

HUME FOOTBALL NETBALL LEAGUE INC

Contents

Part 1	Preliminary	4
1	Definitions	4
Part 2	Membership	4
2	Membership generally	4
3	Application for membership	5
4	Cessation of membership	5
5	Membership entitlements not transferable	6
6	Resignation of membership	6
7	Register of members	6
8	Fees and subscriptions	6
9	Members' liabilities	7
10	Resolution of disputes	7
11	Disciplining of members	7
12	Right of appeal of disciplined member	8
Part 3	The Board of Management	8
13	Powers of the Board of Management	8
14	Composition and membership of Board of Management	8
15	Election of Board of Management members	9
16	General manager	10
17	Receipt of moneys and keeping of accounts	10
18	Casual vacancies	11
19	Removal of Board of Management members	11
20	Board of Management meetings and quorum	12
21	Use of technology at Board of Management meetings	12
22	Delegation by Board of Management to sub-Board of Management	12
23	Voting and decisions	13
Part 4	General meetings	13
24	Annual general meetings - holding of	13
25	Annual general meetings - calling of and business at	14
26	Special general meetings - calling of	14
27	Notice	15
28	Quorum for general meetings	15
29	Presiding member	16
30	Adjournment	16
31	Making of decisions	16
32	Special resolutions	16
33	Voting	17
34	Proxy votes not permitted	17
35	Postal or electronic ballots	17
36	Use of technology at general meetings	17
Part 5	Miscellaneous	17
37	Insurance	17
38	Funds - source	17
39	Funds - management	18
40	League is non-profit	18
41	Distribution of property on winding up of League	18
42	Change of name, objects and constitution	18
43	Custody of books etc	18

44	Inspection of books etc.....	19
45	Service of notices.....	19

Part 1 Preliminary

1 Definitions

(1) In this constitution:

Club means a member of the League

AFL NSW means AFL (NSW/ACT) Commission Limited (ACN 086 839 385)

ordinary board member means a member of the Board of Management who is not an office-bearer of the League.

the financial year of the League is:

- (a) the period of time commencing on the date of incorporation of the League and ending on the following 30 September, and
- (b) each period of 12 months after the expiration of the previous financial year of the League, commencing on 1 October and ending on the following 30 September.

the League means the Hume Football Netball League Incorporated.

special general meeting means a general meeting of the League other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2016*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 Membership

2 Membership generally

(1) An application to become a member of the League may be made by:

- (a) any incorporated or unincorporated body which has similar objectives to those of the League, and
- (b) they have applied and been approved for membership of the League in accordance with clause 3.

(2) A Club is taken to be a member of the League if they were a member of the Hume Football League Inc or the Hume Netball Association Inc immediately before the amalgamation.

(3) Membership may be by a combined football and netball club, by a football club or by a netball club. In any voting by member clubs combined football

and netball clubs will have 1 vote and individual football and netball clubs from the same locality will jointly have 1 vote.

- (4) The League may elect as a Life Member any person who has rendered invaluable service to the League. Any such election may only be made by special resolution at an Annual General Meeting of the League. This is a form of recognition of service only and no rights or entitlements attach to this honour.

3 Application for membership

- (1) An application for membership of the League:
 - (a) must be made in writing (including by email or other electronic means, if the Board of Management so determines) in the form determined by the Board of Management and not later than 31 October in the year preceding the year in respect of which membership of the League is sought, and
 - (b) must be lodged (including by electronic means, if the Board of Management so determines) with the general manager.
- (2) As soon as practicable after receiving an application for membership, the general manager must refer the application to the League, which is to determine whether to approve or to reject the application. The application for membership must not be accepted unless not less than two thirds of Clubs vote in favour of the application for membership.
- (3) As soon as practicable after the League makes that determination, the general manager must:
 - (a) notify the applicant in writing (including by email or other electronic means, if the Board of Management so determines) that the League approved or rejected the application (whichever is applicable), and
 - (b) if the League approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a Club as entrance fee and annual subscription.
- (4) The general manager must, on payment by the applicant of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the League.

4 Cessation of membership

A Club ceases to be a member of the League if:

- (a) the Club is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
- (b) resigns membership, or
- (c) is expelled from the League, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.

