



# **Statement of Purposes & Rules**

As approved by Member Clubs at the SMJFL AGM on 14 December 2022

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## **Statement of Purposes**

The purposes of South Metro Junior Football League Incorporated (“the SMJFL”) are to:

1. Maintain an independent junior Australian Football (“football”) competition within the region in which its Member Clubs are located (“the region”); and
2. Facilitate the playing of the game of football between teams fielded by its Member Clubs; and
3. Facilitate participation in representative games of football with other football leagues and associations; and
4. Encourage, foster, develop and promote participation and pathways in football in our region.

The SMJFL does this with reference to its Vision Mission, Values and Pillars as documented in the SMJFL Strategic Plan.

# **Rules**

## **1. Name**

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The name of the incorporated association in South Metro Junior Football League Incorporated.

## **2. Definitions**

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In these Rules and any By-laws made or adopted pursuant to these Rules unless the contrary intention appears:

**Act** means the Associations Incorporation Reform Act 2012 as amended from time to time and such Regulations made pursuant to that Act as are in force from time to time;

**AFL** means the Australian Football League.

**AFL Victoria** means AFL Victoria Limited and/or its successor/s of which the SMJFL is an affiliate member.

**Annual General Meeting** means a meeting called under Rule 13.1.

**Applicant Club** means a football club that has made an application for membership of the SMJFL pursuant to Rule 3.24.

**Board** means the board of the SMJFL as constituted by these Rules.

**Board Meeting** means a meeting of the Board convened in accordance with Rule 9.

**Board Member** means a member of the board of the SMJFL as constituted by these Rules but does not include a Board Appointed Member.

**By-Laws** means any rule adopted by the SMJFL for the governance or management of the SMJFL.

**Committee of Management** includes a Board, Committee or similar body (regardless of whether that body is an elected body) of a sporting club, sporting competition, league, association or similar organisation.

**Financial Year** means the year ending 31 October.

**Chief Executive Officer** means the Chief Executive Officer appointed under Rule 12.1 of these Rules.

**General Meeting** means an Annual General Meeting or Special General Meeting of the SMJFL.

**Grievance Committee** means the body established by the SMJFL as per Rule 5.6.

**Life Member** means a Life Member appointed pursuant to Rules 3.6 to 3.11.

**Majority means** a majority (50% plus one) of persons present and entitled to vote at a General Meeting or Board Meeting.

**Member** means a Member Club, Life Member or Board Member, but does not include a person who has been seconded to the Board pursuant to Rule 6.2.

**Member Club** means a club that is a Member of the SMJFL by virtue of Rule 3.1 or which becomes a Member of the SMJFL pursuant to Rule 3.31.

**Official** means any member of the committee of management of a Member Club and any person acting on behalf of a Member Club or the SMJFL in relation to any game of football approved, controlled or organised by the SMJFL.

**Penalty Unit** means a monetary amount set by the Board from time to time and recorded in the By-laws.

**Registered Player** means a player registered by the SMJFL to participate in games of football approved, controlled or organised by the SMJFL.

**Representative** means a person who is a Member Club's representative pursuant to Rule 3.16 or 3.17.

**SMJFL** means South Metro Junior Football League Incorporate.

**Special General Meeting** means a General Meeting that is not an Annual General Meeting.

**Special Majority** means not less than three quarters of the persons present and entitled to vote at a General.

**Special Resolution** means a resolution requiring a Special Majority to pass.

### **3. Membership**

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#### **Categories of membership**

3.1 The SMJFL shall consist of the following Members:

- (a) Member Clubs; and
- (b) Board Members; and
- (c) Life Members.

3.2 Each Member, by their continuing membership, agrees for themselves, and (in the case of a Member Club) for their officials and Registered Players, to be bound by the Rules, By-laws, determinations and decisions of the SMJFL.

#### **Member Clubs**

3.3 Each Club listed as a Member Club in the Register of Members kept pursuant to Rule 3.20 is a Member Club.

3.4 Each Member Club in order to maintain its entitlement to membership must make due and punctual payment of all affiliation fees payable under these Rules or enter into and comply with a financial arrangement approved by the Board from time to time.

#### **Board Members**

3.5 Each Board Member Shall be a Member of the SMJFL for such time only as they remain a Board Member.

#### **Life Membership**

3.6 The Board may each year admit to Life Membership persons who meet the requirements of this Rule.

3.7 Any Member may nominate a person, who meets the criteria, for Life Membership as set out in Rule 3.10 by providing written notice of the nomination to the Chief Executive Officer by no later than 30 September in each year. The nomination form must be signed by a Member and countersigned by one other Member. It must outline the specific reason(s) for the nomination, a historical outline of the nominee's involvement with the SMJFL and the personal background of the nominee.

