



BATHURST DISTRICT FOOTBALL INCORPORATED

CONSTITUTION

(previously known as the objects & rules)

2026

RULE 31:	ADJOURNMENT	28
RULE 32:	MAKING OF DECISIONS	28
RULE 33:	SPECIAL RESOLUTION	29
RULE 34:	VOTING	26
RULE 35:	ACTS VALID DESPITE VACANCIES OR DEFECTS	29
RULE 36	TRANSACTION OF BUSINESS OUSIDE MEETINGS OR BY TELEPHONE OR OTHER MEANS	30
RULE 37:	APPOIMNTMENT OF PROXIES	30
RULE 38:	POSTAL OR ELECTRONIC BALLOTS	31
PART 5:	MISCELLANEOUS	31
RULE 39:	INSURANCE	32
RULE 40:	FINANCIAL YEAR	32
RULE 41:	SOURCE	32
RULE 42:	MANAGEMENT	32
RULE 43:	ALTERATIONS TO OBJECTS AND RULES	32
RULE 44:	COMMON SEAL	33
RULE 45:	CUSTODY OF BOOKS, ETC	33
RULE 46:	INSPECTION OF BOOKS, ETC	33
RULE 47:	SERVICE OF NOTICE	33
RULE 48:	DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION	33
APPENDIX 1	LIFE MEMBERS OF BATHURST DISTRICT FOOTBALL INC.	34
APPENDIX 2	NOMINATION FOR LIFE MEMBERSHIP OF BATHURST DISTRICT FOOTBALL INC.	35
APPENDIX 3	APPLICATION FOR MEMBERSHIPS OF BATHURST DISTRICT FOOTBALL INC.	36
APPENDIX 4	APPOINTMNET OF PROXY	37

STATEMENT OF OBJECTS

1. The name of the body is Bathurst District Football Inc. (hereinafter called “BDF”).
2. On and from registration pursuant to the provisions of the Associations Incorporation Act 1984, *pursuant to the Association Incorporation Act 2009* the name of the body shall be BATHURST DISTRICT FOOTBALL INCORPORATED.
3. The headquarters of BDF will be Bathurst where all meetings will be held unless another venue is decided upon at an annual general meeting.
4. The objects for which BDF is established are:
 - a)
 - i) To encourage the provision and development of appropriate facilities for participation in Football and for other sports; in general, within the State of New South Wales and, in particular, within the district of Bathurst;
 - ii) To construct, manage, control, maintain, operate and promote use of appropriate facilities for Football and for other sports; in general, within the State of New South Wales and, in particular, within the district of Bathurst;
 - iii) To engage in any other activity in relation to control, promotion, integration and fostering of participation and development in all levels of Football in the State of New South Wales as may be approved of by a three-quarter majority of the members of BDF in a general meeting may determine; and
 - iv) To uphold the principle of sportsmanship in the conduct of all competition for the benefit of all who take part.
 - b) Solely for the purposes of carrying out the aforesaid objects and not otherwise;
 - i) To make Rules and by-laws on matters authorised by or necessary or convenient to give effect to the aforementioned objects, insofar as such Rules or By-laws are not inconsistent with such objects;
 - ii) To call for, receive and deal with reports from the *board*, other committees, affiliated bodies, subsidiary bodies, officers and officials;
 - iii) To keep authentic records of all matters appertaining to the affairs of BDF and to keep records of members of BDF;

- iv) To regulate its own procedures, to create, nominate and appoint sub-committees to administer specific areas of responsibility as the needs arise and with powers not inconsistent with the aforementioned objects as may be deemed desirable and to withdraw such powers when deemed necessary;
- v) To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith; provided that no member of BDF shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by BDF;
- vi) To subscribe to, become a member of and co-operate with or amalgamate with another incorporated organisation whose objects are similar to those of BDF; provided that BDF shall not subscribe to or support with its funds or amalgamate with any incorporated organisation which does not prohibit the distribution of its income or property among its members to an extent at least as great as that imposed upon BDF under or by virtue of Clause 4 of these objects;
- vii) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of BDF or persons frequenting BDF's premises;
- viii) To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and rights or privileges which may be required for the purposes of, or capable of being conveniently used in connection with any of the objects of BDF, provided that, in case BDF shall take or hold any property which may be subject to any trusts, BDF shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- ix) To enter into any arrangements with any Government or authority supreme, municipal, local or otherwise that may seem conducive to BDF's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which BDF may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- x) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of BDF;

