



**ASSOCIATIONS INCORPORATION ACT 1981**

**VICTORIAN COUNTRY FOOTBALL LEAGUE  
(INCORPORATED)**

**RULES**

**Amended 2009**

**STATEMENT OF RULES**

**VICTORIAN COUNTRY FOOTBALL LEAGUE  
(INCORPORATED)**

**1. DEFINITIONS AND INTERPRETATION**

**1.1 Definitions**

In these Rules unless inconsistent with the context or subject matter:

**"Act"** means to Associations Incorporation Act 1981;

**"Affiliated Body"** means a body affiliated to the VCFL in accordance with Rules 3.2(a) to (d);

**"Affiliation Fee"** means that fee payable by each affiliated body pursuant to Rule 3.3;

**"AFL"** means the Australian Football League;

**"business day"** means every Monday, Tuesday, Wednesday, Thursday and Friday not being a public holiday in Victoria;

**"Chief Executive Officer"** means the person appointed pursuant to these Rules;

**"Club"** means a club which participates in Australian Football competitions conducted by Affiliated Bodies;

**"Director"** means a director of the VCFL;

**"Eligible Body"** means a body eligible to apply for affiliation with the VCFL in accordance with Rule 3.2;

**"Financial Year"** means the year ending on 31 October;

**"general meeting"** means a meeting of the Members of the VCFL duly convened in accordance with these Rules;

**"Junior League"** means a football league or association that is an Affiliated Body and which conducts only under-age football competitions;

**"League/Association"** means each Senior League and Junior League;

**"Life Member"** means a member elected as such pursuant to these Rules;

**"Member"** means a Life Member or Ordinary Member who is recorded as such in the Register of Members;

**"Office Bearer"** means a board member, committee member, director, officer, administrator, employee or any other office holder or servant, whether remunerated or not;

**"Operations Manager"** means a person appointed as such by the Directors;

**"Ordinary Member"** means a member appointed as such pursuant to these Rules;

**"President"** means the person elected as such by the Directors pursuant to Rule 16.5;

**"Public Officer"** means the person who is for the time being the Public Officer of the VCFL

pursuant to Part V of the Act;

**"Register of Members"** means the register of Members kept in accordance with Rule 4;

**"Senior League"** means a football league or association that is an Affiliated Body and is not a Junior League;

**"Special Resolution"** means a resolution that is passed by a majority of not less than 75% of the total number of votes cast by Ordinary Members, whether in person or by proxy, at a general meeting of which not less than 21 days notice specifying the intention to propose the resolution as a special resolution was given in accordance with the Rules.

**"The Regulations"** means the Regulations (if any) made pursuant to the Act;

**"The Rules"** means these Rules;

**"Umpire Association"** means an association of football umpires that is an Affiliated Body;

**"VCFL"** means the Victorian Country Football League (Incorporated);

**"VCFL Area"** means a region referred to in Rule 3.1;

**"Vice President"** means the person elected as such by the Directors pursuant to Rule 16.5;

#### 1.2 **Interpretation: meaning of certain words**

In these Rules unless the contrary intention appears:

- (a) words importing the singular number include the plural number and vice versa;
- (b) words importing the masculine gender include the feminine gender and vice versa;
- (c) words importing persons include corporations, incorporated associations and unincorporated associations;
- (d) an expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has in any of these Rules that deals with a matter dealt with by that Part or Division unless the contrary intention appears the same meaning as in that Part or Division; and
- (e) words or expressions contained in these Rules shall be interpreted in accordance with the Interpretation of Legislation Act 1984 and the Act as in force from time to time.

#### 1.3 **Interpretation: headings.**

The headings to these Rules are not part of these Rules and shall not affect their meaning.

#### 1.4 **References to the Directors**

References in these Rules to any action or decision of the Directors means such action or decision taken by a quorum of Directors at a duly convened meeting of the Directors in accordance with these Rules.

**1.5 Model Rules not to apply**

The model rules prescribed under section 54 of the Act shall not apply to the VCFL.

**2. NAME**

The name of the incorporated association is the "Victorian Country Football League (Incorporated)".

**3. AFFILIATED BODIES**

**3.1 VCFL Areas**

The State of Victoria with parts of New South Wales and South Australia shall be divided into amalgamated areas to be known respectively as East, North East, North West/Central and South West or such other areas as may be determined by the Directors from time to time.

**3.2 Affiliation with the VCFL**

(a) All:

(i) Country Football leagues and associations which conduct a competition of the Australian game of Football within Victoria and in parts of New South Wales and South Australia; and

(ii) other country football associated bodies (including umpire associations),

in all such cases as determined by the Directors from time to time shall be considered to be Eligible Bodies that are eligible to be affiliated with the VCFL.

(b) Any Eligible Body may apply to be affiliated with the VCFL in writing in a form prescribed by the Directors from time to time and by delivery of same to the Chief Executive Officer.

(c) The Directors shall determine whether such application for affiliation shall be accepted and if so shall advise the terms upon which such applicant shall be granted affiliation.

(d) Upon an application for affiliation being approved by the Directors, the Chief Executive Officer shall notify the Secretary of the applicant Eligible Body that it has been granted affiliation subject to payment of the Affiliation Fee referred to in Rule 3.3(b) and subject to such other terms and conditions as may be determined by the Directors.

**3.3 Conditions of affiliation**

Each Affiliated Body upon becoming affiliated to the VCFL shall as a condition of affiliation and in addition and without limitation to any other terms and conditions of affiliation imposed by the Directors:

(a) faithfully observe and abide by these Rules and all decisions of the VCFL and rules formulated by the Directors in accordance with Rule 15.1(d) or otherwise; and

(b) pay to the VCFL a sum determined annually by the Directors, which shall be known as the Affiliation Fee, or such other sums as the Directors may from time to time determine.