- 3.8 The Board shall consider the nomination prior to the Annual General Meeting and shall decide, in its total and absolute discretion, as to whether to admit the nominee to Life Membership and shall not be required to provide any reasons for its decision.
- 3.9 The Board may of its own initiative appoint as a Life Member such persons as they consider to be entitled to Life Membership by reason of special services rendered to the SMJFL. In exercising such discretion, the Board shall have consideration to the criteria for appointing a Life Member set out in Rule 3.10.
- 3.10 Life Membership should only be offered to those persons who have rendered outstanding and valuable service to SMJFL. The award of Life Membership must remain a highly regarded and prestigious award and one which demands long and meritorious service. Life Membership will be considered, but not automatically awarded, to the people meeting one or more of the following criteria:
- (a) Outstanding and valuable service to the SMJFL over a designated period (minimum 5 years) including as committee member, trainer, Board Member, team manager, coach, tribunal member, selector, administrator, umpires, paid personnel or other volunteer positions;
  - (b) Outstanding contribution (minimum 7 years) to the development and management of the SMJFL at both a club and league level;
  - (c) Demonstrating outstanding SMJFL values and commitment; and/or
  - (d) Service to the SMJFL that leaves a significant and long-lasting positive impact on the SMJFL.
- 3.11 Each person listed as a Life Member in the Register of Members kept pursuant to Rule 3.20 is a Life Member.

### **Voting rights of Members at General Meeting**

- 3.12 Subject to Rules 3.13, 3.14 and 3.18, Member Clubs (by their Representative) and Board Members are entitled to attend, debate and vote at General Meetings.
- 3.13 Member Clubs (by their Representative) and Board Members are entitled to one vote each at General Meetings.
- 3.14 In any year in which a Member Club fields less than two teams in the football competitions conducted by the SMJFL that Member Club shall not be entitled to

vote at or add items (including Notices of Motion) to the Agenda for, General Meetings conducted during that year, including the Annual General Meeting next following the home and away season conducted in that year, regardless of whether that Annual General Meeting occurs in that year. For clarity, in this rule "teams" includes both standalone and joint / merged teams.

- 3.15 Life Members are entitled to attend and debate, but not vote, at General Meetings.
- 3.16 The President or Secretary of each Member Club shall be entitled to attend General Meetings as that Club's Representative.
- 3.17 Where the President and Secretary of a Member Club are both unavailable to attend a General Meeting that Club may, prior to the commencement of that meeting, provide written notice to the Chief Executive Officer signed by its President or Secretary nominating another member of that Club's Committee of Management or like body to act as that Club's Representative at that General Meeting.
- 3.18 Unless otherwise determined by the Board, no Representative shall be permitted to attend, debate or vote at a General Meeting, unless all monies then due and payable to the SMJFL by that Representative's Member Club have been paid.
- 3.19 Each person listed as a Life Member in the Register of Members kept pursuant to Rule 3.20 is a Life Member.

### **Register of Members**

- 3.20 The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered the name, postal address and (if available) email details of each Member and in the case of a Member Club that Member Club's President and Secretary, and the date on which the entry was made.
- 3.21 The Chief Executive Officer shall cause the matters referred to in Rule 3.15 to be entered into the Register of Members within 7 days of a person becoming a Member or of a vote in favour of an application pursuant to Rule 3.24.
- 3.22 Where there is a change of President or Secretary of a Member Club, written notice must be provided to the SMJFL within 7 days of such change, containing the name and contact details of the new President or Secretary.
- 3.23 The Register of Members shall be made available to any Member for inspection and copying within 7 days of a written request to the Chief Executive Officer.



## **Applications for Membership**

- 3.24 A football club seeking to become a Member Club of the SMJFL may make written application for membership by following the SMJFL New Club Criteria. In particular the applicant club must satisfy the Board that:
- (a) It is incorporated pursuant to the Act or is a company incorporated pursuant to the Corporations Act; and
  - (b) Its application will comply with and satisfy the AFL Victoria requirements for transfer of clubs between leagues or associates (where applicable); and
  - (c) Its facilities and financial circumstances are of a standard acceptable to the Board; and
  - (d) Its name and uniform are, or will be altered so as to be, acceptable to the Board; and
  - (e) It has arrangements in place with the applicable persons or bodies in relation to the grounds at which it proposes to play its home games of football; and
  - (f) It is willing to pay an entrance fee of up to 200 Penalty Units, as determined by the Board in each case.
- 3.25 Where an applicant club does not address each of the matters set out in Rule 3.24, and such other matters as the Board may consider relevant, to the satisfaction of the Board the application shall be refused.
- 3.26 Where an application is refused pursuant to Rule 3.25, the Chief Executive Officer shall within 7 days of the decision to refuse the application notify the applicant club in writing of the fact of and reasons for the refusal.
- 3.27 An application pursuant to Rule 3.24 which addresses each of the matters set out in Rule 3.24, and such other matters as the Board may consider relevant, to the satisfaction of the Board shall be voted on by the Board at a specially convened meeting of the Board.
- 3.28 Payment of the amount referred to in Rule 3.24(f) must be received by the Chief Executive Officer at least 7 days before the Board Meeting referred to in Rule 3.27.