5 Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the League:

- (a) is not capable of being transferred or transmitted to another Club, and
- (b) terminates on cessation of the Club's membership.

6 Resignation of membership

- (1) A Club may resign from membership of the League by first giving to the general manager written notice of at least 1 month (or any other period that the Board of Management may determine) of the Club's intention to resign and, on the expiration of the period of notice, the Club ceases to be a member.
- (2) If a Club ceases to be a member under subclause (1), and in every other case where a Club ceases to hold membership, the general manager must make an appropriate entry in the register of members recording the date on which the Club ceased to be a member.

7 Register of members

- (1) The general manager must establish and maintain a register of members of the League (whether in written or electronic form) specifying the name and postal, residential or email address of the Clubs together with the date on which the Clubs became members.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the League, or
 - (b) if the League has no premises, at the League's official address.
- (3) The register of members must be open for inspection, free of charge, by any Club at any reasonable hour.
- (4) A Club may obtain a copy of any part of the register on payment of a fee of not more than \$1.00 for each page copied.
- (5) If a Club requests that any information contained on the register about the Club (other than the Club's name) not be available for inspection, that information must not be made available for inspection
- (6) If the register of members is kept in electronic form:
 - (a) it must be convertible into hard copy, and
 - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

8 Fees and subscriptions

- (1) A Club must, on admission to membership, pay to the League a fee determined by the Board of Management.
- (2) In addition to any amount payable by the Club under subclause (1), a Club must pay to the League an annual membership fee determined by the Board

of Management at a time or at time intervals determined by the Board of Management.

9 Members' liabilities

The liability of a Club 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 Club in respect of membership of the League as required by clause 8.

10 Resolution of disputes

- (1) A dispute between a Club and another Club (in their capacity as members of the League), or a dispute between a Club or Clubs and the League, are to be referred to a Community Justice Centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

11 Disciplining of members

- (1) A complaint may be made to the Board of Management by any person that a Club:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the League.
- (2) The Board of Management may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board of Management decides to deal with the complaint, the Board of Management:
 - (a) must cause notice of the complaint to be served on the Club concerned, and
 - (b) must give the Club at least 14 days from the time the notice is served within which to make submissions to the Board of Management in connection with the complaint, and
 - (c) must take into consideration any submissions made by the Club in connection with the complaint.
- (4) The Board of Management may, by resolution, expel the Club from the League or suspend the Club 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 and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board of Management expels or suspends a Club, the general manager must, within 7 days after the action is taken, cause written notice to be given to the Club of the action taken, of the reasons given by the Board of Management for having taken that action and of the Club's right of appeal under clause 12.

- (6) The expulsion or suspension does not take effect:
- (a) until the expiration of the period within which the Club is entitled to appeal against the resolution concerned, or
 - (b) if within that period the Club exercises the right of appeal, unless and until the League confirms the resolution under clause 12,
- whichever is the later.

12 Right of appeal of disciplined member

- (1) A Club may appeal to the League in general meeting against a resolution of the Board of Management under clause 11, within 7 days after notice of the resolution is served on the Club, by lodging with the general manager a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the Club intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a Club under subclause (1), the general manager must notify the Board of Management, which is to convene a general meeting of the League to be held within 28 days after the date on which the general manager received the notice.
- (4) At a general meeting of the League convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board of Management and the Club must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the Clubs present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by the Clubs.

Part 3 The Board of Management

13 Powers of the Board of Management

Subject to the Act, the Regulation, this constitution and any resolution passed by the League in general meeting, the Board of Management:

- (a) is to control and manage the affairs of the League, and
- (b) may exercise all the functions that may be exercised by the League, other than those functions that are required by this constitution to be exercised by a general meeting of members of the League, and
- (c) has power to perform all the acts and do all things that appear to the Board of Management to be necessary or desirable for the proper management of the affairs of the League.

