

BLACK DIAMOND AUSTRALIAN FOOTBALL LEAGUE INCORPORATED

Amended 30 October 2005

CONSTITUTION

PART I - PRELIMINARY

NAME

1. The name of the League shall be the .Black Diamond Australian Football League Incorporated hereinafter referred to as "the League".

OBJECTIVES

2. The objectives of the League shall be;
- (1) To promote, control and manage the game of Australian Football through the provision of organised competition for its members and;
 - (2) To conduct any activities it may consider to be in the interests of itself or of the game in general.

COMPOSITION

3. The League shall consist of clubs accepted by the Board as eligible to participate in the activities of the League.

ADMINISTRATION

4. The League shall be administered by a Board of Management (hereinafter referred to as "the Board").

PART II - MEMBERSHIP

MEMBERSHIP CATEGORIES

5. There shall be the following categories of membership of the League.
- (1) A club which has been admitted to play in the League which shall appoint one representative to vote at annual and special general meetings.
 - (2) Office Bearers and members of the Board elected or appointed in the manner hereinafter provided.
 - (3) Honorary members or Patrons elected in the manner hereinafter provided.
 - (4) Honorary Life Members elected in the manner hereinafter provided.
 - (5) Special Groups which have similar objects to and participate within the geographical area of the Black Diamond Australian Football League and are accepted in a manner hereinafter provided.

[added 30 October 2005]

FEES, SUBSCRIPTIONS etc

6. There shall be no entrance fee for admission to the League. Member clubs will be required to pay to the League an annual affiliation fee as determined by the Board, such fee to be paid as directed by the Board.

ADMISSION OF CLUBS AND SPECIAL GROUPS [amended 30 October 2005]

7. The League may admit clubs and special groups with similar objects to its membership only on the following conditions:
- (1) That an application is lodged annually in writing and includes details of office bearers and nominated club representative. Upon an initial application or if amended or changed, a copy of the applicant's constitution, and if applicable location of ground and facilities and proposed required colours must also be lodged.
 - (2) That the applicant's executive attends a Board interview annually or as required.
 - (3) That the applicant agrees to abide by the Rules, By-Laws, Code of Conduct, Tribunal Rules of the league, any and all decrees and decisions of the Board.
 - (4) That the applicant agrees to pay such fees, annual subscriptions and levies that may be fixed by the Board.
 - (5) That where applicable, the applicant shall use a ground approved by the Board on which to play its matches or such other grounds as may be provided or nominated by the Board.
 - (6) That the application for membership shall be in the form required by the Board.
 - (7) That the applicant is incorporated under the NSW Associations Incorporations legislation.
 - (8) That the applicant satisfy all other entry, participation and performance criteria as determined from time to time by the Board.
 - (9) [deleted 30 October 2005]
 - (10) If the applicant is a club, the application must include a suggested defined area of responsibility for the development and growth of the game within the club's jurisdiction, notwithstanding that only one club may participate in the league from within those boundaries if approved by the Board.

REGISTER OF MEMBERS AND COMMITTEE

8. (1) The Board shall establish and maintain a register of members of the League specifying the name and address of each member. The Register of members shall include the nominated representative of each club.
- (2) The Board shall keep a register of members of the Board specifying;
- (a) the names and residential addresses of each person who is a member of the Board.
 - (b) the date on which the person became a member.
 - (c) the names of those members of the committee who hold the positions of President and Vice President, together with the date on which any such member was elected or appointed to such a position and the date on which any such member ceased to hold such a position.

WITHDRAWAL OF CLUBS

9. A club may withdraw from membership of the League by giving twenty eight (28) days notice in writing to the Board. Such notification shall be signed by

two office bearers of the club and should contain the reasons for the club's decision to withdraw.

MEMBERS LIABILITIES

10. The liability of members to contribute towards the payment of the debts and liabilities of the League, or the costs, charges and expenses of the winding up of the League, is limited to the amount, if any, unpaid by the member in respect of membership of the League as required by Rule 7 (4).

RESOLUTION OF INTERNAL DISPUTES

11. Disputes between members (in their capacity as members) of the League, and disputes between members and the League, are to be referred for mediation to either the AFL (NSW/ACT) in accordance with AFL (NSW/ACT) Regulation 10 or to some other appropriate body as determined by the Board.

DISCIPLINING OF MEMBERS

12. (1) A complaint may be made by any member of the League that some other member of the League:
- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the League.
- (2) On receiving such a complaint, the Board:
- (a) must cause notice of the complaint to be served on the member concerned; and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint; and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (3) The Board may by resolution, expel the member from the League or suspend the member from membership of the League 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.
- (4) If the Board expels or suspends a member, the Board must, within 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 13.
- (5) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned; or
 - (b) if within that period the member exercises the right of appeal, unless and until the League confirms the resolution under rule 13 (4), whichever is the later.