- 3.29 At least one person representing the applicant club must attend at the Board Meeting referred to in Rule 3.27, and one of those persons may address the meeting prior to the vote for a maximum of 10 minutes.
- 3.30 All existing Member Clubs will be given at least 7 days' notice of the Board meeting and details of the application referred to in Rule 3.27 and may attend the meeting and seek leave to address the Board for a maximum of 10 minutes.
- 3.31 Upon the Board meeting referred to in Rule 3.27 voting by a majority of Board members in favour of the application and entry of the applicant's club's name and details in the Register of Members the applicant club shall become a Member Club.
- 3.32 If the Board meeting referred to in Rule 3.27 does not vote in favour of the applicant pursuant to Rule 3.24, any monies paid pursuant to Rule 3.24 must be refunded to the applicant club by the Chief Executive Officer within 7 days of that Board meeting.

### **Affiliation Fees**

- 3.33 An affiliation fee, the amount and method of calculation of which shall be determined by the Board from time to time, shall be payable by Member Clubs to the SMJFL annually.
- 3.34 Each Member Club must make due and punctual payment of all affiliation fees payable under these Rules or comply with a financial arrangement for the payment of those fees as approved by the Board in its discretion.
- 3.35 Any Member Club that, at any time, has not paid all monies then due and payable by it to the SMJFL shall, subject to the Board's discretion, have all rights and privileges under these Rules suspended from 7 days after the date on which the monies were due and payable until such time as the monies are paid.
- 3.36 A suspension under Rule 3.35 is not effective until 3 business days after written notice of the suspension has been forwarded to the Member Club by the Chief Executive Officer.

### **Resignation from SMJFL**

- 3.37 A Member Club that has paid all monies due and payable to the SMJFL may resign from the SMJFL by giving to the Chief Executive Officer one month's notice in writing of the Member Club's intention to resign.

3.38 After the expiry of the period referred to in Rule 3.37:-

- (a) the Member Club ceases to be a Member of the SMJFL; and
- (b) the Chief Executive Officer must record in the Register of Members the date on which the Member Club ceased to be a Member.

## **4. Discipline, Suspension and Expulsion of Members**

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### **Board's Discipline Powers**

4.1 Subject to these Rules, in respect of any matter not expressly dealt with in the By-laws, if the Board is of the opinion that a Member or Registered Player or official has refused or neglected to comply with these Rules or the Bylaws, or has been guilty of conduct unbecoming a Member, Registered Player or official or prejudicial to the interests of the SMJFL, the Board may refer the matter to mediation under Rule 5 or resolve to proceed under this Rule and resolve to -:

- (a) Fine the Member, Registered Player or official; or
- (b) Suspend the Member, Registered Payer or official from membership of the SMJFL for a specified period; or
- (c) Expel the Member, Registered Player or official from the SMJFL; or
- (d) Deduct match points from a team fielded by the Member; or
- (e) Disqualify a team fielded by the Member from any match played in a finals series and award the match to the opposing team; or
- (f) Suspend a team fielded by the Member, or the Registered Player or the official from participating in games of football conducted by the SMJFL for a specified period of time.

4.2 If a matter referred to in Rule 4.1 is referred to mediation but is not resolved by that process, the Board may resolve to:-

- (a) Fine the Member, Registered Player or official; or
- (b) Suspend the Member from membership of the SMJFL for a specified period; or
- (c) Expel the Member from the SMJFL; or

- (d) Deduct match points from a team fielded by the Member; or
  - (e) Disqualify a team fielded by the Member from any match played in a finals series and award the match to the opposing team; or
  - (f) Suspend a team fielded by the Member, or the Registered Player or the official from participating in games of football conducted by the SMJFL for a specified period of time.
- 4.3 A resolution of the Board under Rule 4.1(c) or 4.2(c) to expel a Member does not take effect unless:-
- (a) At a meeting held pursuant to Rule 4.4 the Board confirms the resolution; and
  - (b) If the Member exercises a right of appeal to the SMJFL under Rule 4.7, the resolution is confirmed in accordance with Rule 4.9.
- 4.4 A meeting of the Board to confirm or revoke a resolution passed under Rule 4.1 or 4.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member, registered player or official in accordance with Rule 4.5.
- 4.5 For the purpose of giving notice pursuant to Rule 4.4, the Chief Executive Officer must, as soon as practicable, give to the member, Registered Player or official a written notice which:-
- (a) Sets out the resolution of the Board and the grounds on which it is based; and
  - (b) States that the Member, Registered Player or official or their representative, may address the Board at the meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given; and
  - (c) States the date, place and time of that meeting; and
  - (d) Informs the Member, Registered Player or official that he or she may do one or both of the following:-
    - (i) Attend that meeting;
    - (ii) Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution; and

- (e) Informs the Member, Registered Player or official that if at that meeting the Board confirms the resolution, he or she may not later than 48 hours after that meeting, give the Chief Executive Officer a notice to the effect that he or she wishes to appeal to the SMJFL in General Meeting against the resolution.

4.6 At a meeting of the Board held pursuant to Rule 4.4, the Board must:

- (a) Give the Member, Registered Player or official or their representative an opportunity to be heard; and
- (b) Give due consideration to any written statement submitted by the Member, registered player or official; and
- (c) Determine by resolution whether to confirm or revoke the resolution.

