs;
 - (iv) 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.

29. Special General Meetings - Calling Of

- (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 ordinary 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 one (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 three (3) months after that date.
- (e) A special general meeting convened by a member or members as referred to in rule 29(d) 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.

30. 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 fourteen (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

twenty one (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 30(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 28(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.

31. 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 voting members of the Board plus three executive members from each of the Junior and Senior Committees plus at least two thirds of member clubs constitute a quorum for the transaction of the business of a general committee. A person holding more than one of these positions may represent each of these position in respect of the satisfying the quorum criteria, however will only be entitled to one vote
- (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.

32. Presiding Member

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

33. 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 fourteen (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 33(a) and 33(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.

34. 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 three (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.

35. Special Resolution

- (a) A resolution of the Association is a special resolution:
 - (i) 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 twenty one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or

- (ii) 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 (i), if the resolution is passed in a manner specified by the Director-General.

36. Voting

- (a) On any question arising at a general meeting of the Association a member has one vote only.
- (b) All votes must be given personally or by proxy but no member may hold more than five (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.

37. 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 twenty four (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 2 to these Rules.

Part 5 - Miscellaneous

38. Insurance

- (a) The Association must effect and maintain insurance under section 44 of the Act.
- (b) In addition to the insurance required under rule 38(a), the Association may effect and maintain other insurance.

39. Funds – Source

- (a) The funds of the Association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Association in general meeting, such other 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.

40. 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) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of the Association, being members or employees authorised to do so by the Board.

41. Regulations

- (a) The Board may make regulations, not inconsistent with the rules of AFL North Coast Incorporated, 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.
- (b) In particular, the regulations may make provision for or with respect to the following:
 - (i) the forms to be used for the purpose of these rules;
 - (ii) the fees to be paid to the AFL North Coast Incorporated and the remission of any such fees;
 - (iii) the determination of regions and their boundaries;
 - (iv) the nomination and appointment of members of any sub-committee;
 - (v) the procedure for meetings of and sub-committee;
 - (vi) the decisions or classes of decisions that may or may not be made by any sub-committee;
 - (vii) the mediation of matters under the rules;
 - (viii) the practice and procedures of any mediator or tribunal;
 - (ix) the procedure for event management;
 - (x) the practice and procedures of any competition rules and by-laws; and
 - (xi) requiring information and other matters to be brought to the attention of Board members and regional committee members in respect of the provision of legal services to AFL North Coast Incorporated.

42. Review of Rules

The Board is to review the rules of AFL North Coast Incorporated to determine whether the policy objectives of the rules remain valid and whether the terms of the rules remain appropriate for securing those objectives.

The review is to be undertaken as soon as possible after the period of three (3) years from the date of incorporation of AFL North Coast Incorporated and every three (3) years thereafter.

43. 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.

44. 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 two (2) members of the Board or of one (1) member of the Board and of the public officer or secretary.

45. Custody of Books

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

46. Inspection of Books

The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour.

47. 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.

48. 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 3 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 3 (1))

Application for Membership of Association

AFL North Coast Incorporated (incorporated under the *Associations Incorporation Act 1984*)

I,
(full name of applicant)

of
(address)

..... hereby
(occupation)

apply to become a member of the above incorporated Association. In the event of my admission as a member, I agree to be bound by the Rules of the Association for the time being in force.

.....
Signature of applicant

Date

I, a member of the Association,
(full name)

nominate the applicant, who is personally known to me, for membership of the Association.

.....
Signature of proposer

Date

I, a member of the Association,
(full name)

second the nomination of the applicant, who is personally known to me, for membership of the Association.

.....
Signature of seconder

Date

Appendix 2

(Rule 33 (2))

Form of Appointment of Proxy

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

being a member of AFL North Coast incorporated

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.