### 3.4 **Use of Affiliation Fees**

The Directors shall in their absolute discretion utilise all Affiliation Fees for the general purposes of the VCFL or distribute such fees and the income therefrom as provided in these Rules.

### 3.5 **Domestic rules and regulations**

- (a) Affiliated Bodies shall formulate domestic rules and regulations relating to the Australian Football competitions conducted under their auspices provided that those rules are not inconsistent with these Rules and any other rules or determinations which may be made from time to time by the Directors.
- (b) Affiliated Bodies shall be subject to these Rules, have the right to manage and control their own competitions, including without limitation Clubs and players participating therein provided that any right of appeal provided by these Rules or rules made pursuant to Rule 15.1(d), is preserved to the fullest extent.

### 3.6 **Termination of affiliation**

- (a) The Directors may terminate the affiliation of any Affiliated Body immediately by notice in writing if such Affiliated Body contravenes or fails to observe or perform any of the terms and conditions of affiliation including without limitation payment of the Affiliation Fee when due.
- (b) The Directors shall terminate the affiliation of an Affiliated Body immediately by notice in writing if a general meeting determines by Special Resolution that such Affiliated Body has been guilty of conduct prejudicial to the interests of the VCFL, provided that not less than twenty-one (21) days prior written notice of such meeting shall have been given by the Chief Executive Officer to such Affiliated Body setting forth the substance of matters to be considered by the general meeting and provided that such Affiliated Body shall be entitled to appear or be represented before the general meeting and to make submissions relevant to the Special Resolution.
- (c) Any body that ceases to be an Affiliated Body shall have no claim whatsoever against the VCFL or any Member or Office Bearer of the VCFL or upon any monies, properties, credits or other assets of the VCFL.

## 4. **REGISTER OF MEMBERS**

The Chief Executive Officer shall keep and maintain a register of Members in which will be entered the full names and date of appointment or election of every Member, the class of membership to which he or she belongs and where applicable, the date of termination of membership. The Register of Members shall be available for inspection by Members at the address of the Public Officer by prior appointment.

## 5. **MEMBERSHIP**

### 5.1 **Classes of members**

The VCFL shall consist of the following classes of members:

- (a) Ordinary Members appointed pursuant to Rule 6;
- (b) Life members appointed pursuant to Rule 7; and
- (c) Such other class or classes of members as determined by the Directors from time to time.

The Directors may require an Affiliated Body that has appointed, or is permitted to appoint, a Member to the VCFL to be incorporated or undertake to become incorporated.

## **6. ORDINARY MEMBERS**

### **6.1 Eligibility for Ordinary Membership**

The Secretary/General Manager (or person in an equivalent position) of each Affiliated Body shall be entitled to be an Ordinary Member of the VCFL in accordance with the procedure set out in clause 6.2, provided that there shall at no time be more than one Ordinary Member nominated by or from the same Affiliated Body.

Each Ordinary Member may only register a vote in their capacity as a Member where the President of that Member's respective Affiliate Body (or person in an equivalent position) countersigns the voting papers.

### **6.2 Granting of Ordinary Membership**

Subject to clause 6.1 and 6.5, an Affiliated Body may, upon notice in writing from time to time, nominate its Secretary/General Manager (or person in an equivalent position) to become an Ordinary Member. Upon receipt of such a nomination, the Chief Executive Officer shall, if (and only if) there is not already an Ordinary Member that was nominated by that Affiliated Body, enter the name of the person so nominated in the Register of Members, and the person shall thereupon become an Ordinary Member.

### **6.3 Cessation of Ordinary Membership**

A person nominated by an Affiliated Body shall cease to be an Ordinary Member, and the Chief Executive Officer shall delete the person's name from the Register of Members, forthwith upon:

- (a) the person's nominating Affiliated Body ceasing to be a League/Association or an Affiliated Body;
- (b) the person giving notice in writing to the Chief Executive Officer of his or her resignation as an Ordinary Member;
- (c) the nominating Affiliated Body giving notice in writing signed by the Chair or President of that body (or person in an equivalent position) to the Ordinary Member nominated by that Affiliated Body should not be or shall cease to be an Ordinary Member, and nominating another person to be an Ordinary Member; or
- (d) the person ceases to be the Secretary/General Manager (or person in an equivalent position) of the relevant Affiliated Body.

### **6.4 Control by nominating League**

Each Affiliated Body which has nominated a person to be an Ordinary Member shall exercise control over such Ordinary Member and his or her activities as an Ordinary Member.

### **6.5 Rights of Ordinary Members**

- (a) An Ordinary Member admitted by the Directors pursuant to clause 6.2, or the Affiliated Body who has nominated that person as an Ordinary Member, must pay to VCFL at the time specified by VCFL such fees and levies as are determined by the Directors from time to time as being payable by Members.

- (b) Ordinary Members:
  - (i) may attend Annual General Meetings and have the right to speak at such meetings; and
  - (ii) have the voting rights described in clause 11.1.

## **7. LIFE MEMBERS**

- (a) The VCFL may at any Annual General Meeting elect not more than two Life Members from present or past Directors, or Secretaries or Chief Executive Officers of the VCFL, where such persons have rendered outstanding service to the VCFL and are nominated for Life Membership by the Directors. A Life Member shall be elected by a Special Resolution at an annual general meeting.
- (b) Life Members shall be entitled to attend but not vote at any general meetings.
- (c) All nominations of a person for Life Membership shall be lodged with the Chief Executive Officer at least thirty (30) days before the relevant annual general meeting at which the nominee may be elected.

## **8. MEMBERSHIP CONDITIONS**

### **8.1 Membership personal**

A right, privilege or obligation of a person by reason of his or her membership of the VCFL:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of his or her membership whether by death or resignation, cancellation or otherwise.