### **Expulsion of Members**

4.7 If at a meeting of the Board held pursuant to Rule 4.4, the Board confirms a resolution to expel a Member, the Member may, not later than 48 hours after that meeting, give the Chief Executive Officer written notice to the effect that they wish to appeal to the SMJFL in General Meeting against the resolution.

4.8 If the Chief Executive Officer receives a notice under Rule 4.7, together with payment of a bond of 50 Penalty Units, he or she must notify the Board who shall convene a General Meeting to be held within 21 days after the date on which the Chief Executive Officer received the notice.

4.9 At the General Meeting convened under Rule 4.8:

- (a) No business other than the question of the appeal may be conducted; and
- (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) The Member or their representative must be given an opportunity to be heard; and
- (d) The Club Members and Board Members present at the meeting must vote by secret ballot on the question whether the resolution should be confirmed; and

- (e) The resolution is confirmed if a Special Majority vote in favour of the resolution. In any other case the resolution is revoked.

4.10 Where a resolution to expel a Member is revoked under Rule 4.9, the Chief Executive Officer must refund the bond paid under Rule 4.8 within 7 days.

#### **Board may “call in” and deal with matters**

4.11 Before any:

- (a) Committee; or
- (b) Independent Tribunal; or
- (c) Independent Appeals Board

established under these Rules or under the By-laws makes a decision in respect of any matter referred to it in accordance with these Rules or the By-laws, the Board may direct the relevant committee, Independent Tribunal or Independent Appeals Board to refer the matter to the Board for determination, if it appears to the Board that:-

- (i) the matter raises a major issue of policy in relation to the activities of the SMJFL and the determination of the matter may have a substantial effect on the affairs of the SMJFL and/or any of its Members; or
- (ii) any decision on the matter has been unreasonably delayed or is otherwise disadvantaging one of the parties; or
- (iii) the consideration of the matter by the Board would better facilitate the SMJFL in controlling and managing its affairs.

4.12 In response to a direction pursuant to Rule 4.11, the relevant committee, Independent Tribunal or Independent Appeals Board must comply with the direction without delay and must not proceed further with the matter itself.

4.13 Upon making a direction under Rule 4.11 the Board shall be entitled to exercise the power of the relevant committee, Independent Tribunal or Independent Appeals Board and shall adopt so far as is practicable the procedures set out in these Rules or the By-laws applicable to that committee, Independent Tribunal or Appeals Board.

4.14 Subject only to the right of appeal against expulsion as provided for in these Rules, which appeal will be conducted in accordance with the procedures set out in Rules 4.7, 4.8 and 4.9, any decision of the Board in relation to a matter the subject of a direction pursuant to Rule 4.11 shall be final and binding.

## **5. Dispute and Mediation**

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5.1 The procedure set out in this Rule applies to disputes under these Rules between:

- (a) A Member and another Member or Registered Player or official of another Member; or
- (b) A Member and the SMJFL; or
- (c) A Member Club and an official or Registered Player of that Member Club, where the Member Club has referred the dispute to the SMJFL for resolution.

5.2 If a Member Club, registered player or official wishes to refer a resolution of the Board under Rule 4.1 to mediation the Member Club, Registered Player or official may invoke this Rule by serving notice in writing upon the Chief Executive Officer within 10 days of receipt by the Member Club of the resolution of the Board under Rule 4.1.

5.3 Despite Rule 5.2, mediation under this Rule is not available in relation to a resolution of the Board pursuant to Rule 4.1(c).

5.4 Any Member Club, registered player or official with a complaint involving the result of a match or involving any other Member Club or registered player or official may have that complaint dealt with by mediation in accordance with this Rule and the By-laws.

5.5 The Board may delegate its discretion under Rule 4.1, as to referral of the complaint, to the Chief Executive Officer to be exercised in accordance with this Rule and the By-laws.

5.6 If the mediation process does not result in any complaint the subject of Rule 5.2 or 5.4 being resolved, the matter shall be referred to the Grievance Committee for determination in accordance with the procedure set down in the By-laws.

# 6. The Board

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## Composition of the Board

- 6.1 The Board shall compromise seven Board Members who shall be elected in accordance with Rule 7.
- 6.2 In addition to the seven persons referred to in Rule 6.1, the Board may at any time appoint one additional person as a Board Appointed Member for a period of not greater than 3 years to attend and participate in Board Meetings and General Meetings where that person possesses a skill that in the opinion of the Board is of benefit to the Board in carrying out its functions.
- 6.3 A Board Appointed Member is entitled to attend and participate in, but not vote at, Board Meetings or General Meetings.