- xi) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance BDF's interests to contribute to, subsidise or otherwise assist and take part in the construction, improvements, maintenance's, development, working, management, carrying out, alteration of control thereof;
- xii) To invest and deal with the money of BDF not immediately required in such manner as the *board* thinks fit;
- xiii) To borrow or raise or secure the payment of money in such a manner as BDF may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into BDF in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of BDF's property (both present and future) and to purchase, redeem or pay off such securities;
- xiv) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- xv) To sell, improve manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of BDF;
- xvi) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of BDF's property of whatsoever kind sold by BDF or any money due to BDF from purchasers and others;
- xvii) To take any gift of property whether subject to any special trust or not for any or more of the objects of BDF but subject always to the proviso in paragraph (viii) of this Clause 3; and
- xviii) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of BDF in the shape of donations, annual subscriptions or otherwise; and
- xix) To print and publish any newspaper, periodicals, books or leaflets that BDF may think desirable for the promotion of its objects;

- xx) To purchase or otherwise acquire and undertake all or any part of the property, assets liabilities and engagements of any one or more of BDF's, institutions, societies or companies with which BDF is authorised to amalgamate;
 - xxi) To transfer all or any part of the property, assets, liabilities and engagements of BDF to any one or more of BDF's, institutions, societies or companies with which BDF is authorised to amalgamate;
 - xxii) To make donations for patriotic or charitable purposes.
5. The income and property of BDF when so ever derived, shall be applied solely towards the promotion of the objects of BDF as set forth in this Statement of Objects and no portion thereof shall be paid or transferred directly or indirectly by way of divided bonus or otherwise to the members of BDF; provided that nothing herein contained shall prevent the payment in good faith or remuneration to any officers or servants of BDF or to any member of BDF in return for any services actually rendered to BDF or for goods services actually rendered to BDF or for goods supplied in the ordinary and usual way of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Rules of Association on money borrowed from any member of BDF or reasonable and proper rent for premises demised or let by any member of BDF.
6. The liability of the members is limited.
7. If, upon winding up or dissolution of BDF, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of BDF but shall be given or transferred to some other institution or institutions whose Statement of Objects or constitution shall prohibit the distribution of its of their income and property among its or their members to an extent at least as great as is imposed on BDF under or by virtue of Clause 3 hereof, such institution or institutions to be determined by the members of BDF at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

8. True accounts shall be kept of the sums of money received and expended by BDF and the matter in respect of which such receipts and expenditure takes place and of the property, credits and liabilities of BDF and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the Rules of Association for the time being in force shall be open to the inspection of the members. Once, at least, in every year the accounts of BDF shall be examined by one or more properly qualified accountant or accountants who shall report to the members of BDF.

STATEMENT OF RULES

PART 1: PRELIMINARY

RULE 1: INTERPRETATION

- a) In these Rules, except in so far as the context or subject-matter otherwise indicates or requires-

"BDF" means Bathurst District Football Incorporated.

"Ordinary member" means a member of the board who is not a member of the executive of BDF, as referred to in Rule 14 (2);

"F.C.M." means the Facilities & Competition Manager employed by BDF under these Rules.

"Special General Meeting" means a general meeting of BDF other than annual general meeting;

"The Act" means Associations Incorporation Act, 1984, *pursuant to the Associations Incorporation Act 2009*

"The Regulation" means Associations Incorporation Regulations, 1985.

- b) In these Rules: -

i) A reference to a function includes a reference to a power, authority and duty; and

ii) A reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- c) The provisions of the Interpretation Act, 1987 apply to and in respect of these Rules in the same manner as those provisions would apply if these Rules were an instrument made under the Act.

RULE 2: OBJECTS

BDF is established for the purposes set out in the Statement of Objects.

PART 2: MEMBERSHIP

RULE 3: MEMBER QUALIFICATIONS

A person is qualified to be a member of BDF if, but only if –

- a) The person is a person referred to in section 15 (a), (b) or (c) of the Act and has not ceased to be a member of BDF at any time after incorporation of BDF under the Act; or
- b) The persons listed in Appendix 1 to these Rules who have been elected as life members prior to incorporation; or
- c) The person is in a natural person who: -
 - i) Has been nominated for life membership of BDF as provided by Rule 4; and
 - ii) Has been approved for life membership of BDF by the members of BDF at an annual general meeting; or
 - iii) Has been nominated for membership of BDF as provided by Rule 4; and
 - iv) Has been approved for membership of BDF by the *board* of BDF.