### **8.2 No claims**

In the event that:

- (a) any person retires from membership of the VCFL or their membership is otherwise terminated or elapses; or
- (b) an Ordinary Member nominated by a Affiliated Body retires or has their membership terminated or otherwise cancelled,

that person and/or Affiliated Body shall have no claim whatsoever against the VCFL or any Member or Office Bearer of the VCFL upon any monies, properties, credits or other assets of the VCFL.

## **9. GENERAL MEETINGS**

### **9.1 Annual general meeting**

The Directors shall, in each calendar year, convene an annual general meeting of the Members in accordance with the Act.

### **9.2 Time of annual general meeting**

The annual general meeting shall be held, on a day to be set by the Directors, no later than the seventh (7th) day of February in each year.

**9.3 Notice to specify that meeting is annual general meeting**

The notice given in accordance with Rule 9.8 of the convening of an annual general meeting shall expressly specify that the meeting is an annual general meeting.

**9.4 Annual general meetings of Leagues and Affiliated Bodies**

Each Affiliated Body shall conduct its annual general meeting before the annual general meeting of the VCFL in each year.

**9.5 Ordinary business of annual general meeting**

The ordinary business of an annual general meeting shall be to:

- (a) confirm the minutes of the last annual general meeting;
- (b) receive and to consider the statements submitted by the Directors in accordance with Section 30(3) of the Act;
- (c) receive reports from the Directors upon the transactions of the VCFL during the last financial year;
- (d) (d) announce the outcome of the election of Directors, as determined earlier by postal vote under Rule 13.2;
- (e) determine the remuneration to be paid to Directors;
- (f) consider nominations for Life Members;
- (g) appoint an auditor; and
- (h) transact any other business which under these Rules or by the provisions of the Act ought to be or may be transacted at an annual general meeting.

**9.6 Directors may convene special general meeting**

Any four (4) Directors acting together may convene a special general meeting whenever they think fit.

**9.7 Ordinary Members may requisition a special general meeting**

- (a) The Directors shall, on the requisition in writing of Ordinary Members that together are entitled to cast not less than thirty per cent (30%) of the total number of votes that may be cast by all Ordinary Members, convene a special general meeting of the VCFL.
- (b) The requisition for a special general meeting shall:
  - (i) state the objects of the meeting;
  - (ii) be signed by the Ordinary Members making the requisition;
  - (iii) be sent to the Chief Executive Officer; and
  - (iv) may consist of several documents in a like form, each signed by one or more of the Ordinary Members making the requisition.
- (c) If the Directors do not cause a special general meeting to be held within twenty-one (21) days after the date on which the requisition is sent to the address of the Chief Executive Officer, the Ordinary Members making the requisition, or any of them, may convene a special general meeting to be held not later than three months after that

date.

- (d) A special general meeting convened by Ordinary Members pursuant to the preceding Rule 9.7(c) shall be convened, as nearly as possible, in the same manner as that in which general meetings are convened by the Directors, and all reasonable expenses incurred in convening the meeting shall be refunded by the VCFL to the persons incurring the expenses.

**9.8 Notice period for convening general meetings**

- (a) Subject to the following Rule 9.8(b), not less than 14 days' notice of a general meeting shall be given to the Members.
- (b) Where it is proposed to pass a Special Resolution, not less than 21 days' notice of a general meeting shall be given to Members.

**9.9 Contents of notice**

A notice of a general meeting shall:

- (a) specify the place, date and hour of meeting;
- (b) in the case of special business, specify the general nature of that business; and
- (c) in the case of an election of Directors pursuant to the procedure set out in Rule 13.2, specify the names of the candidates for election and be accompanied by the voting paper to be completed by the Ordinary Member."

**9.10 Failure to give notice**

The accidental omission to give notice of any general meeting to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

**10. PROCEEDINGS AT GENERAL MEETINGS**

**10.1 Special Business**

All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to in Rule 9.5 as being the ordinary business of the annual general meeting shall be deemed to be special business.

**10.2 Quorum for general meeting**

A quorum for a general meeting shall be that number of persons, each being an Ordinary Member present in person or by proxy, that are entitled to cast not less than thirty per cent (30%) of the total number of votes that may be cast by all Ordinary Members. No items of business shall be transacted at any general meeting unless the requisite quorum is present in person or by proxy during the time when the meeting is considering that item.

**10.3 Chairman of general meeting**

The President, or in his or her absence the Vice President, shall preside as chairman at every general meeting of the VCFL, or, if there is no such President or Vice President, or if at any general meeting neither the President nor Vice President are present at the time appointed for holding the meeting or willing to act, the Director or Directors present may choose a Director (other than the President or Vice President) as chairman. If no Director is present or if all Directors present decline to take the chair, the Ordinary Members present shall choose one of their number to be chairman of the general meeting.

**10.4 If quorum absent**

If at the expiration of half an hour from the time appointed for a general meeting a quorum is not present, the meeting if convened upon a requisition of Ordinary Members under Rule 9.7 shall be dissolved; but in any other case it shall stand adjourned to such other day, time and place as the Directors may by notice to the Members appoint, but failing such appointment, then to the same day in the next week at the same time and place as the meeting adjourned.

**10.5 Dissolution of adjourned general meeting if quorum absent**

If at any adjourned general meeting a quorum is not present at the expiration of half an hour from the time appointed for that adjourned general meeting, then the meeting shall be dissolved.

**10.6 Chairman to have casting vote**

In the case of an equality of votes at any general meeting the chairman of the meeting shall have a casting vote.

**10.7 Voting: show of hands or poll**

At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded:

- (a) by the chairman;
- (b) by at least 5 Ordinary Members, present in person or by proxy, having the right to vote at the meeting; or
- (c) by any Ordinary Member or Ordinary Members, present in person or by proxy, who are together entitled to not less than one-tenth of the total voting rights of all the Ordinary Members present in person or by proxy having the right to vote at the meeting.