## Terms of Office of Board Members

- 6.4 At each Annual General Meeting following the adoption of this version of these Rules, the Board positions subject to Election will follow a repeating cycle:  
  

Year 1	Positions 3, 4 and 5
Year 2	Positions 3 and 6
Year 3	Positions 1 and 7
- 6.5 Subject to Rule 6.4 and 6.6, Board Members shall hold office for a term of 3 years, commencing at the conclusion of the Annual General Meeting at which he or she is elected and continuing until the conclusion of the third Annual General Meeting following.
- 6.6 No person may be elected to the Board for more than 3 consecutive 3-year terms. For the avoidance of doubt, this is in addition to any period filling a Casual Vacancy under Rule 8.
- 6.7 The Board Members shall elect a Chair from within the Board at the first Board Meeting following the Annual General Meeting when the term of the previous Chair ended. The Chair shall serve in that role for 3 years unless they cease being a Board Member. For the avoidance of doubt, the Chair can serve multiple terms as Chair.



6.8 The Board Members shall elect a Vice-Chair from within the Board at the first Board Meeting following the Annual General Meeting. The Vice-Chair shall serve in that role for 1 year unless they cease being a Board Member. For the avoidance of doubt, the Vice-Chair can serve multiple terms as Vice-Chair.

**Board Members to Act in Accordance with By-laws**

6.9 In addition to any obligations imposed upon the Board or Board Members by the Act or these Rules, Board Members (and Board Appointed Members) shall at all times in the discharge of their functions act in accordance with the By-laws as amended from time to time.

**Remuneration and Expenses of Board Members**

6.10 Board Members (and Board Appointed Members, where applicable) are not entitled to be paid remuneration for their duties as a Board Member (or Board Appointed Members).

6.11 Despite Rule 6.10, Board Members (and Board Appointed Members, where applicable) may be paid such reasonable travelling and other expenses as may be deemed appropriate by the Board from time to time that they properly incur in:

- (a) Attending Board Meetings; and/or
- (b) Attending any General Meeting; and/or
- (c) Connection with the SMJFL's business.

**7. Board Elections**

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7.1 Subject to these Rules, nominees for election to the Board must have such qualifications as are prescribed from time to time by the Board.

7.2 The following are ineligible to nominate for election to the Board:

- (a) A member of the Committee of Management or an employee of a Member Club during the preceding 12-month period;
- (b) An employee of the SMJFL, or;
- (c) A person who has during the preceding 12 month period preceding an election been a member of the Committee of Management or an employee

of another metropolitan football competition (as defined by AFL Victoria from time to time).

- 7.3 A person shall be ineligible for election to the Board if their election would result in more than 2 Board Members being persons who have in the 3 years preceding the election been members of the committee of management of the same Member Club.
- 7.4 The Chief Executive Officer shall call for nominations for election to the Board 42 days before the date of the Annual General Meeting by way of notice to all Members.
- 7.5 Nominations for election to the Board must be:
- (a) In writing, including a brief biography of the nominee;
  - (b) On the prescribed form (if any) provided for that purpose;
  - (c) Signed by Representatives from two Member Clubs;
  - (d) Signed by the nominee.
  - (e) Received by the Chief Executive Officer at least 28 days prior to the Annual General Meeting.
- 7.6 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 7.7 If insufficient nominations are received to fill all vacancies, the candidates nominated shall be deemed to be elected and any remaining vacancies shall be treated as casual vacancies and filled by the Board in accordance with Rule 8.
- 7.8 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 7.9 A ballot pursuant to Rule 7.8 shall be conducted in such manner as the Board may Direct.

## **8. Casual Board Vacancies**

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- 8.1 A casual Board vacancy arises where the office of a Board Member becomes vacant pursuant to the Act or pursuant to Rule 8.2, or where at an election

conducted in accordance with Rule 7 there are insufficient nominations received to fill all Board vacancies.

- 8.2 In addition to the circumstances (if any) in which the office of a Board Member becomes vacant by virtue of the Act, the office of a Board Member becomes vacant if the Board Member:
- (a) Dies;
  - (b) Becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
  - (c) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
  - (d) Resigns her or his office in writing to the Chair of the SMJFL;
  - (e) Is directly or indirectly interested in any contract or proposed contract with the SMJFL and fails to declare the nature of her or his interest; or
  - (f) Would otherwise be prohibited from being a Board Member of a corporation or is disqualified from office under the Act.
- 8.3 Any casual Board vacancy may be filled by a person appointed by the Board. A person appointed by the Board to fill a casual Board vacancy shall hold office until the next Annual General Meeting following their appointment at which General Meeting the position shall be subject to election for the remainder of its usual 3-year term.
- 8.4 Where the casual vacancy is that of Chair, the Vice-Chair shall fill the position of Chair and a new Vice-Chair shall be elected by a majority of the Board. The new Chair and Vice-Chair shall hold office until the next Annual General Meeting following their appointment, at which General Meeting both positions shall be subject to election for the remainder of their usual 3-year terms.
- 8.5 In the event of an unfilled casual Board vacancy or vacancies, the remaining Board Members may act but, if the number of current Board Members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board Members to a number sufficient to constitute such a quorum.

