

CENTRAL MURRAY FOOTBALL LEAGUE Inc

CONSTITUTION (Revised 2007)

Name

1. The name of the incorporated association is Central Murray Football League Incorporated (in these rules called “**the league**”)

Interpretation

2. (1) In these rules, unless the contrary intention appears:
 - “**Board**” means the Board of Management
 - “**Club**” means any member Club duly admitted to membership
 - “**Financial year**” means the year ending on the 31st October
 - “**Special General Meeting**” means a special general meeting of members, convened in accordance with RULE 28
 - “**Member**” means a member of the League
 - “**The Act**” means the Association Incorporation Act 1981
 - “**The Regulations**” means regulations under the Act
- (2) **In these Rules, a reference to the Administration Manager of the League is a reference:**
 - (a) Where a person holds office under these Rules as Administration Manager of the League to that person; and
 - (b) in any other case, to the Public Officer of the League
- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts interpretation Act 1958 and the Act as in force from time to time.

Membership

3. The membership of the League shall consist of clubs affiliated with the League with these rules, the members of the Board of Management and Life Members.
4. A Club that applies and is approved for membership in accordance with these rules will be a member of the League upon payment of the annual affiliation fee and/or entrance fee for Clubs.

Membership of Clubs

5. (1) Any incorporated club desirous of fielding a team or teams in the competition run by the League may apply for membership of the League.
- (2) Any application shall be in writing and shall state:-
 - (a) that the club is incorporated
 - (b) the name and number of teams to be entered in the competition
 - (c) the names of current office bearers and addresses for services of notices

- (d) the current financial status of the club
 - (e) the names of the club delegate and his deputy to represent the club at Annual and Special meetings
- (3) Application must be handed to the Administration Manager **seven (7)** days prior to the Annual meeting each year and must include as copy of the club constitution or rules if any alterations
- (4) The affiliation fee of \$10.00 (plus GST) must accompany the application
- (5) Upon affiliation, clubs are bound to accept all decisions of the League, Tribunal and Regional Appeals Board.

Life Members

6. The Board, by majority vote, may elect as a life member of the League to persons who have rendered special service to the League. Such members will be presented with a Life Members badge and shall be entitled to be admitted free of charge to any football match played under the control of the Board. They shall be entitled to attend the Annual General Meeting of the League but shall not be entitled to vote.

Entrance Fee and Annual Subscriptions

7. There shall be no entrance fee or annual subscription fee for Members of the Board or Life Members
8. The annual affiliation fee and or entrance fee for clubs will be decided by the Board prior to the Annual meeting

Register of Members

9. The Administration Manager shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members at the address of the League.

Resignation and Expulsion Of Members

10. (1) A member of the League who had paid all affiliation fees due may resign from the League by first giving **ONE month** notice in writing to the Administration Manager of his or its intention to resign and upon the expiration of that period of notice, and (in the case of a member club) subject to the approval of the **Victorian Country Football League**, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub clause (1), the Administration Manager shall make in the register of members an entry recording the date on which the member, by whom notice was given, ceased to be a member.
11. (1) **Subject to these rules, if the Board is of the opinion that a member:**
- (a) has refused or neglected to comply with these rules; or
 - (b) has been guilty of conduct unbecoming a member or prejudicial to the interests of the League.
- Then the Board may by resolution

- (c) suspend a member from membership of the league for a specified period; and or
- (d) fine a member in accordance with the Regulations; and/or
- (e) expel a member from the League

(2) A resolution of the Board under sub clause (1):

- (a) Does not take effect unless the Board at a meeting held not earlier than **14** and not later than **28 days** after the service on the member of a notice under sub-clause confirms the resolution in accordance with this clause; and
- (b) where the member exercises a right of appeal to the League under this clause does not take effect unless the League confirms the resolution in accordance with this clause

3. Where the Board passes a resolution under sub-clause (1) the Administration Manager shall as soon as practicable, cause to be served on the member a notice in writing:

- (a) setting out the resolution of the Board and the grounds on which it is based;
- (b) stating that the member may address the Board at a meeting to be held not earlier than **14** and not later than **28 days** after service of the notice
- (c) stating the date, place and time of that meeting
- (d) informing the member that he or it may do one or more of the following:-
 - (i) attend the meeting
 - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution
 - (iii) Not later than **24 hours** before the date of the meeting, lodge with the Administration Manager a notice to the effect that he or it wishes to appeal to the League in Special General Meeting against the Resolution.