**10.8 Questions decided by majority**

Subject to the requirements of the Act and of these Rules in relation to Special Resolutions, a resolution shall be taken to be carried if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution exceeds one half.

**10.9 Declaration by chairman that resolution carried**

A declaration by the chairman that a resolution has on a show of hands been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the book of proceedings of the VCFL shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**10.10 Conduct of poll**

If a poll has been demanded under Rule 10.7, it shall be taken in such manner and at such time and place as the chairman of the general meeting directs, and either at once or after an interval or adjournment or otherwise. The result of the poll shall be deemed to be the resolution of the general meeting at which the poll was demanded. A poll demanded on the election of a chairman of a general meeting or on the question of the adjournment of a general meeting shall be taken forthwith. The demand for a poll may be withdrawn.

**10.11 Continuation of meeting notwithstanding poll**

The demand for a poll shall not prevent the continuance of the meeting or the transaction of any business other than the question on which a poll has been demanded.

**10.12 Members' right to ask questions and make comments at annual general**

The chairman of an annual general meeting must allow a reasonable opportunity for the Members at the annual general meeting to:

- (a) ask questions about or make comments on the affairs and activities of the VCFL; and
- (b) to ask the VCFL's auditor questions relevant to the conduct of the audit and the preparation of the audit report.

**10.13 Adjournment of general meeting**

- (a) The chairman of a general meeting may with the consent of the meeting, and shall if so directed by the meeting, adjourn the same 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.
- (b) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (c) Except as provided in Rule 10.13(b), it is not necessary to give notice of an adjournment or of the business to be transacted at any adjourned meeting.

**11. VOTES OF ORDINARY MEMBERS**

**11.1 Number of votes**

On a show of hands and on a poll at a general meeting, and for the election of Directors under Rule 13.2, every Ordinary Member present in person or by proxy, or by postal vote(as the case may be), shall (subject to Rule 11.3) have the following votes:

- (a) an Ordinary Member nominated by a Senior League: 4 votes.

an Ordinary Member nominated by a Junior League: 2 vote .

- (c) an Ordinary Member nominated by an Umpire Association: 1 vote .

**11.2 Exercising votes**

All votes of a Member shall be cast together and once only in respect of any resolution, and may not be exercised in part. For the avoidance of doubt, each Ordinary Member shall only be entitled to vote once on each motion, resolution or other item of business, and that vote will be assigned the appropriate value referred to in clause 11.1 (for example, where an Ordinary Member nominated by a Senior League votes, that Member shall vote only once on the applicable motion, resolution or other item of business, but that vote shall be counted four times).

**11.3 Entitlement to vote**

An Ordinary Member is not entitled to vote at any general meeting unless:

- (a) the Ordinary Member, or another person appointed as such by the Affiliated Body responsible for the appointment of that Ordinary Member, was an Ordinary Member on the date of the notice convening the general meeting; and
- (b) all moneys due and payable by the Affiliated Body responsible for his or her appointment have been paid to the VCFL.

**11.4 Chairman to determine disputes re votes**

In the case of any dispute as to the admission or rejection of a vote the chairman of the meeting may determine the dispute and such determination made in good faith shall be conclusive.

**11.5 Objections to qualification to vote**

No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting whose decision made in good faith shall be final and conclusive.

**12. PROXIES**

**12.1 Right to appoint proxy**

An Ordinary Member who is entitled to attend and vote at a general meeting of the VCFL is entitled to appoint one other person whether a Member or not as his or her proxy to attend and vote instead of the Ordinary Member at the meeting. A proxy has the same right to speak at a meeting as his or her appointor would have had if personally present.

**12.2 Appointment of proxy to be in writing**

An instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing and may contain directions as to the manner in which the proxy shall vote in respect of any particular resolution or resolutions.

**12.3 Proxy form to be lodged with the Chief Executive Officer before meeting**

An instrument appointing a proxy and the power of attorney (if any) under which it is signed shall be delivered to the Chief Executive Officer not less than two business days before the time scheduled for commencement of the meeting at which the person named in such instrument purports to vote in respect thereof.



**13.2 Directors to be elected by Ordinary Members in general meeting.**

Subject to Rule 13.5, the procedure for the election of Directors shall be as follows:

- (a) There shall be an election of Directors annually for a three year term.
- (b) Each Director shall retire at the Third Annual General Meeting following the date of their election by Members.
- (c) Where the number of candidates (including retiring Directors offering themselves for re-election) is equal to or less than the number of vacated offices to be filled, the candidates shall be deemed to have been elected or re-elected, as the case may be. If this situation arises, it is unnecessary to conduct an election under this Rule.
- (d) Where the number of candidates exceeds the number of vacated offices to be filled, then a postal vote of Ordinary Members entitled to vote shall be conducted in accordance with the provisions of Rule 13.2(d) to (l).
- (e) A postal vote shall be conducted by providing to each Ordinary Member a voting paper with the notice convening the general meeting, such notice which must include:
  - (i) the number of vacancies for which there shall be a vote;
  - (ii) the date upon which voting shall close (which shall be no later than 48 hours before the time and date set down for the applicable general meeting);
  - (iii) a return address for the posting of votes, such address being the address of the independent person appointed by the Directors pursuant to this clause 13.2(e) below; and
  - (iv) a voting paper which sets out the name of each candidate and a box opposite each name.