## 9. Board Meetings

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- 9.1 The Board shall meet as often as is deemed necessary, but at least 6 times during the period between each Annual General Meeting, and may adjourn and, subject to the Act and these Rules, otherwise regulate its meetings as it thinks fit.
- 9.2 The Chief Executive Officer shall, upon the request of any Board Member, convene a meeting of the Board.
- 9.3 A meeting of the Board may be held in person, as a telephone or video conference, or as a hybrid meeting (with some members present in person and others connected using technology that allows members to clearly and simultaneously communicate with each other). The procedure set out in these Rules for a meeting of the Board will apply except that the Board Members participating are not required to be present in the same room.
- 9.4 At meetings of the Board the number of Board Members whose presence is required to constitute a quorum is a majority of the current Board Members.
- 9.5 Subject to these Rules, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board.
- 9.6 All Board Members shall have 1 vote on any question. For the avoidance of uncertainty, the Board Appointed Members (if any) do not have a vote and the Chair does not have a casting vote.
- 9.7 Subject to all Board Members receiving written notice of the proposed resolution, a resolution in writing, signed or assented to by facsimile, email or other form of visible or other electronic communication by a majority of Board Members shall be as valid and effectual as if it had been passed at a meeting of Board Members duly convened and held. Any such resolution may consist of several documents in like form each signed by one or more of the Board Members.
- 9.8 Unless all Board Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' written notice of the meeting of the Board shall be given to each Board Member by the Chief Executive Officer. An Agenda for each meeting shall be forwarded by the Chief Executive Officer to each Board Member not less than three days prior to such meeting.

- 9.9 A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.
- 9.10 The Chairperson shall preside at every meeting of the Board. If the Chairperson is not present, or is unwilling or unable to preside, the Vice-Chairperson shall preside. In any other case the Board Members present at the meeting shall choose one of their number to preside as Chairperson for that meeting only.
- 9.11 The Chief Executive Officer must ensure that minutes are taken and kept of each Board Meeting.
- 9.12 The minutes must record the following:
- (a) The names of the Board Members in attendance at the meeting;
  - (b) The business considered at the meeting;
  - (c) Any resolution on which a vote is taken and the result of the vote;
  - (d) Any conflict of interest disclosed pursuant to Rule 10.
- 9.13 A Member may at any time, on the giving of 7 days' notice in writing to the Chief Executive Officer, inspect and make copies of the Minutes of Board Meetings.

## **10. Conflicts of Interest of Board Members**

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- 10.1 A Board Member who has a material personal interest in a matter being considered at a Board Meeting must disclose the nature and extent of that interest to the Board.
- 10.2 The Board Member:
- (a) Must not be present while the matter is being considered at the meeting;  
and
  - (b) Must not vote on the matter.
- 10.3 This rule does not apply to a material personal interest:
- (a) That exists only because the Board Member belongs to a class of persons for whose benefit the SMJFL is established; or
  - (b) That the member has in common with all, or a substantial proportion of, the Board Members of the SMJFL.

10.4 The Chief Executive Officer shall ensure that the minutes record any declaration made or any general notice given by a Board Member in accordance with Rules 10.1, 10.2 and 10.3.

## **11. Powers of the Board**

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11.1 Subject to the Act and these Rules, and in addition to any specific powers of the Board under these Rules:

- (a) The business and affairs of the SMJFL shall be controlled and managed by the Board, which has power to perform all such acts and things as appear to the Board to be essential for that purpose; and
- (b) The Board may exercise all such powers and functions as may be exercised by the SMJFL other than those powers and functions that are required by these Rules to be exercised by General Meetings of the SMJFL; and
- (c) The Board may make amend substitute or cancel such By-laws as it considers necessary for the SMJFL to implement from time to time.

11.2 The Board has power to:

- (a) Select, appoint, control, organise and discipline all umpires required to officiate at football matches authorised or organised by the SMJFL; and
- (b) Register and permit umpires to officiate at football matches authorised or organised by the SMJFL.
- (c) Establish an Independent Tribunal to be constituted and conducted in accordance with the By-laws; and
- (d) Establish an Independent Appeals Board to be constituted and conducted in accordance with the By-laws.

11.3 The Board may appoint such other persons to perform such functions as are in the opinion of the Board necessary in the pursuit of the Purposes of the SMJFL, for such term, at such remuneration, and upon such conditions as it thinks fit.

11.4 Subject to Rule 11.5, the Board may in writing create, establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

- 11.5 A delegation under Rule 11.4 may be made subject to such conditions or limitations as the Board determines. Such conditions or limitations must be specified in the written delegation.
- 11.6 The Board must not delegate its power of delegation or any other function imposed on it by the Act or any other law.
- 11.7 A function, the exercise of which has been delegated under Rule 11.4, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- 11.8 The procedures for any committee established under Rule 11.4 shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under these Rules. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- 11.9 Within 14 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Chief Executive Officer.
- 11.10 The Board may in writing revoke wholly or in part any delegation made under Rule 11.4, and may amend, repeal or veto any decision made pursuant to such delegation where such decision is contrary to these rules, the By-Laws, the Act, the Statement of Purposes or the delegation.