RIGHT OF APPEAL OF DISCIPLINED MEMBER

- 13.
- (1) A member may appeal to the League in general meeting against a resolution of the Board under rule 12, within 7 days after notice of the resolution is served on the member, by lodging with the Board a notice to that effect.
 - (2) 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.
 - (3) On a receipt of a notice from a member under clause (1), the Board is to convene a general meeting of the League to be held within 28 days after the date on which the Board received the notice.
 - (4) At a general meeting of the League convened under clause (3):
 - (a) no business other than the question of the appeal is to be transacted; and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
 - (5) If at the general meeting the League passes a special resolution in favour of confirmation of the resolution, the resolution is confirmed.

PATRONS, HONORARY MEMBERS

14. The League may elect a Patron or Patrons and Honorary Members either at the Annual General Meeting or a meeting of the Board, provided that at least seven days prior notice of such nomination(s) has been given in writing.

LIFE MEMBERS [amended 30 October 2005]

- 15.
- (1) The League may elect as a Life Member any person who has rendered invaluable service to the League.
 - (2) Invaluable service shall include a person who:
 - (a) has given an outstanding contribution to the league itself for no less than 15 years.
 - (b) a player or umpire who has played or officiated in no less than 300 games in the league.
 - (3) The nomination of any such person must be made in writing to the Board for approval, setting out and verifying any such service prior to the nomination being recommended to the next subsequent Annual General Meeting.
 - (4) Any such election may only be made with the approval of a three fourths majority of members voting at an Annual General Meeting, provided that at least seven days prior notice of such nomination(s) has been given in writing.

PART III - MANAGEMENT

BOARD

DUTIES AND POWERS OF BOARD

16. (1) To consider and decide upon matters of routine, finance, & any other matters.
- (2) To exercise all such functions as may be exercised by the BDAFL other than those functions that are required by these rules to be exercised by a General Meeting of the BDAFL.
- (3) To perform all such acts and do all such things as appear to the BDAFL Board to be necessary or desirable for the proper management of the affairs of the BDAFL.
- (4) To employ, appoint and/or dismiss such persons as deemed necessary for the functioning of the League.
- (6) To admit, relegate or expel any club to or in the BDAFL and arrange the grading of teams and program of matches for the season.
- (7) To set and annually review all fees associated with affiliation and participation in all grades and matches under the control of the BDAFL.
- (8) To determine criteria for the participation of clubs and teams in each of the BDAFL competition grades run by the Board.
- (9) To appoint such sub-committees as may be considered necessary from time to time to exercise certain functions of the League, to specify the powers to be delegated to such sub-committees and to revoke any such appointments under this rule.
- (10) To appoint delegates as may be necessary to represent the League at other forums.
- (11) To appoint an Independent Tribunal which shall investigate the following in accordance with AFL (NSW/ACT) Tribunal Rules.
- (a) reports by umpires against players or officials participating in matches under the control of the League and;
- (b) such other matters as may be necessary.
- (12) To appoint an Investigation sub-committee that shall investigate any protests, disputes, complaints or other matters referred to it by the Board, excluding matters referred to in clause (6), and refer its findings to the Board for consideration.
- (12A) To appoint an editor for the Football Record who shall be responsible for the production of the league's weekly match programme, the Football Record, should the Board choose to publish one.
[added 30 October 2005]
- (12B) To appoint an 'Independent Arbiter' who shall who shall have all appeals referred to him under the league's by-laws and will consider if any such appeal is justified.
[added 30 October 2005]
- (13) To decide on action to be taken, if any, in respect of protests, disputes and complaints and any other matters considered to be prejudicial to the interests of the League or the game of Australian Rules Football.

- (14) To consider any appeals against decisions of the League (except decisions of the Independent Tribunal referred to in clause (11) (a) above) provided such appeal is lodged in writing with the Board within 10 days of notification of the decision concerned. Such appeals are to be accompanied by a deposit of \$100.00 which may be forfeited should the appeal be deemed frivolous by the Board.
- (15) Determine and regulate and interpret By-Laws as considered necessary to manage the day to day activities of the League.
- (16) Each member of the Board shall be allocated an portfolio of responsibility. Such responsibility shall be documented and a job description developed. [added 30 October 2005]
- (17) To appoint an auditor for the league. [added 30 October 2005]