At the same time as issuing the voting paper, the Directors must appoint an independent person as a scrutineer for the vote, the terms of such appointment which shall be determined by the Directors from time to time, but which must include provisions which require the independent person:

- (v) to notify the Directors 7 days prior to the closing of the vote of those Ordinary Members that are yet to return the voting paper by that date; and
- (vi) to do those things referred to as being done by that person under this clause 13.2.
- (f) An Ordinary Member may vote (and shall only lodge a valid vote) by placing as many marks as there are vacancies in the boxes opposite the names of those candidates for whom the Ordinary Member wishes to vote.
- (g) Once the voting paper has been completed, it must be sent or delivered to the offices of the independent person as nominated by the Directors pursuant to clause 13.2(e), so that he or she receives the voting paper no later than 48 hours before the time and date set down for the general meeting. Any postal vote received after this time shall be disregarded in the counting of votes. The independent person appointed by the Directors shall be responsible for the counting of votes as provided in this rule 13.2 and must advise the Chief Executive Officer of the outcome as soon as is reasonably practicable.
- (h) Every voting paper which shows more votes than the exact number of vacancies to be filled, shall be invalid and shall be disregarded in the counting of votes

- (i) The candidates who have received the highest number of votes shall be elected to the extent of the vacancies to be filled.
- (j) If the filling of a vacancy cannot be determined because two or more candidates have received an equal number of votes, then the Chairman of the general meeting shall by lot, elect one or more of the candidates for the remaining vacancy or vacancies by such method as the Chairman shall, in his discretion determine.
- (k) The outcome of the election of Directors shall be announced at the general meeting convened in the notice accompanying the voting paper.
- (l) Subject to compliance with the provisions contained in this Rule 13.2, the Chairman of the general meeting shall determine conclusively all other questions concerning the procedure for the election of Directors

### 13.3 **Nomination of candidates for election as Directors**

- (a) A natural person may be nominated for election as a Director by:
  - (i) an Affiliated Body;
  - (ii) the Directors; or
- (b) An Affiliated Body may nominate only one person for election as a Director at an election of Directors.
- (c) Nominations by an Affiliated Body of a person for election as a Director shall be:
  - (i) made in writing;
  - (ii) duly authorised and signed by the chairman or secretary of the Affiliated Body nominating the candidate;
  - (iii) accompanied by the written consent of the candidate; and

delivered to the Chief Executive Officer not more than 30 days after the date of the notice referred to in Rule 13.4.

Each Affiliated Body shall consider the following when nominating a person for election of Director:

- o Skills and expertise relevant to football including understanding of community needs, strategic thinking, planning, leadership skills, management, finance, law, risk management and decision making.

### 13.4 **Notification to Members of proposed election of Directors**

At least 30 days before the date of the issue of a notice to convene a general meeting (including an annual general meeting) at which the announcement of the election of directors is to be made, the Chief Executive Officer shall advise all Affiliated Bodies in writing that:

- (a) in 60 to 90 days (the exact date to be fixed by the Directors and notified in the notice convening the general meeting) a general meeting of the VCFL will be held, with a purpose being to announce those persons who were, pursuant to Rule 13.2, elected as Directors by postal vote before the general meeting;
- (b) each Affiliated Body may nominate a natural person as a candidate for election as Director, an

- (c) nominations of candidates for election as Directors must be received by the Chief Executive Officer within 30 days of the notice given by the Chief Executive Officer in accordance with this Rule 13.4. Any nomination received after this time is invalid and the nominated candidate will be ineligible to stand for election.”

**13.5 Casual vacancies**

The Directors shall have power at any time and from time to time to appoint any natural person as a Director either to fill a casual vacancy or as an addition to the Directors but so that the total number of Directors shall not at any time exceed the maximum number fixed in accordance with Rule 13.1. Any Director so appointed shall retire from office at the time that the Director that he or she replaces (if any) would have been required to retire in accordance with these Rules, or otherwise as determined by the Directors, and shall be eligible for re-election.

**13.6 Resignation of Directors**

A Director may resign from his or her office upon giving notice in writing to the Chief Executive Officer of his or her intention so to do.

**13.7 Expense allowances of Directors.**

- (a) The Directors shall be paid out of the funds of the VCFL:
  - (i) their reasonable travelling and accommodation expenses incurred in consequence of their attendance at meetings of Directors, and otherwise in the execution of their duties as Directors; and
  - (ii) an allowance, to be determined by the Ordinary Members at annual general meetings.
- (b) In addition to any amount determined in accordance with Rule 13.7(a), the President shall be paid out of the funds of the VCFL an allowance to be determined by the Directors from time to time.

**13.8 Limited ability of Directors to act during vacancies**

The continuing Directors may act notwithstanding any vacancy in their body; but if and for so long as the number of Directors is less than four (4), the Directors shall not act except in emergencies or for the purpose of filling up vacancies or of convening a general meeting.

**13.9 Vacation of office of Director: automatic**

The office of a Director shall immediately and automatically be vacated if he or she:

- (a) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (b) is absent without the consent of the Directors from three consecutive meetings of the Directors;
- (c) resigns his or her office in accordance with Rule 13.6;
- (d) having been an executive officer or employee of the VCFL or an Office Bearer of any League/Association, Affiliated Body or Club at the time of his or her election as a Director, fails to resign from all such offices and positions within seven (7) days of his or her election as a Director (in which case the candidate for the position of Director who received the next highest number of votes at the relevant election shall become a

Director as if elected at the relevant election);

- (e) becomes an executive officer or employee of the VCFL or an Office Bearer of any VCFL Region, League/Association, Affiliated Body or Club at any time after becoming a Director;
- (f) retires from office under the provisions of Rule 14.1 or Rule 14.2;
- (g) is removed under the provisions of Rule 13.10 or Rule 14.5; or
- (h) otherwise ceases to be a Director by virtue of the Act or these Rules.

#### **13.10 Suspension of Director guilty of prejudicial behaviour**

If the conduct or position of any Director shall be such that his or her continuance in office appears to a majority of the other Directors to be prejudicial to the interests of the VCFL, it shall be lawful for a majority of the Directors at a meeting of the Directors specially convened for that purpose to suspend such Director and the Directors shall within 14 days thereafter proceed to call a general meeting at which the Ordinary Members may if they think fit and by ordinary resolution confirm such suspension and remove such Director from office or annul such suspension and reinstate such Director in his or her office.