RULE 4: NOMINATION FOR MEMBERSHIP

- a) A nomination of a person for life membership of BDF: -
 - i) Shall be made by a member of BDF in writing in the form set out in Appendix 2 to these Rules; and
 - ii) Shall be lodged with the **F.C.M.** of BDF at least 42 days prior to an Annual General Meeting.
- b) As soon as practicable after receiving a nomination for life membership, but at least 30 days prior to an annual general meeting, the **F.C.M.** shall circulate the name of the nominee to all members of BDF who shall determine whether to approve or to reject the nomination.
- c) Where the members of BDF determine to approve a nomination for life membership the **F.C.M.** shall as soon as practicable after the determination, notify the nominee of that approval.
- d) The **F.C.M.** shall enter the nominee's name in the register of life members and, upon the name being so entered; the nominee becomes a life member of BDF.
- e) Life members are exempt from entrance fees and annual subscriptions.
- f) A nomination of a person for membership of BDF: -
 - i) Shall be made by a member of BDF in writing in the form set out in Appendix 3 to these Rules; and
 - ii) Shall be lodged with the **F.C.M.** of BDF.
- g) As soon as practicable after receiving a nomination for membership, the **F.C.M.** shall refer the nomination to the **board**, which shall determine whether to approve or to reject the nomination.
- h) Where the **board** determines to approve a nomination for membership the **F.C.M.** shall, as soon as practicable after the determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these Rules by a member as entrance fee and annual subscription.

- i) The *F.C.M.* shall, on payment by the nominee of the amount referred to in clause (8) within the period referred to in that clause, enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of BDF, provided nevertheless that if such payment be not made within 2 calendar months after the date of the notice, the *board* may, in its discretion, cancel its acceptance of the nomination for membership of BDF.
- j) In no case shall the *board* be required to give reason for the rejection of a nomination.
- k) Membership for the current year is to be paid prior to that member being deemed financial and able to vote at any meetings. Fees to be paid prior to the day on which the meeting they wish to vote is held.

RULE 5: CESSATION OF MEMBERSHIP

A person ceases to be a member of BDF if the person: -

- i) In case of a life members, dies; or
- ii) In the case of all other members the person: -
- iii) Dies;
- iv) Resigns that membership;
- v) Fails to pay BDF the annual membership fee as provided by Rule 9 (b) (i); or
- vi) Is expelled from BDF.

RULE 6: MEMBERSHIP ENTITLEMENTS NOT TRANSFERRABLE

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

- a) Is not capable of being transferred or transmitted to another person; and
- b) Terminates upon cessation of the person's membership.

RULE 7: RESIGNATION OF MEMBERSHIP

A member of BDF is not entitled to resign that membership except in accordance with this Rule.

- a) A member of BDF who has paid all amounts payable by the member to BDF in respect of member's membership may resign from membership of BDF by first giving notice (being not less than 1 month or not less that such other period as the **board** may) in writing to the **F.C.M.** of the member's intention to resign and, upon expiration of the period of notice, the member ceases to be a member.
- b) Where a member of BDF ceases to be a member pursuant to clause (a) and in every other case where a member ceases to hold membership, the **F.C.M.** shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

RULE 8: REGISTER OF MEMBERS

- a) The public officer of BDF shall establish and maintain a register of members of BDF specifying the name and address of each person who is a member of BDF together with the date on which the person becomes a member.
- b) The register of members shall be kept at the principal place of administration of BDF and shall be open for inspection, free of charge, by any member of BDF at any reasonable hour.

RULE 9: FEES, SUBSCRIPTIONS, ETC

- a) A member of BDF shall, upon admission to membership pay to the Association a fee of \$15.00 or, where some other amount is determined by the *board*, of that other amount.
- b) In addition to any amount payable by the member under clause (a) a member of BDF shall pay to BDF an annual membership fee of \$5.00 or, where some other amount is determined by the *board*, of that other amount: -
 - i) if the member becomes a member on or after the first day of the financial year of the association in a calendar year.
 - a. in accordance with clause 4) h), and
 - b. before the first day of the financial year of the association in each subsequent calendar year, or
 - ii) otherwise – before the first day of the financial year of the association in each calendar year.

RULE 10: MEMBERS' LIABILITIES

The liability of a member of BDF to contribute towards the payment of the debts and liabilities of BDF or the costs, charges and expenses of the winding up of BDF is limited to the amount. If any, unpaid by the member in respect of membership of BDF as required by Rule 9.

