

A Company Limited by Guarantee
and not having a Share Capital



ARTICLES OF ASSOCIATION

**As amended at the Annual General Meeting of the
OMFNL conducted on 7 December 2015**

1. In these Articles unless there is something in the subject or context of them which is inconsistent:

AFL VC means the AFL Victoria Country.

AFL VC Rules means the rules and regulations from time to time of the AFL Victoria Country.

Annual General Meeting means the Annual General Meeting held each year as required by the Corporations Act and these Articles.

Articles mean these Articles of Association.

Board means the Board of Directors established pursuant to these Articles.

Bylaws mean the Bylaws of the OMFNL.

Chairman means the person appointed pursuant to these Articles.

Director means a member of the Board and a director of the Company.

Club means the football and netball clubs of Albury, Corowa-Rutherglen, Lavington, Myrtleford, North Albury, Wangaratta, Wangaratta Rovers, Wodonga, Wodonga Raiders, Yarrawonga and if any of the Clubs do not presently manage and run both football and netball teams, then the football Clubs and netball Clubs of these localities, and such additional or other Clubs as may from time to time be granted the right to participate in the OMFNL.

Company means the Ovens and Murray Football Netball League Limited.

Corporations Act means the Corporations Act 2001 as amended from time to time.

Delegate means the persons appointed by Clubs as their representatives pursuant to these Articles.

Football means the game of Australian Football.

General Manager means the General Manager of the OMFNL. **Netball**

means the game of netball administered by Netball Australia.

Operations Manager means the Operations Manager of the OMFNL.

OMFNL means the Ovens and Murray Football Netball League Limited.

The Tribunal means the OMFNL Tribunal.

Writing and **written** shall include printing, typing, lithography and other modes or representing or reproducing words in a visible form.

MEMBERSHIP

2. The membership of the OMFNL consists of the Clubs affiliated with the OMFNL from time to time.
3. A Club will cease to be a member of the OMFNL if:

- a) The Club resigns from membership of the OMFNL by written notice and the resignation is accepted by the OMFNL;
- b) The Club is expelled from the OMFNL in accordance with these Articles; or
- c) The Club has a resolution passed or an order made for its winding up or a liquidator, provisional liquidator, administrator, receiver or receiver and manager is appointed in respect of the Club or over its business or assets.

4. Clubs will be entitled to appoint Delegates to represent their interests as follows:

- a) A Club which fields both football and netball teams will be entitled to appoint two (2) Delegates.
- b) Where separate Clubs represent the competing football and netball teams of a locality, then they will jointly appoint two (2) Delegates.

Only one of these two (2) delegates will have the right to vote at Delegates' Meetings.

5. Each Club will at least seven (7) days prior to the first Delegates Meeting in each calendar year will give notice in writing to the General Manager of the name of its Delegates for the following year and will nominate which of the Delegates will be the Club's voting Delegate.
6. In the event of the death, retirement or expulsion of a Delegate the Club of that Delegate will within seven (7) days give notice in writing to the General Manager of the successor to that Delegate and of any change in the Club's voting Delegate.
7. Each Delegate will continue in office until their successor is appointed, or until their office is otherwise terminated under these Articles.
8. A Club may withdraw its appointment of a Delegate or changing the voting status of Delegates by giving notice in writing to the General Manager.
9. A Delegate is not the trustee or agent for the Club that appointed them but must act independently for the encouragement and promotion of football and netball in accordance with the objects of the OMFNL set out in its Memorandum of Association.
10. If any Delegate is guilty of any conduct which in the opinion of the OMFNL is unbecoming or prejudicial to the interests of the OMFNL or of football or netball then the OMFNL may terminate the appointment of the Delegate provided that at least seven (7) days notice in writing is given to the Delegate of the Delegates' Meeting at which the resolution for their expulsion will be proposed and of the allegations against them. Prior to the resolution proposing that the Delegate be expelled being put to the meeting the Delegate will be given opportunity to provide an explanation of or defence to the allegation.
11. If a resolution is passed by a 75% majority of Delegates at a Delegates' Meeting specifically called for the purpose then a Club may:
 - a) Be expelled;
 - b) Be suspended from, excluded from or will forfeit the right to be represented by a Delegate(s);
 - c) Forfeit some or all premiership points gained by a team of a Club; or

d) Be fined,

if the Club:

- e) Is guilty of conduct which is unbecoming of a Club or is prejudicial to the interests of the OMFNL or of football or netball;
- f) Is unable to obtain and retain occupancy rights over a ground approved by the OMFNL for that Club;
- g) Fails to pay to the OMFNL any monies due by the Club to the OMFNL within fourteen (14) days notice of notice having been given to the Club;
- h) Fails to provide the financial statements in the form required by the OMFNL within fourteen (14) days of the OMFNL having requested them; or
- i) Accepts as a playing member any player in contravention of the Permit Regulations of the OMFNL.