### **14. RETIREMENT OF DIRECTORS**

#### **14.1 Retiring Director eligible for re-election**

A retiring Director shall automatically be eligible for re-election without any need to be nominated.

#### **14.2 Retiring Director stays for meetings**

A retiring Director shall retain office until the dissolution or adjournment of the general meeting at which he or she retires.

#### **14.3 Election of Directors by general meeting**

At any annual general meeting at which the Directors retire the Ordinary Members may fill up all or any of the vacated offices by electing a like number of persons to be Directors.

#### **14.4 Director may continue if place not filled**

If at any annual general meeting at which an election of Directors ought to take place under Rule 14.5 the place of any Director retiring is not filled up, he or she shall if willing continue in office until the next annual general meeting and so on from year to year until his or her place is filled up, unless it shall be determined at such meeting to reduce the number of Directors in office or unless a resolution for the re-election of such Director has been put to the meeting and lost.

#### **14.5 Removal of Directors by Special Resolution**

A general meeting may remove any Director before the expiration of his or her period of office by Special Resolution, and on due notice may by ordinary resolution appoint another qualified person in his or her stead. The person so appointed shall retire from office at the time that the removed Director would have been required to retire in accordance with these Rules, and shall be eligible for re-election.

**15. POWERS AND DUTIES OF DIRECTORS**

**15.1 Directors have powers of the VCFL**

Subject to the Act and to these Rules, the management of the business of the VCFL shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the VCFL is authorised or permitted to exercise and do and as are not hereby or by statute directed or required to be exercised or done by the VCFL in general meeting and in particular:

- (a) shall control and manage the business and affairs of the VCFL;
- (b) may, subject to these Rules, the Regulations and the Act, exercise all such powers and functions as may be exercised by the VCFL;
- (c) subject to these Rules, the Regulations and the Act, has power to perform all such acts and things as appear to the VCFL to be essential or desirable for the proper management of the affairs of the VCFL; and
- (d) without limitation to the foregoing, may make rules and regulations from time to time regulating the conduct of Affiliated Bodies in respect of player and Club permits, clearances, transfers, appeals, competitions, marketing and all matters relevant to the conduct of the VCFL. Any alterations or additions made to such rules and regulations shall, unless otherwise determined by the Directors, come into effect fourteen (14) days after the resolution of the Directors.

**15.2 Directors may exercise VCFL's power to borrow**

Without limiting the generality of Rule 15.1 hereof, the Directors may exercise all the powers of the VCFL to borrow money, to charge any property or business of the VCFL or give any security for a debt, liability or obligation of the VCFL or of any other person and may exercise all the powers of the VCFL in relation to any official seal for use outside the State.

**15.3 Directors may appoint attorney or agent**

The Directors may, by resolution, power of attorney under seal or other written instrument, appoint any person or persons to be attorney or agent of the VCFL for such purposes, with such powers, authorities and discretions being powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit. Any such appointment may be on such terms for the protection and convenience of persons dealing with the attorney or agent as the Directors think fit and may also authorise the attorney or agent to delegate all or any of the powers, authorities and discretions vested in him or her.

**15.4 Members' power to over-rule Directors**

Notwithstanding the powers vested in the Directors by these Rules, the Ordinary Members may by Special Resolution annul, rescind, amend or otherwise alter any decision made or resolution passed by the Directors that has the effect, directly or indirectly, of putting at material risk or materially adversely affecting the terms of the VCFL's affiliation with any Victorian football body that has material control or influence over the VCFL.

## **16. PROCEEDINGS OF DIRECTORS**

### **16.1 Meetings of directors and quorum for same**

- (a) The Directors may meet together for the dispatch of business, and may adjourn and otherwise regulate their meetings as they think fit. That number of persons each of whom is a Director that is not less than one-half of the total number of Directors in office shall be a quorum. A Director having a Pecuniary Interest within the meaning of Rule 30 hereof shall not be counted in a quorum.
- (b) The President or any two (2) Directors may at any time, and the Chief Executive Officer shall on the request of the President or of any two (2) Directors, convene a meeting of the Directors.
- (c) Without limiting the discretion of the Directors to regulate their meetings under Rule 16.1(a), the Directors may, if they think fit, confer by radio, telephone, closed circuit television or other electronic means of audio or audio-visual communication, and a resolution passed by such a conference shall, notwithstanding the Directors are not present together in one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which the conference was held. The provisions of these Rules relating to proceedings of Directors apply so far as they are capable of application and mutatis mutandis to such conferences.

### **16.2 Notice of meetings of Directors**

Notice of every Directors' meeting shall be given to each Director who is within Australia but it shall not be necessary to give such notice to any Director or Alternate Director who is outside Australia.

### **16.3 Votes at meetings of Directors**

Questions arising at any meeting of the Directors shall be decided by a majority of votes and, subject to the provisions of Rule 30 hereof, each Director shall have one vote.

### **16.4 No casting vote for chairman of Directors**

In case of an equality of votes the chairman of the meeting shall not have a second or casting vote.

### **16.5 President and Vice President**

The Directors may elect a President. The Directors may also elect a Vice President who in the absence of the President at a meeting of the Directors shall exercise all the powers and authorities of the President. If no President or Vice President is elected or if at any meeting the President or Vice President is not present within half an hour of the time appointed for holding the same, the Directors present shall choose one of their number to be chairman of such meeting. The President and the Vice President shall hold office until otherwise determined by the Directors or until they cease to be Directors, provided that when a Director who is the President or Vice President retires at an annual general meeting and is reappointed or re-elected as a Director at such meeting, he or she shall not for that reason alone cease to be the President or Vice President as the case may be.

**16.6 Quorum empowered to exercise powers of Directors**

A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities powers and discretions by or under these Rules for the time being vested in or exercisable by the Directors generally.