CONSTITUTION AND MEMBERSHIP

- 17. (1) The Board shall consist of;
 - (a) A President, Vice President, and five ordinary members; [amended 14 Nov 2004]
 - (b) Two of the ordinary members shall be elected from nominations received from member clubs. If insufficient nominations are received then other nominations may be accepted to fill those two positions.
- (2) The seven persons mentioned in rule 17 (1) (a) and subject to rule 17 (5) (b), shall be elected at the Annual General Meeting of the League pursuant to Rule 18.
- (3) The office bearers of the League shall be the President, Vice President and other positions as shall be determined by the Board from time to time. [amended 14 Nov 2004]
- (4) The Board shall be responsible for determining its Office Bearers from the elected (or appointed) Board Members.
- (5) (a) Board members shall, subject to these rules, hold office until the conclusion of the Annual General Meeting 2 years following the date of the members election or appointment period, but are eligible for re-election or appointment.
- (b) Subject to rule 17 (5) (a) three Board members, as determined by the Board, and who are elected at the first Annual General meeting following the 2002 Annual General Meeting shall hold office until the end of the next Annual General Meeting following the date of their election or appointment. These Board Members shall be eligible for re-election or appointment at that Annual General Meeting.
- (6) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a suitable person to fill the vacancy and the person so appointed shall hold office, subject to these rules, until the time that the position would have otherwise been vacated.
- (7) Any and all persons elected, appointed or employed by the League shall not assume office until his or her election, appointment or employment is ratified by the Chief Executive Officer, AFL (NSW/ACT) Commission. The names of all persons elected, appointed or employed shall be submitted to the Chief Executive Officer, AFL (NSW/ACT) Commission for ratification within 7 days of the person's election, appointment or employment.

- (8) Should any elected, appointed or employed person not be ratified as per rule 17 (7) above then in the case of an elected or appointed person a casual vacancy is created and in the case of an employed person the position shall be considered as not filled.

ELECTION OF THE BOARD

18. (1) Nominations of candidates for election or appointment as members of the Board shall be made in writing, signed by 2 members of the League and delivered to the Board no later than the date notified by the Board in the Notice of Annual General Meeting. [amended 14 Nov 2004]
- (2) If insufficient nominations are received for Board positions, further nominations may be received at the Annual General Meeting.
- (3) The ballot for the election of members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- (4) Any positions not filled at the Annual General Meeting shall be deemed to be casual vacancies.

SECRETARY/TREASURER/GENERAL MANAGER

19. (a) The Board shall appoint a Secretary and/or a Treasurer and/or a General Manager to undertake the following;
 - (1) convene League meetings in accordance with these rules and keep minutes of all proceedings and the names of those present at such meetings.
 - (2) attend to and keep records of all correspondence of the League.
 - (3) ensure all money due to the League is collected and received and that all payments authorised by the League are made.
 - (4) keep correct books and accounts showing the financial affairs of the League including full details of all receipts and expenditure connected with the activities of the League.
 - (5) provide notice of meetings to Board members
 - (6) any other duties of the Board as delegated by the Board or as specified herein.
- (b) Should a secretary and treasurer be appointed, then the roles shall have to be redefined.

CASUAL VACANCIES

20. For the purposes of these rules a casual vacancy in the office of a member of the Board occurs if the member;
 - (1) dies
 - (2) resigns office by notice in writing given to the Board or is dismissed.
 - (4) is absent from three consecutive Board meetings without reasonable excuse.

MEETINGS

21. (1) The Board shall meet as required at such time and place as the Board shall decide.
- (2) Oral or written notice of such meetings shall be given to each member of the Board at least 48 hours in advance.
- (3) Any three (3) members of the Board shall constitute a quorum for transaction of the business of the meeting.
- (4) The order of business at Board meetings shall be;
- (a) Apologies
 - (b) Confirmation of minutes of previous meeting
 - (c) Business arising from the minutes
 - (d) Correspondence
 - (e) Financial report
 - (f) Sub-committee reports
 - (g) General business
- (5) Questions arising at a meeting shall be determined by a majority of votes of those present. All members of the Board shall be entitled to vote but, in the event of equality of voting, the President may exercise a second or casting vote.
- (6) No member of the Board who is an officer of a member club of the League shall be permitted to enter into debate or vote on any issue specifically relating to his or her club except where approval is given by a majority of those present at an Board meeting.