At least seven (7) days before Delegates' Meeting at which the resolution is proposed the Delegate(s) of the Club and the Club are to be given notice in writing of the meeting and of the proposed resolution and the basis for the proposed resolution. At the Delegates' Meeting the Club will be given the opportunity to give in writing or orally an explanation of or defence to the basis for the resolution.

12. A Delegate will cease to hold office if:

- a) They die;
- b) If they give notice in writing to the General Manager that they resign;
- c) If they are not nominated by a Club as their Delegate for the following year or if their Club notifies the General Manager that they have withdrawn the appointment of that Delegate;
- d) If they are expelled in accordance with these Articles;
- e) If the right of their Club to appoint a Delegate is suspended, excluded or forfeited by the OMFNL in accordance with these Articles; or
- f) If they are absent without permission of the OMFNL from more than three consecutive Delegates Meetings;

- 13.**
- a) The OMFNL will elect as honorary life members any player who participates in not less than three hundred (300) Senior Grade matches of football or two hundred and fifty (250) A grade games of netball. For this purpose matches played whilst representing the OMFNL will be taken into account;
 - b) The OMFNL will elect as an honorary life member any person who has:
 - i) Served as a Director for a continuous period of at least ten (10) years;
 - ii) Served as a Director for an aggregate period of at least fifteen (15) years;

- iii) Served as a Director and/or an official of a Club for a continuous period of at least fifteen (15) years;
- iv) Served as a Director and/or an official of a Club for a period of at least twenty (20) years (including a period of at least five (5) years as a Director);
- v) Served as an official of a Club for a period of at least twenty (20) years (including at least one (1) year as a President, Secretary or Treasurer of a Club); or
- vi) Has rendered special services to the OMFNL,

and has a resolution proposing them as an honorary life member passed by a 75% majority of Delegates at the Annual General Meeting of the OMFNL.

- c) Honorary life members are entitled to attend the Annual General Meeting of the OMFNL, but are not entitled to notice of or attendance at any other meetings of the OMFNL and are not entitled to vote at any meetings of the OMFNL.

THE BOARD

14. The affairs of the OMFNL will be managed and controlled by a Board which, in addition to any powers and authorities conferred by these Articles, may exercise all powers and do all things consistent with the objects of the OMFNL, except for :

- a) Admitting any Club to or expelling or suspending any Club from the OMFNL competition;
- b) Amalgamating or joining in any other League;
- c) Taking over the administration of any additional football club;
- d) Providing financial assistance to any Club (other than by payment of advances of finals dividends, loans or grants no greater than \$30,000.00) or guaranteeing the obligations of any Club;
- e) Purchasing or disposing of any capital asset with a cost of more than \$30,000;
- f) Borrowing any money otherwise than for the ordinary purposes of the OMFNL or to give any security for borrowing except as expressly authorised in any budget approved by the Delegates;
- g) Undertaking any major capital works (including major works in relation to existing assets of the OMFNL) involving a total expenditure of more than \$30,000; and
- h) Adding to, deleting or amending the OMFNL Bylaws.

The Delegates may at any time revoke, withdraw, alter or vary all or any of those powers and authorities.

- 15. a) The Board will consist of not more than nine (9) Directors.
- b) The Delegates will elect a total of seven (7) Directors, of whom six (6) will represent the interests of football and one (1) will represent the interests of netball (the **Elected Directors**). The Elected Directors will hold office for two (2) years. If a casual vacancy arises the Board may appoint a replacement Elected Director to serve until the

conclusion of the next Annual General Meeting. At that time the Delegates will elect a person to serve any remainder of the term.