RULE 11: DISCIPLINING OF MEMBERS

- a) Where the *board* is of the opinion that a member of BDF: -
- i) Has persistently refused or neglected to comply with a provision or provisions of these Rules; or
 - ii) Has persistently and willfully acted in a manner prejudicial to the interests of BDF; or
 - iii) Makes public statements which in the opinion of the *board* are damaging to the reputation of BDF or its *board*, the *board* may, by resolution: -
 - 1) Expel the member from BDF; or
 - 2) Suspend the member from membership of BDF for a specified period.
- b) A resolution of the *board* under clause (a) is of no effect unless the *board*, at a meeting held not earlier than 14 days and not less than 28 days after service on the member of a notice under clause (c), confirms the resolution in accordance with this Rule.
- c) Where the *board* passes a resolution under clause (1), the *F.C.M.* shall, as soon as practicable, cause a notice in writing to be served on the member: -
- i) Setting out the resolution of the *board* and the grounds on which it is based.
 - ii) Stating that the member may address the *board* at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice.
 - iii) Stating the date, place and time of that meeting; and
 - iv) Informing the member that the member may do either or both of the following: -
 - 1) Attend and speak at that meeting;
 - 2) Submit to the *board* at or prior to the date of that meeting written representations relating to the resolution.

- d) At a meeting of the *board* held as referred to in clause (c), the *board* shall –
 - i) Give to the member an opportunity to make oral representations;
 - ii) Give due consideration to any written representations submitted to the *board* by the member at or prior to the meeting; and
 - iii) By resolution determine whether to confirm or revoke the resolution.

- e) Where the *Board* confirms a resolution under clause (d), the *F.C.M.* shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under Rule 12.

- f) A resolution confirmed by the *board* under clause (d) does not take effect:
 - i) Until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - ii) Where within that period the member exercises the right of appeal, unless and until BDF confirms the resolution pursuant to Rule 12 (d).

RULE 12: RIGHT OF APPEAL OF DISCIPLINED MEMBER

- a) A member may appeal to BDF in a general meeting against a resolution of the **board** which is confirmed under Rule 11 (d), within 7 days after notice of the resolution is served on the member by lodging with the **F.C.M.** a notice to that effect.
- b) Upon receipt of a notice from a member under clause (a), the **F.C.M.** shall notify the **board**, which shall convene a general meeting of BDF to be held within 21 days after the date on which the **F.C.M.** received the notice.
- c) At a general meeting of BDF convened under clause (b): -
 - i) No business other than the question of the appeal shall be transacted;
 - ii) The **Board** and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - iii) The members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- d) If at the general meeting BDF passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

RULE 13: RESOLUTION OF INTERNAL DISPUTES

- a) The following disputes must be referred to a Community Justice Centre within the meaning of the *Community Justice Centres Act 1993* for mediation:
 - i) a dispute between 2 or more members of the association, but only if the dispute is between the members in their capacity as member, or
 - ii) a dispute between 1 or more members and the association.
- b) If the dispute is not resolved by mediation within 3 months of being referred to the Community Justice Centre, the dispute must be referred to arbitration.
- c) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

PART 3: THE *BOARD*

RULE 14: POWERS OF THE *BOARD*

The *board* shall be called the *Board* of management of BDF and, subject to the Act, the Regulation and these Rules and to any resolution passed by BDF in a general meeting, has the power to do all things that are necessary or convenient to properly control and manage the affairs of BDF.

RULE 15: CONSTITUTION AND MEMBERSHIP

a) The *Board* shall consist of: -

- i) Five (5) members known as the executive of BDF; and
- ii) Four (4) other members.

Each of whom shall be elected for a 1 year period at each annual general meeting of BDF pursuant to Rule 16.

b) The executive of BDF shall be: -

- i) The Executive Chair
Responsible for leading and facilitating the Board*
- ii) The Vice-Executive Chair
Responsible for supporting the Chair and carrying out their duties in their absence, and*
- iii) Three (3) other duly elected members*

c) There is no maximum number of consecutive terms for which a *Board* member may hold office.

d) A board member may only hold one (1) office with BDF.

Note. Schedule 1 to the Act provides that an association's constitution is to address the maximum number of consecutive terms of office of any office-bearers on the *Board*.

e) Each member of the *Board* shall, subject to these Rules, hold office until the conclusion of the *next* annual general meeting following the date of the member's election, but is eligible for re-election.

- f) In the event of a casual vacancy occurring in the membership of the *board*, the *board* may appoint a member of BDF to fill the vacancy and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of the appointment.