14 Composition and membership of Board of Management

- (1) The Board of Management is to consist of:

- (a) no more than 2 the office-bearers of the League, each of whom is to be elected at the annual general meeting of the League under clause 15;
 - (b) no more than 2 ordinary Board of Management members, each of whom is to be elected at the annual general meeting of the League under clause 15;
 - (c) no more than 2 netball members nominated in accordance with clause 22(8); and
 - (d) 3 AFL NSW nominated members in accordance with clause 15(8).
- (2) The total number of Board of Management members is to be 9.
- (3) The office-bearers of the League are as follows:
- (a) the president,
 - (b) the vice-president.
- (4) There is no maximum number of consecutive terms for which a Board of Management member may hold office.
- (5) Subject to this constitution:
- (a) Office-bearers will hold office until immediately before the next annual general meeting following the date of the office-bearer's election, and are eligible for re-election.
 - (b) Each ordinary member (excluding, for the avoidance of doubt, the netball and AFL NSW nominated members, but including the office bearers) of the Board of Management is to hold office until immediately before the election of Board of Management members at the second annual general meeting following the date of the member's election, and is eligible for re-election, with the exception that at the first annual general meeting after the adoption of this constitution:
 - (i) 1 members of the Board of Management hold office until immediately before the election of Board of Management members at the second annual general meeting following the date of the member's election.
 - (ii) 2 members of the Board of Management hold office until immediately before the election of Board of Management members at the next annual general meeting following the date of the member's election.

15 Election of Board of Management members

- (1) Nominations of candidates for election to the Board of Management (other than the AFL NSW nominated and netball members):
- (a) must be made in writing, signed by a Club and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the general manager at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) A member of the Board of management must not hold office in any Club or be a Club's representative at General Meetings of the League.
- (3) A ballot is to be held with respect to each candidate nominated on an individual basis.

- (4) If insufficient further nominations are received, any vacant positions remaining on the Board of Management are taken to be casual vacancies.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of members of the Board of Management is to be conducted at the annual general meeting in any usual and proper manner that the Board of Management directs.
- (7) The 2 netball members will be nominated by the Netball Sub-Committee and will be appointed to the Board of Management without election.
- (8) The 3 AFL NSW nominated members will be nominated by AFL NSW (in consultation with the Board of Management) in its sole discretion, must reside within the geographic boundaries encompassing the League's Club members and will be appointed to the Board of Management without election.
- (9) The ballot will be conducted for election of the ordinary members of the Board of Management.

16 General Manager

- (1) The general manager will be appointed by the Board of Management and as soon as practicable after being appointed as general manager, lodge notice with the League of his or her address.
- (2) The general manager will attend Board of Management and League meetings but will have no voting rights.
- (3) It is the duty of the general manager to keep minutes (whether in written or electronic form) of:
 - (a) all appointments of office-bearers and members of the Board of Management, and
 - (b) the names of members of the Board of Management present at a Board of Management meeting or a general meeting, and
 - (c) all proceedings at Board of Management meetings and general meetings.
- (4) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (5) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (4).

17 Receipt of moneys and keeping of accounts

It is the duty of the general manager to ensure:

- (a) that all money due to the League is collected and received and that all payments authorised by the League are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the League, including full details of all receipts and expenditure connected with the activities of the League.

18 Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board of Management, the Board of Management may appoint a replacement to fill the vacancy and the person so appointed is to hold office, subject to this constitution, to hold office until the expiration of the term of office of the member with respect to whom the casual vacancy has occurred. In the event of a casual vacancy occurring with respect to a netball member then the Board of Management will appoint a person nominated by the Netball Sub-Committee. In the event of a casual vacancy occurring with respect to an AFL NSW member then the Board of Management will appoint a person nominated by AFL NSW. The person nominated to fill a casual vacancy may attend meetings of the Board of Management but may not vote unless and until their appointment had been ratified at a meeting of the League.
- (2) A casual vacancy in the office of a member of the Board of Management occurs if the member:
 - (a) dies, or
 - (b) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (c) resigns office by notice in writing given to the general manager, or
 - (d) is removed from office under clause 19, or
 - (e) becomes a mentally incapacitated person, or
 - (f) is absent without the consent of the Board of Management from 3 consecutive meetings of the Board of Management, or
 - (g) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (h) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