- c) At the first Board Meeting after the Annual General Meeting the Elected Directors will by resolution appoint up to two (2) Directors who will be selected by reason of their skills and attributes, which will be those skills and attributes which are considered to be most beneficial to the OMFNL at that time (**Co-opted Directors**). Co-opted Directors will be appointed for a term of two (2) years, with one (1) Co-opted Director retiring each year. Upon any casual vacancy arising for a Co-opted Director, the newly appointed Co-opted Director will serve the balance of that term.
 - d) Each Club (or in the event of separate football and netball Clubs for a locality, then jointly) is entitled to nominate one person for election to the Board as a Director, however if a current Director was nominated by that Club then the Club is precluded from nominating a Director.
 - e) Upon election or appointment as a Director, the Director must resign from any office which they hold at a football or netball Club, and cannot subsequently hold an office in a football Club or netball Club whilst a Director of the OMFNL.
 - f) Nothing contained in this Article prevents a retiring Director being nominated for re-election.
16. a) The Board will at the first Board Meeting after the Annual General Meeting elect a Chairman and a Deputy Chairman for a term of up to two (2) years (but not to exceed their term of appointment as a Director).
- b) The Chairman, Deputy Chairman, Directors, General Manager and Operations Officer must not be a Delegate or officer of any Club. They will be paid remuneration as determined by the Board.
17. a) The General Manager and Operations Officer are entitled to attend Board Meetings, but are not entitled to vote.
- b) The Chairman is not entitled to a deliberative vote at Board Meetings. All resolutions before the Board will be decided in the first instance by a show of hands and in the case of equality the Chairman will have a casting vote.
18. The position of a Director becomes vacant:
- a) If they die;
 - b) If they resign;
 - c) If they become bankrupt or apply to take advantage or take advantage of any law relating to bankrupt or insolvent debtors or compound with their creditors or make an assignment of their estate for their benefit;
 - d) If they are removed from office pursuant to these Articles;
 - e) If they are disqualified from office under the Corporations Act;
 - f) If they are convicted of an offence involving fraud or dishonesty; or
 - g) If they are absent without the consent of the Board from all Board Meetings held during a period of six (6) months.

19. A Director may be removed from office at a Board Meeting after having been given not less than seven (7) days notice in writing before the Board Meeting at which the resolution is proposed of the resolution and the basis of the proposed resolution. At the Board Meeting the Director will be given the opportunity to give in writing or orally an explanation of or defence to the basis for the resolution.
20. The Board may delegate to one or more sub-committees the exercise of a function of the Board and will provide the sub-committees with Terms of Reference which the Board may vary from time to time.
21. An act performed by the Board, a Director or a sub-committee is taken to be validly performed, even if the act was performed when:
 - a) There was a defect in the appointment of a Director or a member of a sub-committee; or
 - b) A Director or a sub-committee member was disqualified.

PATRON

22. The OMFNL may appoint a Patron of the OMFNL who will hold office for as long as the OMFNL may determine. The Patron is entitled to attend all meetings of the OMFNL but is not entitled to vote.

MEETINGS

23. An Annual General Meeting must be held by the end of December in each year. The General Manager must give the Clubs not less than fourteen (14) days notice in writing of the meeting.
24. The ordinary business of the Annual General Meeting is:
 - a) To confirm the minutes of the previous Annual General Meeting;
 - b) To receive from the annual financial report of the OMFNL;
 - c) To conduct any necessary election to fill vacant Elected Director positions, in the event that there are more candidates than vacant positions; and
 - d) Any special business of which notice has been given in accordance with these Articles.
25. Meetings other than Annual General Meetings will be called Board Meetings, Delegates' Meetings or Special Delegates' Meetings.
26. The Chairman will convene not less than nine (9) Board Meetings each year.
27. The Chairman will convene not less than four (4) Delegates' Meetings (including the Annual General Meeting) each year.
28. The Chairman may convene a Special Delegates' Meeting or a Board Meeting whenever he thinks fit.