RULE 16: ELECTION OF MEMBERS

- a) Nominations of candidates for election as executive members of BDF or as other members of the **board**:-
 - i) Shall be in writing, signed by 2 members of BDF and accompanied by the written consent of the candidate (which maybe endorsed on the form of nomination); and
 - ii) Shall be delivered to the **F.C.M.** of BDF not less than 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- b) If insufficient nominations are received to fill all vacancies on the **board**, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.
- c) If insufficient further nominations are received any vacant position remaining on the **board** shall be deemed to be casual vacancies.
- d) 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.
- e) If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- f) The ballot for elections of executive members and other members of the committee shall be conducted at the annual general meeting in such usual and proper manner as the **board** may direct.
- g) *Voting, where required as above, to determine non specific board members ie not the Chair or Vice Chair will be handled in the following manner:*
 - i) *A ballot will be held for the 3 remaining Executive Board Members, and the 3 nominations that receive the most votes will be deemed elected.*
 - ii) *A ballot will be held for the 4 Non Executive board members, and the 4 nominations that receive the most votes will be deemed elected*

RULE 17: PUBLIC OFFICER AND MINUTES

- a) *The Public Officer of BDF shall be assumed by the Chair of the board; and*
- b) *The Public Officer shall:*
 - i. *lodge notice with BDF and the Office of Fair Trading of their address within 28 days of their appointment or any change of address of the Public Officer.*
 - ii. *Submit all forms to the Office of Fair Trading as required by the Act*
 - iii. *Submit the Annual Financial Statement to the Office of Fair Trading.*
 - iv. *Maintain the Members Register*
 - v. *Advise the board on matters relating to Compliance with the Act and directions from the Office of Fair Trading.*
- c) *The Public Officer shall keep records of all appointments of executive members and other members of the Board.*
- d) *The Minutes Secretary shall be a duty of the F.C.M. In the event that the F.C.M. can not attend a meeting requiring minutes to be taken, the Chair will appoint a member of the board to take the minutes of the meeting.*
- e) *It is the duty of the Minutes Secretary to keep minutes of:*
 - i) The names of members of the **Board** present at a committee meeting or a general meeting; and
 - ii) All proceedings at committee meetings and general meetings; and
 - iii) The names of members of BDF present at a general meeting and see that the Minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

RULE 18: EMPLOYEES OF THE ASSOCIATION

The Association shall, as required, engage employees who:

- i) Perform such duties as outlined in their respective Roles & Responsibilities documents.*
- ii) Report directly to the Board of the Association. Operational employees will have the right to attend and contribute at Board meetings but will have no voting rights.*
- iii) At all times, act in a manner that upholds the best interests of the Association and completes all duties accordingly.*
- iv) Ensure compliance with the Objects of the Association, and adhere to any directives issued by the Office of Fair Trading.*
- v) Are employed in accordance with the terms set out in their signed and executed Employment Contract.*
- vi) Are subject to performance reviews based on their effectiveness in executing the duties outlined above.*
- vii) Are subject to re-employment, or termination, in accordance with their performance and the provisions of their Employment Contract.*

RULE 19: TREASURY

It is the duty of the Facility & Competitions Manager of BDF to ensure that all Treasury functions are completed including but not restricted to:-

- a) All money due to BDF is collected and received and that all payments authorised by BDF are made; and
- b) Correct books and accounts are kept showing the financial affair of BDF including full details of all receipt and expenditure connected with the activities of BDF; and
- e) Current bank statements, cheque books and deposit books are tabled at each **Board** meeting and at each general meeting.

RULE 20: CASUAL VACANCIES

For the purpose of these Rules, a casual vacancy in the office of a member of the *Board* occurs if the member: -

- a) Dies;
- b) Ceases to be a member of BDF;
- c) Becomes an insolvent under administration within the meaning of the Companies (New South Wales) Code;
- d) Resigns office by notice in writing to the *F.C.M.*;
- e) Is removed from office under Rule 20;
- f) Becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- g) Is absent without the consent of the *Board* from all meetings of the *Board* held during a period of 6 months.
- h) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- i) is prohibited from being a director of a company under the Corporations Act 2001 of the Commonwealth, Part 2D.6, or
- j) is convicted of an offence involving fraud or dishonesty for which the maximum penalty is imprisonment for at least 3 months, or
- k) becomes a mentally incapacitated person.