## **12. Chief Executive Officer**

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- 12.1 The Board may appoint a Chief Executive Officer for such term and on such conditions as it thinks fit.
- 12.2 The Chief Executive Officer may not be a Board Member, a Board Appointed Member or an official of a Member Club.
- 12.3 The Chief Executive Officer shall be entitled to attend and debate at all meetings of the Board and any General Meeting but shall not be entitled to vote.
- 12.4 Subject to the Act, these Rules and any directions given by the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the SMJFL in the attainment of its purposes.
- 12.5 The Chief Executive Officer shall be, during the currency of his or her appointment, the Secretary and Public Officer of the SMJFL.

- 12.6 The Board may appoint such other management staff as it deems necessary for such term, at such remuneration, and upon such conditions as it thinks fit.
- 12.7 Management staff appointed pursuant to Rule 12.6 shall follow the directions of and report to the Chief Executive Officer.

### **13. General Meeting of the SMJFL**

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- 13.1 An Annual General Meeting of the SMJFL shall be held in accordance with these Rules on a date, at a time and at a venue to be determined by the Board, and must be held no later than 5 months after the end of the Financial Year.
- 13.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with these Rules.
- 13.3 All General Meetings shall be convened by a notice of General Meeting that:
- (a) Is in writing and forwarded by the Chief Executive Officer to all Members no later than 28 days prior to the date on which the General Meeting is to be held; and
  - (b) Specifies the date, time and venue at which the General Meeting is to be held.

#### **Business at General Meetings**

- 13.4 Where a written request, signed by the President or Secretary of the Member Club making the request, that a matter (including any notice of motion regarding that matter) be included as special business at a General Meeting is received in writing by the Chief Executive Officer not less than 21 days prior to the General Meeting, such matter (including notice of motion where applicable) shall be placed on the agenda as special business.
- 13.5 The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given in writing and be forwarded by the Chief Executive Officer to all Members at least 14 days prior to the General Meeting, together with:
- (a) Any Notice of Motion received under these Rules; and
  - (b) If applicable, details of nominations for election as a Board Member, including biographies provided pursuant to Rule 7.5(a).



- 13.6 The business to be transacted at each Annual General Meeting shall include:
- (a) Confirmation of the minutes of the previous Annual General Meeting and of any General Meeting held since that Annual General Meeting; and
  - (b) Consideration of any business arising from the minutes of any Special General Meetings held since the last Annual General Meeting; and
  - (c) Consideration of the SMJFL's audited financial accounts;
  - (d) Consideration of reports of the Board;
  - (e) Consideration of the auditor's report; and
  - (f) Election of Board Members.
- 13.7 All business that is transacted at a General Meeting with the exception of those matters set out in Rule 13.6 is deemed to be special business.
- 13.8 The Board may place such matters as it deems appropriate on the agenda as special business, including any notice of motion relating to those matters.
- 13.9 The Board may, whenever it thinks fit, convene a Special General Meeting.

#### **Request for Special General Meeting**

- 13.10 The Board shall, on receipt by the Chief Executive Officer of a written request signed by the Presidents of 25 per cent of the Member Clubs, convene a Special General Meeting.
- 13.11 A request for a Special General Meeting shall state the objects of the meeting and be signed by the Presidents of the Member Clubs making the request.
- 13.12 If the Board does not convene a Special General Meeting within 60 days from the date on which a request for a Special General Meeting is received by the Chief Executive Officer, the Member Clubs who made the request may convene a Special General Meeting to be held not later than 3 months after the date on which the request was received by the SMJFL.
- 13.13 A Special General Meeting shall be convened in the same manner, so far as is practicable, as an Annual General Meeting.

### **Quorum at General Meeting**

- 13.14 No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.
- 13.15 A quorum for a General Meeting shall exist when a simple majority of the Members who are entitled to vote pursuant to these Rules are present at that General Meeting.

### **Procedure at General Meetings**

- 13.16 General Meetings shall, subject to these Rules, be presided over by:
- (a) The Chair; or
  - (b) Where the Chair is not present, or is unwilling or unable to preside, the Vice-Chair; or
  - (c) Where both the Chair and Vice-Chair are not present, or are unwilling or unable to preside, a Board Member appointed by those Board Members present; or
  - (d) Where no Board Members are present, by a person appointed by a majority of the Members present.
- 13.17 If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other date, time and venue as the Chair shall determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- 13.18 The Chair may, with the consent of any General Meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting 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.
- 13.19 When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in accordance with Rules 13.3 and 13.5.
- 13.20 Except as provided in Rule 13.19 it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

### **Voting at General Meetings**

- 13.21 Subject to the Chair discretion, at any General Meeting a motion put to the vote of the meeting shall be decided on a show of hands.
- 13.22 All votes at a General Meeting must be given personally, and not by proxy.
- 13.23 Except where a Special Resolution is required, all motions at General Meetings shall be determined by majority. For the avoidance of uncertainty, the Chair does not have a casting vote.
- 13.24 Where a Special Resolution is required, the motion shall be defeated unless a Special Majority vote in favour of the motion.