29. a) The Chairman will give notice of a Special Delegates' Meeting within fourteen (14) days of receiving:
- i) A resolution to do by a Delegates' Meeting; or
 - ii) A requisition in writing signed by not less than fifty (50) per cent of the Clubs which sets forth the object of the meeting.
- b) If the Chairman fails to convene a Special Delegates' Meeting in the circumstances set out above, a Special Delegates' Meeting may be convened in accordance with the provisions of the Corporations Act as to the convening and conduct of requisitioned special meetings.
30. a) Subject to the provisions of the Corporations Act relating to special resolutions and to these Articles not less than fourteen (14) days notice must be given specifying the place and day and the hour to Clubs of any Delegates' Meeting and to Directors of any Board Meeting.
- b) Notwithstanding that a meeting is called by notice shorter than is required by paragraph a) of this Article, the meeting will be deemed to have been duly called if it is agreed:
- i) In the case of a meeting called as the Annual General Meeting, by all Clubs entitled to attend and vote at the Annual General Meeting; or
 - ii) In the case of any other meeting, by a majority in number of those having a right to attend and vote at the meeting, and being a majority together representing not less than ninety per cent (90%) of the total voting rights at the meeting of all those present having the right to vote.
31. a) No business will be transacted at any Board Meeting unless a quorum of Directors is present at the time when the meeting proceeds to business. The quorum is Five (5) Directors (including the Chairman) present in person.
- b) No business will be transacted at any Delegates' Meeting unless a quorum of Delegates is present at the time when the meeting proceeds to business. The quorum is eight (8) Delegates present in person (providing that each of those Delegates is authorised to vote). For the purpose of this Article the word "Delegate" includes a person appointed by a Club as an alternate or substitute for their Delegate in the event of their Delegate being absent from the meeting.

PROCEEDINGS AT MEETINGS

32. If within thirty (30) minutes from the time appointed for a meeting a quorum is not present:
- i) If convened pursuant to a requisition - it will be dissolved; and
 - ii) In any other case - it will stand adjourned to the same day in the next week at the same time and place. Notice of the adjourned meeting will be given to those entitled to attend.
33. The Chairman will preside at all meetings or if he is not present within fifteen (15) minutes after the time appointed for a meeting or is unwilling to act then the Deputy Chairman will preside at the meeting. If neither the Chairman nor the Deputy Chairman is present then the Directors or Delegates present (as the case may be) will elect one of the Directors to be Chairman of the meeting.

34. The Chairman may, with the consent of any meeting at which a quorum is present (and must do if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as for the original meeting. Otherwise it will not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.
35. At any Delegates' Meeting or Board Meeting a resolution put to the vote will be decided on a show of hands. The Chairman will not have a deliberative vote. In the case of an equality of votes the Chairman will have a casting vote. A declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost will be recorded in the Minute Book and will be conclusive evidence of the fact.
36. a) At least one (1) week prior to the Annual General Meeting a Club may by notice in writing to the General Manager appoint an alternate for their Delegate(s). The appointment of an alternate Delegate may be revoked by the Club by notice in writing to the General Manager at any time and the Club may appoint another alternate.
- b) A Club may by notice in writing to the General Manager appoint a substitute for a Delegate to attend a particular Delegates' Meeting if the Delegate and the alternate cannot attend.
- c) At a Delegates' Meeting an alternate or substitute may exercise any rights and powers of a Delegate.
37. A Board Meeting may be held by using any technology that allows Directors to clearly and simultaneously communicate with each other.
38. The Board may pass a valid resolution without a Board Meeting being held if a majority of Directors entitled to vote on a resolution cast their vote either in favour or against that resolution. Voting intention must be provided in writing to the General Manager by the time nominated for the close of voting.
39. Any Delegate or Director who has a financial interest in any existing or proposed contract or arrangement with the OMFNL must disclose their interest to the meeting at which that contract or arrangement is first considered, or if the interest is later acquired, at the next meeting. No Delegate or Director will vote in respect of any contract or arrangement in which they are interested and if they do vote, then their vote will be disregarded. All declarations of interest under this Article will be recorded in the minutes.
40. The General Manager may give a Club notice in writing that unless the Club pays all monies (including fines) due by it to the OMFNL or makes an arrangement satisfactory to the OMFNL within fourteen (14) days that their Delegate may not take part in the proceedings of any Delegates' Meeting or be entitled to vote at that Delegates' Meeting. Failure to rectify the default will result in this consequence.

PAYMENTS AND FINANCIAL INFORMATION

41. Each Club must:
- a) Pay to the OMFNL any annual fee determined by the OMFNL;
- b) Pay to the OMFNL any levy determined by the OMFNL; and

- c) Within fourteen (14) days of being requested to do so by the OMFNL, forward to the General Manager a statement of receipts and payments of the Club for any period nominated, in the form and containing the information the OMFNL requires.