RULE 21: REMOVAL OF A MEMBER

- a) BDF in a general meeting may by resolution remove any member of the *Board* from the office of member 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

- b) Where a member of the *Board* to whom a proposed resolution referred to in clause (a) relates makes representation in writing to the *F.C.M.* or *Chair* (not exceeding a reasonable length) and requests that the representation be notified to the members of BDF, the *F.C.M.* or the *Chair* may send a copy of the representations to each member of BDF or, if they are not sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

RULE 22: MEETINGS AND QUORUM

- a) The **Board** shall meet at least 3 times in each period of 12 months at such place and time as the **Board** may determine.
- b) Additional meetings of the **Board** may be convened by the **Chair** or by any member of the **Board**.
- c) Oral or written notice of a meeting of the **Board** shall be given by the **F.C.M.** to each member of the **Board** at least 48 hours (or such period as may be unanimously agreed upon by the members of the **Board**) before the time appointed for the holding of the meeting.
- d) Notice of a meeting given under clause (c) shall specify the general nature of the business to be transacted at the meeting and no other than that business shall be transacted at the meeting, except business, which the **Board** members present at the meeting unanimously agree to treat as urgent business.
- e) Any five (5) members of the **Board** constitute a quorum for the transaction of the business of a meeting of the **Board**.
- f) No business shall be transacted by the **Board** 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 stands adjourned to the same place and at the same hour of the same day in the following week.
- g) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- h) At the meeting of the **Board**: -
- i) The **Chair** or, in the **Chair's** absence, the vice-**Chair** shall preside; or
- j) If the **Chair** and **Vice-Chair** are absent or unwilling to act such one of the remaining members of the **Board** as may be chosen by the members present at the meeting shall preside.

RULE 23: DELEGATION BY THE COMMITTEE TO SUB-COMMITTEE

- a) The **Board** may, by instrument in writing, delegate to one or more sub committees (consisting of such member or members of BDF as the **Board** thinks fit) the exercise of such of the functions of the **Board** as are specified in the instrument, other than: -
 - i) This power of delegation; and
 - ii) A function, which is a duty, imposed on the **Board** by the Act or by any other law.
- b) A function the exercise of which has been delegated to a sub-committee under this Rule, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- c) A delegation under this section may be made subject to such conditions or limitations as to the exercise of any functions the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- d) Notwithstanding any delegation under this Rule, the **Board** may continue to exercise any function delegated.
- e) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the **Board**.
- f) The **Board** may, by instrument in writing, revoke wholly or in part any delegation under this Rule.
- g) A sub-committee may meet and adjourn as it thinks proper.

RULE 24: VOTING AND DECISIONS

- a) Questions arising at a meeting of the *Board* or of any sub-committee appointed by the *Board* shall be determined by a majority of the votes of members of the *Board* or sub-committee at the meeting.
- b) Each member present at a meeting of the *Board* or of any sub-committee appointed by the *Board* (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.
- c) Subject to Rule 21 (e), the *Board* may act notwithstanding any vacancy on the *Board*.
- d) Any act or thing done or suffered, or purporting to have been done or suffered, by the *Board* or by a sub-committee appointed by the *Board*, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the *Board* or sub-committee.

PART 4: GENERAL MEETINGS

RULE 25: ANNUAL GENERAL MEETINGS - HOLDING OF

- a) With the exception of the first annual general meeting of BDF, BDF shall convene an annual general meeting of its members *within 6 calendar months of the last day of the Association's financial year.*
- b) BDF shall hold its first annual general meeting: -
 - i) Within the period of 18 months after its incorporation under the Act; and
 - ii) Within the period of 2 months after the expiration of the first financial year of BDF.
- c) Clause (a) and (b) have effect subject to any extension or permission granted by the Commission under section 26 (3) of the Act.

RULE 26: ANNUAL GENERAL MEETINGS - CALLING OF & BUSINESS AT

- a) The annual general meeting of BDF shall, subject to Rule 23, be convened on such date and at such place and time as the *Board* thinks fit.
- b) In addition to any other business, which may be transacted at an annual general meeting, and of any special general meeting held since that meeting, the business of an annual general meeting shall be:
 - i) To confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
 - ii) To receive from the *Board* reports upon the activities of BDF during the last preceding financial year.
 - iii) *To elect executive members and other members to the Board;*
and
 - iv) To receive and consider the statement, which is, required to be submitted to members pursuant to section 26 (6) of the Act.
- c) An annual general meeting shall be specified as such in the notice convening it.