### **Minutes of General Meetings**

- 13.25 The Chief Executive Officer shall ensure that minutes of the resolutions and proceedings of each General Meeting are kept together with a record of the names of all persons present at each meeting.
- 13.26 An entry in the minutes of the General Meetings to the effect that at a General Meeting a declaration was made by the Chair of that General Meeting that a resolution had been carried or carried unanimously or by a particular majority or lost shall, without anything further, be conclusive proof thereof.

### **Use of Technology**

- 13.27 A Member not physically present at a General Meeting is permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- 13.28 For the purposes of this Rule, a Member participating in a General Meeting as permitted under Rule 13.27 is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **14. Income**

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- 14.1 The Chief Executive Officer shall collect and receive all monies due to the SMJFL and make all payments authorized by the Board.
- 14.2 The income of the SMJFL shall be derived from entrance fees, player registration fees, annual affiliation fees, fines, levies, donations, grants, sponsorships and such other sources as the Board may determine from time to time.

## **15. Application of Income**

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- 15.1 The income and property of the SMJFL shall be applied solely towards the promotion of the Statement of Purposes.
- 15.2 No portion of the income or property of the SMJFL shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member, but this shall not preclude payment to a Member in good faith for expenses properly incurred by or services properly rendered to the SMJFL.

## **16. Records and Accounts**

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- 16.1 The Chief Executive Officer shall ensure that proper records and minutes concerning all material transactions, meetings and dealings of the SMJFL and the Board are established and maintained and shall produce these as appropriate at each Board Meeting or General Meeting.
- 16.2 Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.
- 16.3 The SMJFL shall retain such records as it is required to keep pursuant to these Rules or the Act for seven years after the completion of the transactions or operations to which they relate.
- 16.4 The Board shall appoint an Auditor annually.
- 16.5 The Board shall submit to the Annual General Meeting the audited accounts of the SMJFL for the financial year immediately preceding the Annual General Meeting.
- 16.6 The Board may from time to time appoint in writing a person or persons to act as a signatory for the purposes of Rule 16.8. Such person or persons must be a Board Member or the Chief Executive Officer. An appointment pursuant to this Rule may be revoked in writing by the Board at any time.
- 16.7 The Chief Executive Officer shall keep a Register of signatories appointed pursuant to Rule 16.6 in which shall be recorded, within 7 days of an appointment or revocation pursuant to Rule 16.6 having been made, the name and date of appointment of the signatory, and (where applicable) the date of revocation such appointment.

- 16.8 All cheques and other negotiable instruments, shall only be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by two of the signatories appointed pursuant to Rule 16.6.
- 16.9 The SMJFL must hold an account with a financial institution from which all expenditure of the SMJFL is made and into which all of the SMJFL's revenue is deposited.
- 16.10 Subject to any restrictions imposed by a General Meeting of the SMJFL, the Board may approve expenditure on behalf of the SMJFL.
- 16.11 The Board may authorise the Chief Executive Officer to expend funds on behalf of the SMJFL (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

## **17. Notices**

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- 17.1 All notices required to be given or which may be given under the Rules may be given by sending the notice by prepaid post, or email, to the recipient's postal address, or email address as recorded in the Register of Members.
- 17.2 Where a properly addressed notice is sent by prepaid post, service of the notice shall be deemed to be effected 2 days after posting.
- 17.3 Where a notice is sent by email, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the email message was received at the email address to which it was sent.

## **18. Common Seal**

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- 18.1 The SMJFL may have a common seal.
- 18.2 If the SMJFL has a common seal:
- (a) The name of the SMJFL must appear in legible characters on the common seal;
  - (b) A document may only be sealed with the common seal by the authority of the Board and the sealing must be witnessed by the signatures of 2 Board Members

- (c) The common seal must be kept in the custody of the Chief Executive Officer.

18.3 A Board Member shall not sign a document to which the Common Seal of the SMJFL is affixed where the Board Member is interested in the contract or arrangement to which the document relates.

## **19. Winding Up**

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- 19.1 The SMJFL may be wound up voluntarily by Special Resolution.
- 19.2 In the event of the winding up or the cancellation of the incorporation of the SMJFL, the surplus assets of the SMJFL must not be distributed to any Members or former Members of the SMJFL.
- 19.3 Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the SMJFL and which is not carried on for the profit or gain of its individual members.
- 19.4 The body to which the surplus assets are to be given must be decided by Special Resolution.

## **20. Alteration of Rules and Statement of Purposes**

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These Rules and the Statement of Purpose shall not be altered except in accordance with the provisions of the Act.

## **21. Player and Club Transfers**

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- 21.1 The SMJFL adopts the Australian Football National Player Registration and Transfer Regulations as in force and amended from time to time.
- 21.2 The SMJFL adopts the AFL Victoria Community League Affiliated Regulations, Appendix 2 as in force and amended from time to time in so far as they apply to the transfer of clubs.

## **22. Operation of Rules**

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In the event of an inconsistency between these Rules and the Act, the Act shall prevail to the extent of inconsistency.