TRIBUNAL

- 42.
 - a) The Tribunal will hear and determine charges against Clubs, players, coaches and members of the training staff of a Club and may impose penalties or fines in relation to charges against them, including for giving unsatisfactory evidence.
 - b) The Board will appoint and remove Tribunal members and in considering appointments, will consider nominations submitted by the Clubs.
 - d) The General Manager will determine the time and place of Tribunal hearings.
 - e) The Tribunal will consist of three (3) panel members in each instance
 - f) The Tribunal Chairman may co-opt a panel member on a casual basis where sufficient panel members are not available to sit in any instance.
 - g) No Director may act as an advocate in proceedings before the Tribunal.
 - h) Proceedings of the Tribunal will be in accordance with the VCFL Rules.
 - i) The findings of and penalties imposed by the Tribunal are final.
- 43. The General Manager will appoint an Investigation Officer (who must not be a Director or Delegate) whose functions and duties will be to obtain and supply to the General Manager any evidence available in relation to allegations or charges referred to them for investigation.
- 44. In the event that the General Manager considers that action is required in relation to an allegation or charge (other than a charge laid by an officiating umpire pursuant to the Laws of the Game) which may or may not have been the subject of a reference to the Investigation Officer, he will refer the allegation or charge to the Tribunal.

NETBALL SUB-COMMITTEE

- 45. The Netball Sub-Committee will have responsibility for all operational matters concerning the conduct of OMFNL netball competitions.

MINUTES

- 46. The Operations Manager will keep record of :
 - a) All appointments of Officers made either at Delegates' Meeting or Board Meetings;
 - b) The names of the Directors present and voting at each Board Meeting;
 - c) The names of the Delegates present and voting at each Delegates' Meeting; and
 - d) All resolutions and proceedings at all Delegates' Meetings and Board Meetings.

SEAL

47. The common seal of the OMFNL will be kept in safe custody and will only be used by the authority of the OMFNL and every instrument to which the seal is affixed must be signed by at least two Directors or such other person or persons as are appointed by the OMFNL for that purpose.

AUDITOR AND ACCOUNTS

48. An auditor or auditors will be appointed in accordance with the provisions of the Corporations Act and the accounts of the OMFNL will be audited each year.
49. The General Manager will receive all monies on behalf of the OMFNL and will as soon as possible pay them into the OMFNL's bank account. Cheques drawn on or withdrawals made electronically from the OMFNL's bank account will be signed or electronically directed by persons authorised to do so by the OMFNL.
50. The financial year of the OMFNL ends on 31 October each year.

BYLAWS

51. The OMFNL may make Bylaws as and when necessary.
52. No Bylaw will be added to, altered or rescinded except upon a resolution being passed by a 75% majority of Delegates present at a Special Delegates' Meeting called for that purpose.

MISCELLANEOUS

53. In the event of any question arising which is not provided for in these Articles the Board has the power to decide it.
54. a) Every Director, official and other officer or employee of the OMFNL will be indemnified out of the assets of the OMFNL against any liability incurred by them in defending any proceeding, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Corporations Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust, or in any instance where the conduct does not arise from a lack of good faith.
- b) To the extent permitted by the Corporations Act, the OMFNL may enter into and pay for a policy of insurance insuring any Director, official and other officer or employee of the OMFNL or any former Director, official and other officer or employee of the OMFNL against any liability incurred as a Director, official or other officer or employee of the OMFNL. However, this does not apply in relation to either of the following liabilities:
- i) A liability arising out of conduct involving a wilful breach of duty in relation to the OMFNL.
- ii) A contravention of section 182 or 183 of the Corporations Act.
55. Any application, notice, nomination or other document to be delivered to the General Manager is deemed to have been delivered if addressed to the General Manager and delivered to the office of the OMFNL.
56. No Article may be rescinded or altered or a new Article made except by a special resolution passed by a majority of not less than seventy-five percent (75%) of the Clubs entitled to vote

and present at the Annual General Meeting or at a Special Delegates' Meeting where not less than twenty one (21) days' notice has been given specifying the resolution.

- 57.** A ninety percent (90%) majority of the Clubs may at the Annual General Meeting or at a Special Delegates' Meeting resolve that the OMFNL be wound up or dissolved and upon the passing of a resolution to this effect the activities of the OMFNL will terminate immediately.