19 Removal of Board of Management members

- (1) Other than in respect of the AFL NSW nominated Board of Management members, the League in general meeting may by resolution remove any member of the Board of Management from their office before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board of Management to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the general manager or president (not exceeding a reasonable length) and requests that the representations be notified to the Clubs, the general manager or the president may send a copy of the representations to each Club or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20 Board of Management meetings and quorum

- (1) The Board of Management must meet at least 10 times in each period of 12 months at the place and time that the Board of Management may determine.
- (2) Additional meetings of the Board of Management may be convened by the president or by any member of the Board of Management.
- (3) Oral or written notice of a meeting of the Board of Management must be given by the general manager to each member of the Board of Management at least 48 hours (or any other period that may be unanimously agreed on by the members of the Board of Management) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (4) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board of Management members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 5 members of the Board of Management constitute a quorum for the transaction of the business of a meeting of the Board of Management.
- (6) No business is to be transacted by the Board of Management unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board of Management:
 - (a) the president or, in the president's absence, the vice-president is to preside, or
 - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the Board of Management chosen by the members present at the meeting is to preside.

21 Use of technology at Board of Management meetings

- (1) A Board of Management meeting may be held at 2 or more venues using any technology approved by the Board of Management that gives each of the Board of Management's members a reasonable opportunity to participate.
- (2) A Board of Management member who participates in a Board of Management meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

22 Delegation by Board of Management to sub-committee

- (1) The Board of Management may, by instrument in writing, delegate to one or more sub-committees (comprised of members appointed in the Board of Management's sole discretion) the exercise of any of the functions of the Board of Management that are specified in the instrument, other than:
 - (a) this power of delegation, and

- (b) a function which is a duty imposed on the Board of Management by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board of Management may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board of Management.
- (6) The Board of Management may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.
- (8) The Netball Sub-Committee will have responsibility for all operational matters concerning the conduct of the League's netball competitions and will nominate members of the Board of Management so that at all times there are 2 netball members on the Board of Management.

23 Voting and decisions

- (1) Questions arising at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management are to be determined by a majority of the votes of members of the Board of Management or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board of Management or of any sub-committee appointed by the Board of Management (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the Board of Management may act despite any vacancy on the Board of Management.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board of Management or by a sub-committee appointed by the Board of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board of Management or sub-committee.

Part 4 General meetings

24 Annual general meetings - holding of

- (1) The League must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The League must hold its annual general meetings:

- (a) within 6 months after the close of the League's financial year, or
- (b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

25 Annual general meetings - calling of and business at

- (1) The annual general meeting of the League is, subject to the Act and to clause 24, to be convened on the date and at the place and time that the Board of Management thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board of Management reports on the activities of the League during the last preceding financial year,
 - (c) to elect office-bearers of the League and ordinary Board of Management members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
 - (e) to appoint an auditor if required by the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

26 Special general meetings - calling of

- (1) The Board of Management may, whenever it thinks fit, convene a special general meeting of the League.
- (2) The Board of Management must, on the requisition of at least 20% of the total number of Clubs (counting individual football and netball clubs from the same locality jointly), convene a special general meeting of the League.
- (3) A requisition of Clubs for a special general meeting:
 - (a) must be in writing, and
 - (b) must state the purpose or purposes of the meeting, and
 - (c) must be signed by the Clubs making the requisition, and
 - (d) must be lodged with the general manager, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the Clubs making the requisition.
- (4) If the Board of Management fails to convene a special general meeting to be held within 1 month after the date on which a requisition of Clubs for the meeting is lodged with the general manager, any one or more of the Clubs who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a Club or Clubs as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board of Management.

- (6) For the purposes of subclause (3):
 - (a) a requisition may be in electronic form, and
 - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

27 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the League, the general manager must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each Club (and where there are individual football and netball clubs from the same locality then notice must be given to each of them) specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the League, the general manager must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each Club specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).
- (4) A Club desiring to bring any business before a general meeting may give notice in writing of that business to the general manager who must include that business in the next notice calling a general meeting given after receipt of the notice from the Club.

28 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of Clubs entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Seven Clubs present (being members entitled under this constitution to vote at a general meeting and counting individual football and netball clubs from the same locality jointly) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of Clubs—is to be dissolved, and
 - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to Clubs given before the day to which the meeting is adjourned) at the same place.
- (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 Clubs present (being at least 5) are to constitute a quorum.