**16.7 Committees of Directors**

The Directors may delegate any of their powers to committees consisting of such member or members of their number, and of such other persons, as they think fit and may from time to time revoke such delegation. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Directors. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors (with such modifications as the circumstances require) so far as the same are not inconsistent with any regulations made by the Directors. Where a committee consists of two or more members, a quorum shall be any two members or such larger number as the committee itself determines.

**16.8 Defects in appointment or qualification of Director**

All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of a Director or of the committee or of the person acting as aforesaid or that any Director was disqualified or not entitled to vote be as valid as if every such person or committee had been duly appointed and every Director was qualified and entitled to vote.

**16.9 Written resolution approved by all Directors same as majority vote at meeting**

A resolution in writing approved by all the Directors entitled to receive notice of a meeting of Directors being not less than the number of Directors required to constitute a quorum shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such approval may be in writing or may be by telex or by facsimile to the Office, or may be oral, and may be communicated by telephone to the President. A statement in writing by the President that such an approval has been communicated to him shall be prima facie evidence thereof. An approval given by an Alternate Director need not also be given by his or her appointor and, if given by a Director who has appointed an Alternate Director, need not be given by the Alternate Director in that capacity.

**16.10 Further provisions regarding written resolutions**

Without limiting the generality of Rule 16.9:

- (a) if all the Directors have signed a document containing a statement that they are in favour of a resolution of the Directors in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director;
- (b) for the purposes of Rule 16.10(a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents; and

- (c) a reference in Rule 16.10(a) to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

## **17. INVESTIGATION COMMITTEE AND JUNIOR COMMITTEE**

### **17.1 Directors to appoint Investigation Committee**

- (a) The Directors shall appoint not less than five (5) persons, a majority of whom must be Directors, who will act as the Investigation Committee.
- (b) Any vacancy occurring amongst the Investigation Committee may be filled by the Directors.

### **17.2 Powers of Investigation Committee**

The Investigation Committee shall have the power to investigate matters referred to it by the Directors or by a general meeting in relation to affiliation or other matters.

- (b) If prior approved in writing by the Directors from time to time, an Area Manager of the VCFL in conjunction with the Operations Manager of VCFL may refer matters pertaining to their VCFL area to the Investigation Committee.

## **18. CHIEF EXECUTIVE OFFICER**

### **18.1 Appointment**

The Directors shall appoint the Chief Executive Officer and approve the appointment of other employees as deemed necessary from time to time to conduct the business affairs of the Victorian Country League.

### **18.2 Chief Executive Officer to be secretary and Public Officer**

The Chief Executive Officer shall, unless the Directors otherwise determine, be the secretary and Public Officer of the VCFL for the purposes of the Act.

### **18.3 Powers of Chief Executive Officer**

The Directors may from time to time entrust to and confer upon a Chief Executive Officer for the time being such of the powers exercisable under these Rules by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient. The Directors may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers. Notwithstanding anything contained herein every Chief Executive Officer shall at all times and in all respects be subject to the control of the Directors.

## **19. DISPUTES AND MEDIATION**

- (1) The grievance procedure set out in this Rules applies to disputes under these Rules between:-
  - (a) a Member and another Member; or
  - (b) a Member and the VCFL.
- (2) The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.

- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a Mediator.
- (4) The Mediator must be:-
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement, a person appointed by the Chief Executive Officer.
- (5) A Member of the Directors can be a Mediator, provided the Member so appointed is not a party to the dispute.
- (6) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (7) The Mediator, in conducting the mediation, must:-
  - (a) give the parties to the mediation process a reasonable opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statements submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (8) The Mediator must not determine the dispute.
- (9) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **20. TREASURER**

### **20.1 Appointment**

The Treasurer of the VCFL shall be appointed by the Directors for such term, and upon such terms and conditions, as the Directors determine.

### **20.2 Duties**

The duties of the Treasurer shall be:

- (a) to collect and receive all monies due to the VCFL and make all payments authorised by the Directors;
- (b) to keep correct accounts and books showing the financial affairs of the VCFL with full details of all receipts and expenditure connected with the activities of the VCFL; and
- (c) such other duties as the Directors may determine.

### **20.3 Inspection of accounts and books by Directors**

The accounts and books referred to in Rule 20.2(b) shall be available for inspection by Directors upon appointment with the Chief Executive Officer.

**21. MINUTES**

**21.1 Minutes of all proceedings to be kept**

The Directors shall cause minutes of all proceedings of general meetings and of the Directors (including committees) to be duly entered in books kept for the purpose in accordance with the requirements of the Act.

**21.2 Inspection of minutes of general meetings**

Books containing the minutes of proceedings of general meetings shall be open for inspection by any Member without charge upon appointment with the Chief Executive Officer.

**22. ALTERATION OF THESE RULES AND PURPOSES**

These Rules and Statement of Purposes of the VCFL shall not be altered except by Special Resolution.

**23. FINANCE**

**23.1 Source of funds**

The Funds of the VCFL shall be derived from Affiliation Fees, subscriptions, donations and other such sources as the Directors determine.

**23.2 Application of funds**

The income and property of the VCFL wheresoever derived shall be applied towards the promotion of its purposes as set forth in its Statement of Purposes and no portion thereof shall be paid nor transferred directly or indirectly by way of bonus, gratuity or otherwise to any Member or Office Bearer provided however that nothing herein shall prevent payment or remuneration in good faith to any Member or Office Bearer or other person in return for any services actually rendered to the VCFL.

**23.3 Banking**

All moneys of the VCFL shall as soon as received be paid into such account as the Directors may from time to time determine.

**23.4 Signing of Cheques and Authority for Electronic Banking**

All cheques drawn on such account shall be signed by any two of the President, Vice President, Chief Executive Officer or Treasurer.

All electronic banking transactions shall be approved by the appropriate electronic banking security processes from any two of the President, Vice President, Chief Executive Officer or Treasurer.