4. At a meeting of the Board held in accordance with the sub-clause (2), the Board:

- (a) Shall give to the member an opportunity to be heard;
- (b) shall give due consideration to any written statement submitted by the member; and
- (c) shall by resolution determine whether to confirm or to revoke the resolution

5. Where the Administration Manager receives a notice under sub-clause (3), he shall notify the Board and the Board shall convene a Special General meeting of the league to be held within **21 days after the date on which the Administration Manger received the notice.**

6. At a Special General Meeting of the League convened under sub-clause (5):

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the member shall be given an opportunity to be heard; and
- (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

7. If at the Special General meeting:-

- (a) two thirds of the members vote in person or by proxy in favor of the confirmation of the resolution, the resolution is confirmed; and
- (b) in any other case, the resolution is revoked.

Removal of Member of Board of Management

12. (1) The League in Special General Meeting may by resolution remove any member of the Board before expiration of his term of office and appoint another member in his stead to hold the position until the expiration of the term of the first-mentioned member.
- (2) Where the member to whom a proposed resolution referred to in sub – clause (1) makes representation in writing to the Administration Manager or Chairman of the Board. (**not exceeding 14 days**) and requests that it be notified to the members of the League, the Administration Manager, or the Chairman of the Board may send a copy of the representations to each member of the League or, if they are not so sent, the member may require that they be read out at the meeting.
- (3) A member of the Board may resign by notice in writing to the Administration Manager and shall be deemed to have resigned if such member:
 - a) becomes an involuntary patient within the meaning of the Health Act (Victoria) 1986
 - b) is absent without leave from **four (4)** consecutive meetings of the Board and the Board so resolves
 - c) becomes associated with any affiliated club whether as a member official (executive or general committee) or player of that club.
- (4) For the purpose of these rules, the position of a Board member becomes vacant if the member:-
 - a) ceases to be a member of the League
 - b) becomes an insolvent under administration within the meaning of the Companies (Victoria) code; or
 - c) resigns his office by notice in writing given to the Administration Manager in accordance with these rules

Board of Management

13. (1) **The affairs of the League shall be managed by the Board of Management constituted as provided in Rule 14**
- (2) **The Board of Management:**
 - (a) shall control and manage the business and affairs of the League
 - (b) may, subject to these rules, regulations and the Act, exercise all such powers and functions that are required by these rules to be exercised by Special General meetings of the members of the League; and
 - (c) subject to these rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the League.
 - (d) May levy from affiliated clubs any moneys that the Board considers necessary for it to effectively carry on the business and affairs of the League and to require payment to it by such clubs of such fees and payments as it determines.
 - (e) Appoint such sub-committees as it may consider necessary from time to time for the conduct of the game of football among affiliated clubs. The Chairman of the Board ex officio shall be a member of all League sub-committees except the Independent Tribunal.

- (f) The Board may amend the by-laws of the League known as the League Regulations governing the affiliation of football clubs to the League and in governing in all respects the conduct of the game of Football by the football clubs so affiliated to the League.
- (g) May appoint an Auditor and such other functionaries (whether honorary or otherwise) as shall be considered necessary by the Board.

14. The Board of Management shall consist of seven (7) persons:

- (1) All of whom shall be honorary and shall be elected in accordance with Rule 17.b
- (2) Each elected Board member shall be elected for a period of **two (2)** years, with half such members to be elected each year.
- (3) In the event of a casual vacancy on the Board referred to in sub-clause (1) (a) the Board may appoint a person to the vacant position and the person so appointed may continue in the position until the expiration of the term of the position filled.

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

16. All Board members and officials properly appointed in accordance with these rules shall be indemnified from the funds of the League against the cost of any legal proceedings taken against them, in consequence of the performance of their duties, provided they have acted reasonably and in accordance with these rules.

Election Of Board of Management

17. (1) Nominations for election to the Board of Management shall be by way of application, and:

- (a) Shall be made in writing on the prescribed application form signed by two member clubs of the League and accompanied by the written consent of the candidate (which may be endorsed on the application form signed by two member clubs of the League and accompanied by the written consent of the candidate (which may be endorsed on the application form); and,
- (b) Shall be delivered to the Administration Manager of the League not less than **21** days before the date fixed for holding of the Annual General Meeting.

(2) The election for positions on the Board shall be conducted at the Annual General Meeting in a secret ballot of by each affiliated club President or proxy.