RULE 27: SPECIAL GENERAL MEETINGS - CALLING OF

- a) The **Board** may, whenever it thinks fit, convene a special general meeting of BDF.
- b) The **Board** shall, on the request in writing of not less than 5 per cent of the total number of members, convene a special general meeting of BDF.
- c) A requisition of members for a special general meeting: -
 - i) Shall state the purpose of the meeting;
 - ii) Shall be signed by the members making the requisition;
 - iii) Shall be lodged with the **F.C.M.** ; and
 - iv) May consist of several documents in similar form, each signed by one or more of the members making the requisition.
- d) If the **Board** fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the **F.C.M.**, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- e) A special general meeting convened by a member or members referred to in clause (d) shall be convened as nearly as practicable in the same manner as general meetings are convened by the **Board** and any member who thereby incurs expense is entitled to be reimbursed by BDF for any expenses so incurred.

RULE 28: NOTICE

- a) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BDF, the *F.C.M.* shall, at least 14 days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- b) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of BDF, the *F.C.M.* shall, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause (a) specifying, in addition to the matter required under clause (a), the intention to propose the resolution as a special resolution.
- c) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except in the case of an annual general meeting, business which may be transacted pursuant to Rule 24 (b).
- d) A member desiring to bring any business before a general meeting may give notice in writing of that business to the *F.C.M.* who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

RULE 29: PROCEDURE

- a) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time the meeting is considering that item.
- b) Twelve members present in person (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- c) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the 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 members given before the day to which the meeting is adjourned) at the same place.
- d) If at the adjourned meeting a quorum is not present within half an hour after the appointed time for the commencement of meeting, the members present (being not less than 7) shall constitute a quorum.

RULE 30: PRESIDING MEMBER

- a) The *Chair*, or in the *Chair's* absence, the *Vice-Chair*, shall preside as chairperson at each general meeting of BDF.
- b) If the *Chair* and the *Vice-Chair* are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as chairperson at the meeting.

RULE 31: ADJOURNMENT

- a) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- b) Where a general meeting is adjourned for 14 days or more, the *F.C.M.* shall give written or oral notice of the adjourned meeting to each member of BDF stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- c) Except as provided in clause (a) and (b), 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.

RULE 32: MAKING OF DECISIONS

- a) A question arising at a general meeting of BDF shall be determined on a show of hands and, unless before or on the declaration of hands a poll is demanded, a declaration by the chairperson that the 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 is in the minute book of BDF, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- b) At a general meeting of BDF, a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- c) Where a poll is demanded at a general meeting, the poll shall be taken:-
 - i) Immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
 - ii) In any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

RULE 33: SPECIAL RESOLUTION

A resolution of BDF is a special resolution if: -

- a) It is passed by a majority which comprises not less than three-quarters of such members of BDF as, being entitled under these Rules to do so, vote in person or by proxy at a general meeting of which not less than 21 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these Rules; or
- b) Where it is made to appear to the Commission that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) – the resolution is passed in a manner specified by the Commission.

RULE 34: VOTING

- a) Upon any question arising at a general meeting of BDF a member has one vote only.
- b) All votes shall be given personally or by proxy but no member may hold more than 2 proxies.
- c) 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.
- d) A member or proxy is not entitled to vote at any general meeting of BDF unless all money due and payable by the member or proxy to BDF has been paid, other than the amount of the annual subscription payable in respect of the then current year.

RULE 35: ACTS VALID DESPITE VACANCIES OR DEFECTS

- a) Subject to clause 21 (e), the *Board* may act despite there being a casual vacancy in the office of a *Board* member.
- b) An act done by a *Board* or sub-committee is not invalidated because of a defect relating to the qualifications or appointment of a member of the *Board* or sub-committee.

RULE 36: TRANSACTION OF BUSINESS OUTSIDE MEETINGS OR BY TELEPHONE OF OTHER MEANS

- a) The **Board** may transact its business by the circulation of papers, including by electronic means, among all **Board** members.
- b) If the **Board** transacts business by the circulation of papers, a written resolution, approved in writing by a majority of **Board** members, is taken to be a decision of the **Board** made at a meeting of the **Board**.
- c) The **Board** may transact its business at a meeting at which 1 or more committee members participate by telephone or other electronic means, provided a member who speaks on a matter can be heard by the other members.
- d) The member presiding at the meeting and each other member have the same voting rights as they would have at an ordinary meeting of the **Board** for the purpose of:
 - a. the approval of a resolution under subclause (b), or
 - b. a meeting held in accordance with subclause (c).
- e) A resolution approved under subclause (c) must be recorded in the minutes of the meetings of the **Board**.