PART IV - GENERAL MEETINGS

ANNUAL GENERAL MEETINGS

22. (1) The Annual General Meeting of the League shall be held in October each year at such place and time as the Board determines.
[amended 30 October 2005]
- (2) In addition to any other business that may be transacted at an Annual General Meeting, the order of business shall be;
- (a) Apologies
 - (b) Confirmation of minutes of previous Annual General Meeting and of any Special General Meeting which may have been held since that meeting
 - (c) To receive from the Board, reports upon the activities of the League during the financial year just ended.
 - (d) To receive and consider the financial statement which is required to be submitted to members pursuant to section 26 (6) of the Act.
 - (e) Election of members of Board
 - (f) Amendments to Rules

SPECIAL GENERAL MEETINGS

23. The Board may convene a Special General Meeting of the League whenever it thinks fit or on receipt of a requisition in writing from not less than three (3) member clubs stating the purpose of the meeting.

NOTICE OF MEETINGS

24. (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the League, the Board shall provide at least 14 days notice of the meeting to each member of the League specifying the place, date and time of the meeting and the nature of the business to be transacted.
- (2) Where the nature of the business requires a special resolution of the League, at least 21 days notice of the meeting shall be provided in the manner provided in clause (1) and specifying the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to Rule 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Board who shall include that business in the notice for the meeting provided that the requirements of notice under this Rule can be satisfied.

PROCEDURE

25. (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present.
- (2) Nominated representatives (or nominated alternatives) from at least half of the member clubs together with any three (3) Board members will constitute a quorum for the transaction of business at a general meeting of the League.
- (3) If within half an hour of the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of member clubs shall be dissolved and in any other case shall stand adjourned to the same day in the following week at a place and time to be determined.
- (4) 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 shall constitute a quorum.

PRESIDING MEMBER

26. (1) The President or, in the President's absence, the Vice President, shall preside as President at each general meeting of the League.
[amended 14 Nov 04]
- If the President and Vice President are absent, the members present shall elect one of their number to preside as President at the meeting.
[amended 14 Nov 04]

ADJOURNMENT

27. The President of a general meeting at which a quorum is present may adjourn the meeting to another time and 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.

DECISIONS AND VOTING

28. (1) A question arising at a general meeting of the League shall be determined on a show of hands unless a poll is demanded by the President or by 3 or more members present in person or by proxy at the meeting. The resolution of the poll on the matter shall be deemed to be the resolution of the meeting on the matter in question.
- (2) Upon any question arising at a general meeting of the League, the nominated member representing his or her club and each Board member shall each have one vote only. In the event of equality of voting, the President of the meeting is entitled to exercise a second or casting vote.
- (3) A member or proxy is not entitled to vote at any general meeting of the League unless all money due and payable by the member or club he or she may represent or proxy to the League, has been paid.
- (4) Each member shall be entitled to appoint another member as proxy by notice given to the Board no later than 24 hours before the time of the meeting in respect of which the proxy is appointed. Member clubs shall be entitled to appoint another club member to act as proxy for their nominated delegate to the League.
- (5) Any such proxy appointed must be appointed on the form provided by the Board

SPECIAL RESOLUTION

29. (a) A resolution of the League is a special resolution if it is passed by a 3/4ths majority of those members (or proxies) present at the meeting.
- (b) 21 days notice of a special resolution must be given, in writing, to all members of the League.

PART V - MISCELLANEOUS

INSURANCE

30. (1) The League shall effect and maintain insurance pursuant to section 44 of the Act.
- (2) In addition to the insurance required under clause (1), the League may effect and maintain other insurance.

FUNDS - SOURCE

31. (1) The funds of the League shall be derived from annual subscriptions of members, match gate takings, sponsorship, merchandising, donations and such other sources as the Board determines.
- (2) All money received by the League shall be deposited as soon as practicable and without deduction to the credit of the League's bank account.
- (3) The League shall, as soon as practicable after receiving any money, issue an appropriate receipt.

FUNDS - MANAGEMENT

32. (1) Subject to any resolution passed by the Board, the funds of the League shall be used in pursuance of the objects of the League in such manner as the Board determines.
- (2) All cheques, draft, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two members of the Board or employees of the League, being members or employees authorised to do so by the Board.

ALTERATION OF OBJECTS AND RULES

33. The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the League.

COMMON SEAL

34. (1) The common seal of the League shall be kept in the custody of the public officer.
- (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 signatures either of two members of the Board or of one member of the committee and of the public officer.

CUSTODY OF BOOKS, etc

35. Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the League.

INSPECTION OF BOOKS, etc

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

SERVICE OF NOTICES

37. (1) For the purpose of these rules, 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 the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

DISSOLUTION

38. (1) The League may be wound up only by a special resolution of the League.
- (2) If upon the winding up or dissolution of the League there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the organisation but shall be given or transferred to some other institution or institutions having objects similar or in part similar to the objects of the organisation and which shall also prohibit the distribution of its or

their property among its or their members, such institution or institutions to be determined by the members at or before the time of dissolution.ENDS