29 Presiding member

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the League.
- (2) If the president and the vice-president are absent or unwilling to act, the Clubs present must elect one of their number to preside as chairperson at the meeting.

30 Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of Clubs present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the general manager must give written or oral notice of the adjourned meeting to each Club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

31 Making of decisions

- (1) A question arising at a general meeting of the League is to be determined by:
 - (a) a show of hands or, if the meeting is one to which clause 36 applies, any appropriate corresponding method that the Board of Management may determine, or
 - (b) if on the motion of the chairperson or if 5 or more Clubs present at the meeting (counting individual football and netball clubs from the same locality jointly) decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the League, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the Board of Management under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

32 Special resolutions

A special resolution may only be passed by the League in accordance with section 39 of the Act.

33 Voting

- (1) On any question arising at a general meeting of the League a Club being a combined football and netball club will have 1 vote and individual football and netball clubs from the same locality will jointly have 1 vote.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A Club is not entitled to vote at any general meeting of the League unless all money due and payable by the Club to the League has been paid.
- (4) Clubs being combined football and netball club will inform the general manager in writing of the Club's 2 representatives to attend and vote at general meetings. Individual football and netball Clubs will inform the general manager in writing of their single representative to attend and vote at general meetings. Clubs may also nominate alternate representatives who may be appointed by the Club indefinitely or for a limited term only. Revocations of appointment of representatives should also be in writing by Clubs to the general manager.

34 Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

35 Postal or electronic ballots

- (1) The League may hold a postal or electronic ballot (as the Board of Management determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulation.

36 Use of technology at general meetings

- (1) A general meeting may be held at 2 or more venues using any technology approved by the Board of Management that gives each of the Clubs a reasonable opportunity to participate.
- (2) A Club who participates in a general meeting using that technology is taken to be present at the meeting and, if the Club votes at the meeting, is taken to have voted in person.

Part 5 Miscellaneous

37 Insurance

The League may effect and maintain insurance.

38 Funds - source

- (1) The funds of the League are to be derived from entrance fees and annual subscriptions of Clubs, donations and, subject to any resolution passed by

the League in general meeting, any other sources that the Board of Management determines.

- (2) All money received by the League must be deposited as soon as practicable and without deduction to the credit of the League's bank or other authorised deposit-taking institution account.
- (3) The League must, as soon as practicable after receiving any money, issue an appropriate receipt.

39 Funds - management

- (1) Subject to any resolution passed by the League in general meeting, the funds of the League are to be used solely in pursuance of the objects of the League in the manner that the Board of Management determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

40 League is non-profit

Subject to the Act and the Regulation, the League must apply its funds and assets solely in pursuance of the objects of the League and must not conduct its affairs so as to provide a pecuniary gain for any of the Clubs.

41 Distribution of property on winding up of League

- (1) Subject to the Act and the Regulations, in a winding up of the League, any surplus property of the League is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of the League is a reference to that property of the League remaining after satisfaction of the debts and liabilities of the League and the costs, charges and expenses of the winding up of the League.

42 Change of name, objects and constitution

An application for registration of a change in the League's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Board of Management member.

43 Custody of books etc

Except as otherwise provided by this constitution, all records, books and other documents relating to the League must be kept in New South Wales:

- (a) at the main premises of the League, in the custody of the public officer or a Club (as the Board of Management determines), or
- (b) if the League has no premises, at the League's official address, in the custody of the public officer.

44 Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a Club at any reasonable hour:
 - (a) records, books and other financial documents of the League,
 - (b) this constitution,
 - (c) minutes of all Board of Management meetings and general meetings of the League.
- (2) A Club may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the Board of Management may refuse to permit a Club to inspect or obtain a copy of records of the League that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the League.

45 Service of notices

- (1) For the purpose of this constitution, a notice may be served:
 - (a) by delivering it to the League or a Club personally to someone who has appropriate authority to accept service on behalf of the League or the Club, or
 - (b) by sending it by pre-paid post to the address of the League or the Club, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the League or the Club for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.