18. It is not necessary for a Board of Management candidate to be a current member of the League or a member of an affiliated club. However, if elected to the Board that person must cease to hold any official position as defined in these rules under rule 12 (3) (c).

Proceedings At Board of Management Meetings

19. (1) The Board shall meet at least monthly during the season.

(2) Meetings of the Board may be convened by the Chairman or by any **three (3)** of the members of the Board.

- (3) Reasonable notice shall be given to members of the Board of any Special Board meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) **Five (5)** of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board.
- (5) No business shall be transacted 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 shall stand adjourned to the same place at the same hour in the following week unless the meeting was a Special meeting in which case it lapses.
- (6) At meetings of the Board of Management:
 - (a) The Chairman or in his absence the Deputy Chairman shall preside; or
 - (b) If the Chairman and Deputy Chairman are absent, such one remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall determine on a show of hands or, if deemed by a member, by poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-committee appointed by the meeting (including the person presiding at the meeting) is entitled to **ONE vote.**

Administration Manager

20. There should be an Administration Manager of the League who shall carry out the functions designated in these rules and by the Board.
21. (1) The Administration Manager of the League shall be appointed by the Board on such salary, allowances and/or remuneration as the Board from time to time determines.
- (2) The Administration Manager shall retain office in accordance with the terms and conditions as agreed between the Administration Manager and the Board.
- (3) The Administration Manager is NOT eligible to be an elected member of the Board.
- (4) The Administration Manager shall cause to be kept minutes and resolutions of each Annual or Special General Meeting and of each Board Meeting, in books provided for that purpose, together with a record of the names of persons present at each meeting and is to provide a copy of such minutes to all members of the League within **seven (7)** days of the meeting.

Assistant Administration Manager

22. There should be an Assistant Administration Manager of the League who shall carry out the functions designated by the Board. The Assistant Administration Manager shall also be appointed under the rules 21 (1), (2) & (3) of this constitution.

Treasurer

23. (1) There should be a Treasurer of the League who shall carry out functions designated by these rules. The Treasurer shall also be appointed under rules 21 (1), (2) & (3) of this constitution.
- (2) The Treasurer of the League:
- (a) Shall collect and receive all moneys due to the League and make all payments authorized by the League and
 - (b) Shall keep correct accounts and books showing the financial affairs of the League with full details of all receipts and expenditure connected with the activities of the League.
- (3) The accounts and books referred to in sub-clause (2) shall be available for inspection by members.

Cheques

24. All cheques, drafts, bill of exchange, promissory notes and other negotiable instruments shall be signed by **any two** of the Chairman, Deputy Chairman or Treasurer or designated Board Members.

Seal

25. (1) The Common seal of the League shall be kept in the custody of the Administration Manager.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signature either of two members of the Board or one member of the Board and of the Public Officer of the League.

Annual General Meeting

26. (1) The League shall in each calendar year convene an Annual General Meeting of its members.
- (2) The Annual General Meeting shall be held on the **third Sunday in November**, or by a date in November approved by the Board.
- (3) The Annual General Meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the Annual General Meeting shall be:
- (a) To confirm the minutes of the last preceding Annual General Meeting.
 - (b) To receive from the Board reports upon transactions of the League during the preceding financial year.
 - (c) To elect the Board of Management of the League
 - (d) To receive and consider the statement submitted by the League in accordance with section 30(3) of the Act.
- (5) The Annual General Meeting may transact special business of which notice is given in accordance with these rules and received by the Administration Manager **(21) clear days** before the date of the Annual General Meeting.
- (6) The Annual General Meeting shall be in addition to any other Special General meeting that may be held in the same year.

Special General Meeting

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

28. (1) The Board may, whenever it thinks fit, convene a Special General meeting of the League.
- (2) The Board shall convene **at least (3)** Special General Meetings each year for the purpose of reporting on the progress of the League's activities.
- (3) The Board shall, however, on the requisition in writing of **at least (3)** member clubs convene a Special General Meeting of the League.
- (4) A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the member clubs making the requisition and to be sent to the Administration Manager and may consist of several documents in a like form, each signed by one or more of the member clubs making the requisition. The Administration Manager shall call by circular a Special General Meeting of the League, to be held within **seven (7)** days after receiving a written requisition as per Rule 28 (3) setting forth the object of such meeting. Any Special General Meetings shall be called by not less than **seventy two (72)** hours notice, in writing to each club.
- (5) If the Board does not cause a Special General Meeting to be held within **ONE** month after the date on which the requisition is sent to the address of the Administration Manager, the member clubs making the requisition or any of them, may convene a Special General meeting to be held not later than three **(3)** months after that date.
- (6) A Special General Meeting convened by member clubs in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the League to the person incurring the expenses.
- (7) However, notwithstanding the provisions of clause 33, in the event of a vote being required on the objects of a Special Meeting called under Clause 28 (3), the members of the Board, as a whole, shall only have **ONE** vote.
- (8) The veto of a Board's resolution requires a three quarter majority of clubs at a Special Meeting called under Rule 28 (3).