**24. COMMON SEAL**

**24.1 Custody of Seal**

The common seal of the VCFL shall be kept in the custody of the Chief Executive Officer.

**24.2 Use of Seal**

The common seal shall not be affixed to any instrument except by the authority of the Directors and the affixing of the common seal shall be attested by the signature either of two Directors or one Director and the Chief Executive Officer.

**25. BOOKS AND RECORDS**

Except as otherwise provided in these Rules the Chief Executive Officer shall keep in his or her custody or under his or her control all books, documents and securities of the VCFL.

**26. SURPLUS ASSETS**

If, upon the dissolution or winding up of the VCFL there remains after satisfaction of all of its debts and liabilities, any property whatsoever, the same shall not be paid or distributed amongst the Members or Directors of the VCFL but, if and so far as it can be done, shall be given or transferred to some other institution or institutions, body or bodies having purposes or objectives similar to the purposes of the VCFL to be determined by the Members and Directors of the VCFL at or before the time of dissolution or winding up and in default thereof, by a Judge of such Court in Victoria as may have or acquire jurisdiction in the matter.

**27. AUDIT**

**27.1 Appointment of auditor**

An auditor shall be appointed by the Ordinary Members at the annual general meeting.

**27.2 Accounts to be examined**

Once annually the accounts of the VCFL shall be examined by the auditor, who shall certify as to the truth and fairness of the balance sheet, profit and loss account accompanying the accounts and schedules to be submitted to the annual general meeting.

**27.3 Limitations on auditor**

No person carrying out the duties of auditor shall be a Member of the VCFL, or be a person who is interested otherwise in any transactions of the VCFL.

**28. LAWS OF THE GAME**

Each League/Association shall adopt the laws of the game of Australian Football as defined from time to time by the Australian Football League.

**29. PECUNIARY INTEREST**

**29.1 Declaration required**

At any meeting of the Directors or any committee or at any general meeting a Director, Member or employee, consultant or agent of the VCFL ("staff") shall disclose on the form prescribed from time to time by the Directors and in respect of any item listed on the agenda for that meeting if he or she has a Pecuniary Interest, whether direct or indirect, in any such item.

**29.2 Contents of declaration**

A declaration of Pecuniary Interest by a Director, Member or staff in the prescribed form shall include the following: the name of any company, trust, partnership, association or other body in which the Director, Member or staff, or a member of his or her family, holds a beneficial and/or legal interest which he or she considers might appear to raise a material conflict between his or her private interest and his or her duty as a Director, Member or staff of the VCFL.

**29.3 Obligations at meetings**

- (a) Where the Director, Member or staff is present at a meeting he or she must disclose his or her interest in the item of the agenda before consideration or discussion of that item. Where the Director, Member or staff will not be in attendance at the meeting he or she must disclose his or her interest to the VCFL Chief Executive Officer before the meeting.
- (b) The Director, Member or staff may (but need not) remain in the room during consideration of the item and may take part in the consideration and discussion but may not move or second or vote on the motion in respect of that item.
- (c) When a vote is taken on the item in which the Director, Member or staff has an interest the Director, Member or staff must leave the room and remain outside of hearing and view of the room. When leaving the room the Chairman of the meeting must be notified. The disclosure must be recorded in the minutes.

**29.4 Recording**

The Chief Executive Officer shall record in the minutes:

- (a) The declaration of Pecuniary Interest in the agenda item and the nature thereof; and
- (b) When the Director, Member or staff leaves the meeting and when he or she returns.

**30. INSPECTION OF RECORDS**

Subject to Rule 21.2, the Directors shall determine whether and to what extent, and at what time and places, and under what conditions the accounting records and other documents of the VCFL will be open to the inspection of Members other than Directors, and a Member does not except as provided by law or authorised by the Directors have the right to inspect or to require or receive any information or to require discovery of any record or document of the VCFL or any information respecting any detail of the VCFL's affairs including any matter which is or may be in the nature of a trade secret or confidential information relating to the conduct of the business of the VCFL.

**31. NOTICES**

**31.1 Method of service of notices**

A notice may be served by the VCFL upon any Member by any of the following methods:

- (a) by serving it upon the Member personally;
- (b) by leaving it at the Member's address as recorded in the Register of Members;
- (c) by sending it by post in a prepaid letter, envelope or wrapper addressed to the Member at the Member's address as recorded in the Register of Members; or
- (d) by sending it by facsimile transmission or email to a facsimile number or email address

nominated by the Member for the purpose of serving notices upon the Member.

**31.2 Time of service by post**

Any notice sent by post shall be deemed to have been served on the second business day following that on which the letter, envelope or wrapper containing the same is posted as aforesaid and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office or other public postal receptacle. A certificate in writing signed by the Chief Executive Officer or other officer of the VCFL that the letter envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.

**31.3 Time of service by facsimile transmission**

Any notice sent by facsimile transmission shall be deemed to have been served at the time that the facsimile is transmitted and in proving such service it shall be sufficient to prove that the facsimile was properly addressed and transmitted. A certificate in writing signed by any Director, Chief Executive Officer or other officer of the VCFL that the facsimile was so addressed and transmitted (or alternatively, evidence of the facsimile or email transmission produced by the facsimile machine or relevant email server) shall be conclusive evidence thereof.

**32. INDEMNITY**

To the maximum extent permitted by law, the VCFL shall indemnify and keep indemnified every Member, Director, Public Officer, Chief Executive Officer, member of any Committee appointed pursuant to these Rules, Treasurer or Operations Manager out of the property of the VCFL against all actions, claims, suits, judgments, liabilities, damages, demands, losses, costs, charges and expenses (including legal expenses) whatsoever which he or she may directly or indirectly incur or be put to as a Member, Director, Public Officer, Chief Executive Officer, member of any Committee appointed pursuant to these Rules, Treasurer or Operations Manager of the VCFL.

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