Note : The Act, section 30(2) and (3) contains requirements relating to meetings held at 2 or more venues using technology.

RULE 37: APPOINTMENT OF PROXIES

- a) Each member shall be entitled to appoint another member as proxy by notice given to the **F.C.M.** no later than 24 hours before the time of the meeting respect of which the proxy is appointed.
- b) The notice appointing the proxy shall be in the form set out in Appendix 4 to these Rules.

RULE 38: POSTAL OR ELECTRONIC BALLOTS

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

PART 5: MISCELLANEOUS

RULE 39: INSURANCE

- a) BDF shall effect and maintain insurance pursuant to section 44 of the Act.
- b) In addition to the insurance required under clause (a), BDF may effect and maintain other insurance.

RULE 40: FINANCIAL YEAR

The financial year of BDF shall be from the 1st January through to the 31st December of that year.

RULE 41: SOURCE

- a) The funds of BDF shall be derived from entrance fees and annual subscriptions of members, donations and, sources as the *Board* determines, subject to any resolution passed by the *Board*.
- b) All money received by BDF shall be deposited as soon as practicable and without deduction to the credit of BDF's financial institutions.
- c) BDF shall, as soon as practicable after receiving any money, issue an appropriate receipt.

RULE 42: MANAGEMENT

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

RULE 43: ALTERATIONS OF OBJECTS AND RULES

The statement of Objects and these Rules may be altered, rescinded or added to only by a special resolution of BDF at an annual general meeting of BDF or a special general meeting of BDF.

RULE 44: COMMON SEAL

- a) The common seal of BDF shall be kept in the custody of the public officer.
- b) The common seal shall not be affixed to any instrument except by the authority of the *Board* and the affixing of the common seal shall be attested by the signature either of 2 members of the *Board* or of 1 member of the *Board* and of the public officer.

RULE 45: CUSTODY OF BOOKS, ETC

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

RULE 46: INSPECTION OF BOOKS, ETC

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

RULE 47: SERVICE OF NOTICE

- a) For the purpose of these Rules, a notice may be served by or on behalf of the BDF upon a member personally or by sending it by post to the member at the member's address shown in the register of members.
- b) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

RULE 48: DISTRIBUTION OF PROPERTY ON WINDING UP OF ASSOCIATION

- a) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association 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.
- b) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

Note. Section 65 of the Act provides for distribution of surplus property on the winding up of an association.



APPENDIX 1

LIFE MEMBERS OF BATHURST DISTRICT FOOTBALL INC.

Rule 3 (b) Constitution: Objects & Rules

Hayden Davies

Colin Cooper

Arthur West

Jack Proctor

Lola Proctor

Ian Macey

Darrel Francis

Leif Hummelshoj

Bill Miller

Christopher McGrath

Grant Foster

Kelvin Moore

Andrew Speed

Andrew Rankin



APPENDIX 2

NOMINATION FOR LIFE MEMBERSHIP OF BATHURST DISTRICT FOOTBALL INCORPORATED

Rule 4 (a) (i) Constitution

I, _____

(Full Name)

a member of BDF₁ hereby, nominate

(Full Name of Proposed Life Member)

of

(Address)

(Occupation)

who is personally known to me,

for life membership of **BATHURST DISTRICT FOOTBALL INC.**

(Signature of Proposer)

(Date)

I, _____

(Full name)

a member of BDF, second the nomination of the nominee, who is personally known to me, for
life membership of BDF.

(Signature of Seconder)

(Date)

I,

(Full Name)

a member of BDF, hereby agree to my nomination for life membership of BDF

(Signature of Proposed Life Member)

(Date)



APPENDIX 4

APPOINTMENT OF PROXY

(Rule 33 (b) BDF Constitution)

I, _____
(Full name of Applicant)

Of, _____

Being a member of BDF hereby appoint: -

(Name of Appointed Proxy)

Of, _____
(Address)

being a member of BDF, as my proxy to vote for me on my behalf at a General Meeting or Annual General Meeting or Special General Meeting of BDF, as the case may, be to held on the: - _____ day of _____ 20 _____

And at any adjournment of that meeting.

- My proxy is authorised to vote in favour of / against (delete as appropriate) the resolution (insert details),or
- My proxy is authorised to vote on my behalf in the manner they see fit.

(Signature of member appointed proxy)

_____ (Date)

NOTE: A proxy vote may not be given to a person who is not a member of BDF.