Notice of Meeting

29. (1) The Administration Manager of the League shall, at **least 14 days** before the date fixed for holding a Special or Annual General Meeting of the League, cause to be sent to each member of the League at their or its address appearing in the register of members, a notice by pre-paid post, fax or e-mail the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) No Business other than that set out in the notice convening the meeting shall be transacted at the meeting.

Proceedings at Annual General and Special General Meetings

- 30. (1)** All business that is transacted at a Special General Meeting and all that is transacted at the Annual General Meeting with the exception of that specially referred to in these rules as being the ordinary business of the Annual General Meeting shall be deemed to be special business.
- (2) No items of business shall be transacted at an Annual or Special Meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- (3) **Seven (7)** members present (being members entitled under these rules to vote at an Annual or Special General Meeting) constitute a quorum for the transaction of business of an Annual or Special meeting.
- (4) If within **half an hour** after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time (unless another place is specified by the Chairman at the time of adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within **half an hour** after the time of commencement of the meeting, the members present (being not less than three (3)) shall be a quorum.
- 31. (1)** The Chairman of the Board or in his absence the Deputy Chairman of the Board, shall preside as Chairperson at each Annual or Special General Meeting of the League.
- (2) The Chairman or the Deputy Chairman of the Board are absent from the meeting, the members present shall elect one of their number to preside as Chairman of the meeting.
- (3) The Chairman of the meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (4) Where a meeting is adjourned for **14 days or more**, a like notice of the adjourned meeting shall be given as in the case of the Annual or Special General Meeting.
- (5) Except as provided in sub-clause (3) and (4), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 32.** A question arising at an Annual or Special Meeting of the League shall 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 Chairman that a resolution has, on a show of hands, been carried, or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute book of the League is evidence of the fact, without proof of the number or proportion of the votes recorded in favor of, or against that resolution.

33. (1) upon any question arising at the Annual or Special General Meeting of the league, a member has **ONE** vote only.
- (2) All votes shall be given personally or by proxy.
- (3) In the case of an equality of voting on a question, the Chairman of the meeting is entitled to exercise a **second** or **casting vote**.
34. (1) If at any meeting a poll on any question is demanded by not less than **three (3)** members, it shall be taken at that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meetings as the Chairman may direct.
35. A member is not entitled to vote at any general meeting unless all moneys due and payable by him or it to the League have been paid.
36. Each member shall be entitled to appoint another member as his **proxy** by notice in writing given to the Administration Manager no later than **24 hours** before the time of the meeting in respect of which the proxy is appointed.

Notices

37. (1) A notice may be served by or on behalf of the League upon any member either personally or by sending it by post to the member at his or its address shown in the Register of Members.
- (2) Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post.

Alteration of Rules and Statement of Purpose

38. Any alteration to these Rules or the Statement of Purposes shall only be made at an Annual or Special meeting and on a vote of **three quarters** majority of members present.

Winding-Up or Cancellation

39. In the event of the winding-up or the cancellation of Incorporation of the League, the assets of the League shall be disposed of in accordance with the provisions of the Act.

Custody of Records

40. Except as otherwise provided in these Rules, the Administration Manager shall keep in his custody or under his control all books, documents and securities of the League.

Funds

41. The funds of the league shall be derived from finals, entrance fees, annual affiliations, donations and such other sources as the Board determines.

Football Competition Rules

- 42. (1)** the rules of the football competition shall be adopted at the Annual meeting each year and altered in accordance with sub-clause (2).
- (2)** The football competition rules may be altered at a meeting of the Board after **ONE month's** notice to clubs and on a simple majority.
- (3)** A club or clubs may make suggestions to the Board for the alteration of the football competition rules by notice in writing to be delivered to the Administration Manager at least **seven (7)** days before the next Board meeting and the club or clubs making the suggestions shall be invited to speak at the next Board meeting.
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